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

FORM 20-F

(Mark One)

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) or (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number 001-36891

CELLECTIS S.A.
(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

France
(Jurisdiction of incorporation or organization)

Cellectis S.A.
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Securities registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol	Name of each exchange on which registered
American Depositary Shares, each representing one Ordinary shares, nominal value €0.05 per share*	**"CLLS"**	**Nasdaq Global Market**
		Nasdaq Global Market*

* Not for trading, but only in connection with the registration of the American Depositary Shares.

Securities registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of the issuer's classes of capital stock as of the close of the period covered by the annual report.

Outstanding capital stock as of December 31, 2025: 100,339,441 shares, nominal value €0.05 per share, comprising 72,339,441 ordinary shares, 10,000,000 class A convertible preferred shares (with voting rights) and 18,000,000 class B convertible preferred shares (with no voting rights).

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark, if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☒

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Emerging Growth Company	☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included on the filing reflect the correction of an error to previously issued financial statements ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐	International Financial Reporting Standards as issued by the International Accounting Standards Board ☒	Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. ☐ Yes ☐ No

TABLE OF CONTENTS

		PAGE
INTRODUCTION		2
SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS		3
PART I		
Item 1.	Identity of Directors, Senior Management and Advisers	5
Item 2.	Offer Statistics and Expected Timetable	5
Item 3.	Key Information	5
Item 4.	Information on the Company	40
Item 4A.	Unresolved Staff Comments	73
Item 5.	Operating and Financial Review and Prospects	74
Item 6.	Directors, Senior Management and Employees	89
Item 7.	Major Shareholders and Related Party Transactions	98
Item 8.	Financial Information	102
Item 9.	The Offer and Listing	102
Item 10.	Additional Information	103
Item 11.	Quantitative and Qualitative Disclosures About Market Risk	112
Item 12.	Description of Securities Other than Equity Securities	112
PART II		
Item 13.	Defaults, Dividend Arrearages and Delinquencies	115
Item 14.	Material Modifications to the Rights of Security Holders and Use of Proceeds	115
Item 15.	Controls and Procedures	115
Item 16.	Reserved	115
Item 16A.	Audit Committee Financial Expert	115
Item 16B.	Code of Ethics	115
Item 16C.	Principal Accountant Fees and Services	115
Item 16D.	Exemptions from the Listing Standards for Audit Committees	116
Item 16E.	Purchases of Equity Securities by the Issuer and Affiliated Purchasers	116
Item 16F.	Change in Registrant's Certifying Accountant	116
Item 16G.	Corporate Governance	116
Item 16H.	Mine Safety Disclosure	117
Item 16I.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	117
Item 16J.	Insider Trading Policies	117
Item 16H.	Cybersecurity	117
PART III		
Item 17.	Financial Statements	119
Item 18.	Financial Statements	119
Item 19.	Exhibits	119

INTRODUCTION

Unless otherwise indicated or the context otherwise requires, references in this Annual Report on Form 20-F for the year ended December 31, 2025 (the "Annual Report") to, "Cellectis," the "Company," "we," "our," and "us," refer to Cellectis S.A. and its subsidiaries, taken as a whole (in the case of Calyxt, Inc., only until May 31, 2023), 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 before May 31, 2023, references to the "Group" refer to Cellectis S.A., Cellectis, Inc., Cellectis Biologics, Inc. and Calyxt, Inc., collectively. 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.

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 Annual Report on Form 20-F are the property of Cellectis. All other trade names, trademarks and service marks of other companies appearing in this Annual Report on Form 20-F are the property of their respective holders. Solely for convenience, the trademarks and trade names in this Annual 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.

Our audited consolidated financial statements have been prepared in accordance with IFRS® Accounting standards as issued by the International Accounting Standards Board, or IASB. Our consolidated financial statements are presented in U.S. dollars. All financial information (unless indicated otherwise) is presented in thousands of U.S. dollars.

All references in this Annual Report to "$," "U.S. dollars" and "dollars" mean U.S. dollars and all references to "€" and "euros" mean euros. Throughout this Annual Report, references to ADSs mean American Depositary Shares or ordinary shares represented by ADSs, as the case may be.

Note Regarding Use of Non-IFRS Financial Measures

Cellectis presents Adjusted Net Income (Loss) attributable to shareholders of Cellectis in this Annual Report. Adjusted Net Income (Loss) attributable to shareholders of Cellectis is not a measure calculated in accordance with IFRS Accounting standards. We have included in this Annual Report a reconciliation of this figure to Net Income (Loss) attributable to shareholders of Cellectis, the most directly comparable financial measure calculated in accordance with IFRS Accounting standards. Because Adjusted Net Income (Loss) attributable to shareholders of Cellectis excludes Non-cash stock-based compensation expense—a non-cash expense, we believe that this financial measure, when considered together with our IFRS financial statements, can enhance an overall understanding of Cellectis' financial performance. Moreover, our management views the Company's operations, and manages its business, based, in part, on this financial measure. In particular, we believe that the elimination of Non-cash stock-based expenses from Net Income (Loss) attributable to shareholders of Cellectis can provide a useful measure for period-to-period comparisons of our core businesses. Our use of Adjusted Net Income (Loss) attributable to shareholders of Cellectis has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under IFRS Accounting standards. Some of these limitations are: (a) other companies, including companies in our industry which have similar stock-based compensations, may address the impact of Non-cash stock-based compensation expense differently; and (b) other companies may report Adjusted Net Income (Loss) attributable to shareholders or similarly titled measures but calculate them differently, which reduces their usefulness as a comparative measure. Because of these and other limitations, you should consider Adjusted Net Income (Loss) attributable to shareholders of Cellectis alongside our IFRS financial results, including Net Income (Loss) attributable to shareholders of Cellectis.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains "forward-looking statements" within the meaning of applicable federal securities laws, including the Private Securities Litigation Reform Act of 1995. All statements other than present and historical facts and conditions contained in this Annual 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. These forward-looking statements are subject to numerous risks and uncertainties and are made in light of information currently available to us. Many important factors, in addition to the factors described in this Annual Report, may adversely affect such forward-looking statements. When used in this Annual 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. Forward-looking statements include, but are not limited to, statements about:

- the implementation of our strategic plans for our business, product candidates and technology;
- the initiation, timing, progress and results of our research and development programs and our pre-clinical and clinical studies;
- our ability to advance product candidates into, and successfully complete, clinical studies;
- our manufacturing capabilities and operations at our in-house manufacturing facilities;
- the commercialization of our product candidates, if approved;
- the timing of regulatory filings and the likelihood of favorable regulatory outcomes and approvals;
- regulatory developments in the United States and foreign countries;
- the pricing and reimbursement of our product candidates, if approved;
- the scope of protection we are able to establish and maintain for intellectual property rights covering our product candidates and technology;
- our ability to contract on commercially reasonable terms with contract research organizations, or CROs, third-party suppliers of biological raw or starting materials and manufacturers;
- the ability of third parties with whom we contract to successfully conduct, supervise and monitor clinical studies for our therapeutic product candidates;
- estimates of our expenses, future revenues, capital requirements and our needs for additional financing;
- our ability to obtain additional funding for operations;
- the potential benefits of our licensing agreements and our ability to enter into future arrangements;
- the ability and willingness of licensees or partners to actively pursue development activities under our licensing agreements;
- our receipt of milestone or royalty payments pursuant to our licensing agreements with Allogene Therapeutics, Inc. ("Allogene"), Les Laboratoires Servier and Institut de Recherches Internationales Servier (together "Servier") and AstraZeneca Ireland Limited ("AZ Ireland");
- our ability to maintain and establish collaborations or obtain additional grant funding;
- future sales of our ordinary shares by AstraZeneca Holdings B.V. ("AZ Holdings") and the market price of our ordinary shares and ADSs;
- significant influence over us by the group of companies including AZ Holdings, AZ Ireland and their respective affiliates (referred to as "AstraZeneca" in this Annual Report) and the continuing involvement of certain of our directors with AstraZeneca;
- the rate and degree of market acceptance of, and demand for, our product candidates;
- our status as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes;
- the financial performance and cash runway for our Therapeutics business;
- our ability to attract and retain key scientific and management personnel;
- our expectations regarding the period during which we qualify as a foreign private issuer, or FPI;
- developments relating to our competitors and our industry, including competing therapies and technologies.

You should refer to the section of this Annual Report titled "Risk Factors" for a discussion of important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Annual 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 qualify all of our forward-looking statements by these cautionary statements.

Market Data

This Annual Report contains market data and industry forecasts that were obtained from various industry publications. In presenting this information, we have also made assumptions based on such data and other similar sources, and on our knowledge of, and our experience to date in, the biotechnology industry. Market data and industry forecasts involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. While we believe the market position, market opportunity and market size information included in this Annual Report is generally reliable, such information is inherently imprecise. Various risks,

including those described in the section of this Annual Report entitled “Risk Factors,” could cause results to differ materially from those expressed in the estimates made by us and independent parties.

Website Disclosure

We use our website (www.cellectis.com) and our corporate X account (@cellectis) and our corporate LinkedIn account (https://www.linkedin.com/company/cellectis) as routine channels of distribution of company information, including press releases, analyst presentations, and supplemental financial information, as a means of disclosing otherwise material non-public information and for complying with our disclosure obligations. Accordingly, investors should monitor these corporate websites and corporate X and LinkedIn accounts in addition to following press releases, filings with the SEC, and public conference calls and webcasts. Additionally, we provide notifications of announcements as part of our website. Investors and others can receive notifications of new press releases posted on our website by signing up for email alerts.

None of the information provided on these websites, in our press releases or public conference calls and webcasts or through social media is incorporated into, or deemed to be a part of, this Annual Report or in any other report or document we file with the SEC, and any references to such websites or corporate X accounts are intended to be inactive textual references only.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Reserved

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Our business and our industry are subject to significant risks. You should carefully consider all of the information set forth in this Annual Report, including the following risk factors. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. Additional risks not currently known to us or that we currently deem immaterial may also affect our business operations.

Summary of Risk Factors Associated with Our Business

Our business and our industry are subject to numerous risks described in "Risk Factors" and elsewhere in this Annual Report. You should carefully consider these risks before making a decision to invest in our securities. Key risks include, but are not limited to, the following:

Risks Related to Our Therapeutics Business:

- Our operating history, which has focused primarily on research and development and advancing immunotherapy gene-editing clinical trials, makes it difficult to assess our future prospects.
- We have not generated significant revenues and have incurred significant operating losses since our inception. While the amount of our future net losses will depend, in part, on the amount of our future operating expenses and our ability to obtain funding, realize payments under our licensing arrangements, and obtain reimbursements of research tax credit claims, we anticipate that we will continue to incur significant losses for the foreseeable future.
- We face substantial competition in our discovery, development and commercialization activities from competitors, many of whom have significantly greater resources than we do.
- We may need to raise additional funding, which may not be available on acceptable terms or at all, and our ability to raise additional share capital is limited by French corporate law.

Risks Related to the Discovery, Development and Commercialization of Our Therapeutic Product Candidates:

- Because our product candidates all apply novel gene-editing technology, we are heavily dependent on the successful development of this technology.
- Our product candidates must undergo clinical trials that are time-consuming and expensive, the outcomes of which are unpredictable, and for which there is a high risk of failure, and which are susceptible under a variety of circumstances to additional costs, delays, suspensions and terminations.
- Initial, interim and preliminary data from our clinical trials may change as more data becomes available, and subsequent data may not bear out promising early results.
- Because we anticipate that our product candidates may initially receive regulatory approval as treatments for advanced disease or rare diseases, the size of the initial market for our product candidates may be limited.
- Our manufacturing process, which is highly complex and heavily regulated, may be difficult to efficiently and effectively operate and scale to the level required for advanced clinical trials or commercialization.
- Our manufacturing facilities may not obtain or maintain the required regulatory authorizations to supply commercial products.
- Acceptance and adoption of gene-editing and enrollment in our trials may be adversely affected by undesirable side effects, negative perceptions among the public or the medical community, or the inadequacy of payor coverage.
- Our future profitability depends, in part, on our ability to penetrate global markets, where we would be subject to additional regulatory burdens and other risks and uncertainties.

Risks Related to Our Reliance on Third Parties:

- We rely on third parties for certain aspects of our discovery, development, manufacturing and commercialization, if any, of our product candidates and issues relating to such third parties, or their activities, which could result in additional costs and delays and hinder our research, development and commercialization prospects.
- License relationships may not be successful, including as a result of failures by our licensees or partners to perform satisfactorily or to devote resources to advance product candidates under our arrangements with them.
- Servier's discontinuation of its involvement in the development of the licensed CD19 Products may have adverse consequences
- We rely on a third party for the supply of alemtuzumab that is used in certain of our clinical trials as part of the lymphodepletion regimen, and issues relating to such third party may impact the clinical development and commercialization, if any, of our products.

Risks Related to Operational Compliance and Risk Management:

- We may encounter difficulties in managing our development and expansion, including challenges associated with recruiting additional employees, managing our internal development efforts and improving our operational, financial and management controls.
- The risk of product liability claims is inherent in the development and commercialization of therapeutic products, and product liability or other lawsuits could divert management and financial resources, result in substantial liabilities and reduce the commercial potential of our product candidates.
- The buy-out mechanism in our collaboration agreement with Servier may prevent or delay a takeover attempt.

Risks Relating to our Relationships with AstraZeneca:

- AstraZeneca has significant influence over us.
- Future sales of our ordinary shares by AZ Holdings could cause the market price for our ordinary shares and ADSs to fall.

- Conflicts of interest may arise as a result of the continuing involvement of certain of our directors with AstraZeneca.

Risks Related to Regulatory Approvals for Our Product Candidates:

- Our business is governed by a rigorous, complex and evolving regulatory framework, including premarketing regulatory requirements, pricing, reimbursement and cost-containment regulations, and rigorous ongoing regulation of approved products. This regulatory framework results in significant compliance costs, makes the development and approval of our product candidates time intensive and unpredictable, and may reduce the ultimate economic value and prospects for our product candidates.
- A Fast Track, Breakthrough Therapy or Regenerative Medicine Advanced Therapy designation by the U.S. Food and Drug Administration, or FDA, or a Priority Medicines designation by the European Medicines Agency, or EMA, may not lead to a faster development or regulatory review or approval process, and does not increase the likelihood that our product candidates will receive regulatory approval.
- Any regulatory compliance failures could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm and diminished profits and future earnings.

Risks Related to Intellectual Property.

- Because our commercial success depends, in part, on obtaining and maintaining proprietary rights to our and our licensors' intellectual property, our ability to compete may decline if we fail to obtain protection for our products, product candidates, processes and technologies or do not adequately protect our intellectual property.
- Our competitive position may be adversely impacted as a result of a variety of factors, including potentially adverse determinations of complex legal and factual questions involved in patents and patent applications or insufficiently long patent lifespans in one or more jurisdictions where we obtain intellectual property protection.
- Because it is cost prohibitive to seek intellectual property protection on a global basis, our intellectual property protection in certain jurisdictions may not be as robust as in the United States, which may adversely impact our competitive position.
- Other third parties may assert rights to inventions we develop or otherwise regard as our own.
- Any dispute concerning the infringement or misappropriation of our proprietary rights or the proprietary rights of others could be time consuming and costly, and an unfavorable outcome could interfere with the development and commercialization of our products and our licensees' products or otherwise harm our business.

Risks Related to Human Capital.

- Our business could be harmed if we lose key management personnel or cannot attract and retain other qualified personnel.

Risks Relating to Our Status as a Foreign Private Issuer and a French Company:

- The rights of shareholders in companies subject to French corporate law differ in material respects from the rights of shareholders of corporations incorporated in the United States.
- Our By-laws and French corporate law contain provisions that may delay or discourage a takeover attempt.
- Our international operations may be exposed to foreign exchange risks, U.S. federal income tax risks, and additional risks, which may adversely affect our financial condition, results of operations and cash flows.
- If we are classified as a PFIC for 2025 or any future taxable years, there may be adverse U.S. federal income tax consequences to U.S. holders.
- As a foreign private issuer, we are exempt from a number of rules under the U.S. securities laws and the Nasdaq's corporate governance standards. We expect to follow certain home country practices in relation to certain corporate governance matters, which may afford less protection than would be provided if we complied fully with the Nasdaq requirements.

Risks Related to Ownership of Our ADSs:

- Holders of our ADSs do not directly hold our ordinary shares and may be subject to limitations on the transfer of their ADSs and certain voting and withdrawal rights of the underlying ordinary shares as well as limitations on their ability to exercise preferential subscription rights or receive share dividends.
- Share ownership is concentrated in the hands of our principal shareholders and management, who will continue to be able to exercise substantial influence.

Risks Related to Our Therapeutics Business

As a clinical-stage biopharmaceutical company, we have incurred net losses in every period since our inception and anticipate that we will incur substantial net losses in the future.

We are a clinical-stage biopharmaceutical company and devote most of our financial resources to research and development relating to our CAR T-cell immunotherapy product candidates and the advancement of our clinical trials. Investment in biopharmaceutical product development is highly speculative because it entails both substantial upfront capital expenditures and significant risk that any potential product candidate will fail to demonstrate adequate efficacy or an acceptable safety profile, to gain required regulatory approvals or to become commercially viable. Our most advanced product candidates remain in clinical development. We have no products approved for commercial sale and have not generated any revenue from product sales to date. We will continue to incur significant research and development and other expenses related to our ongoing clinical trials and operations. As a result, we are not profitable and have incurred net losses in each period since our inception. For the year ended December 31, 2025, we reported a net loss of $67.6 million from continuing operations, our research and development expenses were $93.5 million. As of December 31, 2025, we had an accumulated deficit attributable to the shareholders of Cellectis of $334.1 million.

Notwithstanding our ongoing clinical trials, it will be several years, if ever, before we obtain regulatory approval for, and are ready for commercialization of, a biopharmaceutical product. Even if we or our licensees or partners successfully commence and complete clinical trials and obtain regulatory approval to market a product, any future revenues will depend upon the size of any markets in which the products are approved for sale as well as the market share captured by such products, market acceptance of such products and levels of reimbursement from third-party payors.

We expect to continue to incur significant expenses and operating losses for the foreseeable future. The net losses we incur may fluctuate significantly from year to year and quarter to quarter. We expect our expenditures to increase as we conduct our clinical studies, file IND and/or foreign equivalent filings for additional product candidates, conduct research and development for product candidates, invest in deploying and scaling our manufacturing capabilities, seek regulatory and marketing approvals, and establish necessary infrastructure for the commercialization of any products for which we obtain marketing approval.

In addition, we have encountered, and may encounter in the future, unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. For example, we and our licensees have had clinical trials placed on hold by the FDA, which have had the effect of temporarily suspending these clinical programs until the resolution of the hold with the FDA. You should consider our business and prospects in light of the risks and difficulties we face as a clinical-stage biopharmaceutical company.

We face substantial competition from other biotechnology and pharmaceutical companies, and our operating results will suffer if we fail to compete effectively.

The biopharmaceutical industry, and the immuno-oncology industry in particular, is characterized by intense competition and rapid innovation. Our competitors may be able to develop other compounds or drugs that are more effective, safer, more easily commercialized, or less costly than our product candidates. Further, competitors may develop proprietary technologies or secure patent protection that we may need for the development of our technologies and products.

We face competition from major multinational pharmaceutical companies, new and established biotechnology and specialty pharmaceutical companies, academic research institutions, government agencies and public and private research institutions. Many of our competitors have substantially greater financial, technical and other resources, such as larger research and development staff, greater expertise in large scale pharmaceutical manufacturing, and/or well-established marketing and sales teams. Smaller or early-stage companies may compete with us through collaborative arrangements with large, established companies. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors.

The success of other therapies developed by our competitors could impact our regulatory strategy and delay or prevent regulatory approval of our product candidates. Even if we obtain regulatory approval of our product candidates, the availability and price of our competitors' products may limit demand for, or the price that we are able to charge for, our product candidates. We may not be able to implement our business plan if the acceptance of our product candidates is inhibited by price competition or the reluctance of physicians to switch from existing methods of treatment to our product candidates, or if physicians switch to other new drug or biologic products or choose to reserve our product candidates for use in limited circumstances.

We are subject to various risks related to public health crises, that could have material and adverse impacts on our business, financial condition, liquidity, and results of operations.

Any outbreaks of contagious diseases and other adverse public health developments could have a material and adverse impact on our business, financial condition, liquidity, and results of operations. As has occurred with the COVID-19 global pandemic, a regional epidemic or a global pandemic could cause disruptions to national and global economies and financial markets as well as raw materials supply chains, and could have a negative impact on our clinical trials, including with respect to patient recruitment.

We may need to raise additional funding, which may not be available on acceptable terms or at all. Failure to obtain necessary capital when needed may force us to delay, limit or terminate our product development efforts or other operations.

The process of developing and manufacturing CAR T-cell product candidates and conducting clinical studies is expensive, lengthy and risky. We are currently sponsoring three clinical studies, preparing regulatory filings to potentially commence new clinical studies and/or to add additional investigational sites for ongoing studies, advancing pre-clinical testing for additional product candidates, and conducting manufacturing at our in-house manufacturing facilities. Accordingly, we expect our operational expenses to increase in connection with our ongoing activities. In addition, subject to obtaining regulatory approval of any biopharmaceutical product candidates, we expect to incur significant commercialization expenses. Further, our operating plans, including product development and commercialization plans, may change in light of changed circumstances or as a result of factors currently unknown to us, which may require us to seek additional funds sooner than planned.

With cash and cash equivalents of $61.5 million and fixed-term deposits (classified as current financial assets) of $144.8 million in each case as of December 31, 2025, the Company believes its cash and cash equivalents, together with such fixed-term 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 ability to raise additional capital may be limited. If we raise additional capital through the sale of additional equity or convertible securities, current ownership interests may be diluted and the terms of these securities may include liquidation or other preferences that adversely affect stockholders' rights. For example, in connection with our Finance Contract, the Company entered into a warrant agreement with the European Investment Bank ("EIB") with respect to the issuance of warrants to the EIB in connection with, and as a condition to, the funding of each tranche under the Finance Contract. In April 2023, in connection with the disbursement of the €20.0 million Tranche A, the Company issued 2,799,188 warrants to the EIB; in January 2024, the Company announced the issuance of 1,460,053 warrants to the EIB in connection with the disbursement of €15.0 million Tranche B of the EIB financing, and in December 2024, the Company issued 611,426 warrants to the EIB in connection with the disbursement of €5.0 million Tranche C of the EIB financing, which is the last tranche under the Finance Contract.

Debt financing, if available, would result in increased fixed payment obligations and a portion of our operating cash flows, if any, being dedicated to the payment of principal and interest on such indebtedness. In addition, debt financing may involve agreements that include restrictive covenants that impose operating restrictions, such as restrictions on the incurrence of additional debt, the making of certain capital expenditures or the declaration of dividends. For example, in connection with the Finance Contract, we agreed to certain negative undertakings, which include: restrictions on dispositions of assets by us and our subsidiaries, restrictions on changes to the general nature of our business, restrictions on us and our subsidiaries engaging in mergers and other restructuring transactions, restrictions on certain ownership changes with respect to subsidiaries, restrictions on us and our subsidiaries engaging in acquisitions or making investments, restrictions on us and our subsidiaries incurring additional indebtedness or guarantees, restrictions on the making of intercompany loans, restrictions on us and our subsidiaries engaging in certain hedging or derivative transactions, restrictions on us and our subsidiaries making specified restricted payments including dividends and share repurchases, restrictions on us and our subsidiaries becoming creditors in respect of certain indebtedness, and restrictions on the incurrence of security over any of our or our subsidiaries' assets. To the extent we raise additional funds through arrangements with research and development partners or otherwise, we may be required to relinquish some of our technologies, product candidates or revenue streams, license our technologies or product candidates on unfavorable terms, or otherwise agree to terms unfavorable to us. In addition, we cannot guarantee that future financing will be available in sufficient amounts or on terms acceptable to us, if at all.

If we are unable to obtain funding on a timely basis, we may be required to significantly curtail, delay or discontinue one or more of our research and development programs or product candidate development programs, or the commercialization of any product candidate that may receive regulatory approval, which could materially affect our business, operating results and prospects.

Unstable market, economic and geo-political conditions may have serious adverse consequences on our business, financial condition and stock price.

The global credit and financial markets have experienced extreme volatility and disruptions in the past. These disruptions have resulted and may continue to result in severely diminished liquidity and credit availability, elevated inflationary pressures and interest-rate volatility, declines in consumer confidence, disruptions in access to bank deposits or lending commitments due to bank failures and uncertainty about economic stability, declines in economic growth, and uncertainty about economic stability. There can be no assurance that further deterioration in credit and financial markets and confidence in economic conditions will not occur. Our general business strategy may be adversely affected by any such economic downturn, volatile business environment, higher inflation, or continued unpredictable and unstable market conditions. If the current equity and credit markets deteriorate, it may make any necessary debt or equity financing more difficult, more costly and more dilutive. Our portfolio of corporate and government bonds would also be adversely impacted. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our operations, growth strategy, financial performance and stock price and could require us to delay or abandon clinical development plans. In addition, there is a risk that one or more of our current service providers, manufacturers and other partners may not survive an economic downturn or rising inflation, which could directly affect our ability to attain our operating goals on schedule and on budget. Moreover, persistent trade and policy uncertainty, ongoing geopolitical risks, and any deterioration in macroeconomic conditions or financial market volatility could adversely affect our business. Other international and geo-political events could also have a serious adverse impact on our business. In recent years, global financial markets have experienced volatility as a result of military and regional conflicts, such as the invasion of Ukraine by Russia and the Middle East conflict. Market volatility, or other market disruptions, could cause us to experience an inability to access additional capital or result in an increase in our costs of borrowing, which could in the future negatively affect our capacity for certain corporate development transactions or our ability to make other important, opportunistic investments. While we cannot predict the broader consequences, these conflicts and retaliatory and counter-retaliatory actions could materially adversely affect global trade, currency exchange rates, inflation, regional economies, and the global economy, which in turn may increase our costs, disrupt our supply chain, impair our ability to raise or access additional capital when needed on acceptable terms, if at all, or otherwise adversely affect our business, financial condition, and results of operations.

Risks Related to the Discovery, Development and Commercialization of Our Therapeutic Product Candidates

Gene-editing remains relatively new technology, and if we are unable to use this technology in our intended applications, our revenue opportunities will be limited.

Our gene-editing technologies, including in particular our TALEN technology, involve a relatively new approach to gene editing, using sequence-specific deoxyribonucleic acid (DNA)-cutting enzymes, or nucleases, to perform precise and stable modifications in the DNA of living-cells and organisms. Although we have generated nucleases for many specific gene sequences, we have not created nucleases for all gene sequences that we may seek to target, and we may have difficulty creating nucleases for certain gene sequences that we may seek to target, which could limit the usefulness of our technology. Our technology may also not be shown to be effective in clinical studies that we or licensees of our technology may conduct, or may be associated with safety issues that may negatively affect our development programs. For instance, gene-editing may create unintended changes to the DNA such as a non-target site gene-editing, a large deletion, or a DNA translocation, any of which could lead to oncogenesis. In the ALPHA2 trial being conducted by our licensee, Allogene, Allogene observed a chromosomal abnormality, and the FDA placed Allogene's clinical trials on hold following this observation. While Allogene reported that its investigation concluded that gene editing was not responsible for the chromosomal abnormality and the hold was resolved, we or our licensees may discover future abnormalities caused by gene editing or other factors that would impact our development plans.

In addition, the field of gene-editing is rapidly developing. Our competitors may introduce new technologies that render our technologies obsolete, uneconomical or less attractive. Similarly, our licensees may improve upon our technologies in ways that make our underlying technology, without such improvements, less attractive. New technology could emerge at any point in the development cycle of our product candidates. As competitors use or develop new technologies, any failures of such technology could adversely impact our programs. We also may be placed at a competitive disadvantage, and competitive pressures may force us to implement new technologies at a substantial cost. In addition, many of our competitors have greater financial, technical and personnel resources that may allow them to enjoy technological advantages and may in the future allow them to implement new technologies before we can. We cannot be certain that we will be able to implement technologies on a timely basis or at a cost that is acceptable to us. If we are unable to maintain technological advancements consistent with industry standards, our operations and financial condition may be adversely affected.

Our therapeutic product candidate development programs are in various phases of development and may be unsuccessful.

Our therapeutic product candidates are in various phases of development. At each stage of development, there is typically an extremely high rate of attrition from the failure of product candidates advancing to subsequent stages of development.

Because some of our product candidates are in the early stages of discovery or pre-clinical development, there can be no assurance that our research and development activities will result in these product candidates advancing into clinical development. Product candidates in these development phases undergo testing in animal studies, and the results from these animal studies may not be sufficiently compelling to warrant further advancement. Moreover, even if results from animal studies are positive, such results are not necessarily predictive of positive results in clinical studies.

Even where product candidates do progress into and through clinical studies, these product candidates may fail to show the desired safety and efficacy in clinical development despite demonstrating positive preliminary clinical data and/or results in animal studies. Because of the early stages of our currently ongoing clinical studies, the safety, specificity and clinical benefits of our clinical-stage product candidates have not yet been demonstrated, and we cannot assure you that the results of any clinical trials will demonstrate the value and efficacy of our platform. The results of clinical studies are subject to a variety of factors, and there can be no assurance that any product candidate will advance to regulatory approval, be approved by applicable regulatory agencies, or be successfully commercialized.

Although there are a large number of drugs and biologics in development globally, only a very small percentage obtain regulatory approval, even fewer are approved for commercialization, and only a small number of these achieve widespread physician and consumer acceptance. Accordingly, despite expending significant resources in pursuit of their development, our product candidates may never achieve commercial success, and any time, effort and financial resources we expend on the product candidate development programs that we pursue may adversely affect our ability to develop and commercialize other product candidates.

Initial, interim and preliminary data from our clinical trials that we announce or publish from time to time may change as more patient data become available and are subject to audit and verification procedures that could result in material changes in the final data.

From time to time, we or our licensee partners may publish initial, interim or preliminary data from clinical studies. Interim and preliminary data from clinical trials are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. For instance, while we and our licensees or partners have published preliminary data from on-going clinical studies, such data is preliminary in nature, does not bear statistical significance, and should not be viewed as predictive of the ultimate success of the respective clinical trials. Particular caution should be exercised when interpreting preliminary results and results relating to a small number of patients or individually presented case studies—such results should not be viewed as predictive of future results. It is possible that such results will not continue or may not be repeated in ongoing or future clinical trials for the same product candidates or in clinical trials for other allogeneic Chimeric Antigen Receptor T-cells ("UCART") product candidates.

Preliminary data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data we previously published. As a result, initial, interim and preliminary data should be viewed with caution until the final data are available. Adverse differences between initial, preliminary or interim data and final data could significantly harm our business prospects.

We may encounter substantial delays in our clinical trials, or we may fail to demonstrate safety and efficacy to the satisfaction of applicable regulatory authorities.

Clinical trials are long, expensive and unpredictable processes that can be subject to extensive delays. We cannot guarantee that any clinical trials will be conducted as planned or completed on schedule, if at all. It will take several years to complete the clinical development necessary to obtain adequate data to file for a marketing authorization or to commercialize a product candidate, and failure can occur at any stage.

Positive interim or preliminary results of clinical trials do not necessarily predict positive final results, and success in early clinical trials does not ensure that later clinical trials will be successful. Product candidates in later stages of clinical trials may still fail to show the desired safety and efficacy profile despite having successfully progressed through initial clinical trials. A number of pharmaceutical and biopharmaceutical companies have suffered significant setbacks—lack of efficacy, insufficient durability of efficacy or unacceptable safety issues (including a number of patient deaths in CAR-T trials conducted in the United States)—in advanced clinical trials, even after promising results in earlier trials. We cannot be certain that our product candidates will not face similar setbacks.

An unfavorable outcome in one or more of our or our licensees' clinical trials would be a major setback for our product candidates and for us and may require us or our licensees or partners' to delay, reduce or re-define the scope of, or eliminate one or more product candidate development programs, any of which could have a material adverse effect on our business, financial condition and prospects.

In addition, a number of events, including any of the following, could delay clinical trials, negatively impact the ability to obtain regulatory approval for, and to market and sell, a particular product candidate, or result in suspension or termination of a clinical trial: conditions imposed by the FDA or any foreign regulatory authority regarding the scope or design of clinical trials;

- delays in obtaining, or the inability to obtain, regulatory agency approval for the conduct of the clinical trials or required approvals from institutional review boards, or IRBs, or other reviewing entities at clinical sites selected for participation in our clinical trials;
- the identification of flaws in the design of a clinical trial;
- changes in regulatory requirements and guidance that necessitate amendments to clinical trial protocols;
- delays in sufficiently developing, characterizing or controlling manufacturing processes suitable for clinical trials;
- insufficient supply or deficient quality of the product candidates or other materials necessary to conduct the clinical trials;
- difficulty in sourcing healthy donor material of sufficient quality and in sufficient quantity to meet our development needs;
- lower-than-anticipated enrollment and retention rate of subjects in clinical trials for a variety of reasons, including size of patient population, site selection, nature of trial protocol, the availability of approved effective treatments for the relevant disease and competition from other clinical trial programs for similar indications and competition from approved products;
- delays in reaching agreement on acceptable terms with prospective contract research organizations (CROs) and clinical study sites and obtaining required institutional review board (IRB) approval at each clinical study site;
- the placing of a clinical hold on our or our licensees' clinical trials by the FDA or other similar foreign regulatory authorities, or the placing of a halt of our or our's licensees' clinical trials as per the applicable protocol rules —for example, clinical holds were placed on our deprioritized AMELI-01 Study in September 2018 and on our now discontinued MELANI-01 Study in July 2020 and on all of our licensee Allogene's AlloCAR T clinical trials in October 2021 and remained in place until the FDA permitted these trials to restart in November 2018, November 2020 and January 2022, respectively;
- unfavorable interpretations by FDA or similar foreign regulatory authorities of interim data;
- determinations by the FDA or similar foreign regulatory authorities that a clinical trial protocol is deficient in design to meet its stated objectives;
- failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols;
- serious safety issues, including drug-related side effects experienced by patients in clinical trials—for example, following patient safety issues, including patient death, related to cytokine release syndrome, or CRS, patient recruitment for certain of our Studies were paused, in accordance with their respective protocols, pending the implementation of modified protocol treatment strategies;
- failure of our or our licensees' third-party contractors to meet their contractual obligations in a timely manner; or
- lack of, or failure to, demonstrate safety or efficacy of our products candidate.

Our product candidates are based on a novel technology, which makes it difficult to predict the time and cost of product candidate development and obtaining regulatory approval.

We have concentrated our research, development and manufacturing efforts on our gene-edited CAR T-cell immunotherapy product candidates, and our future success depends on the successful development of this therapeutic approach. We are in the early stages of developing our UCART platform, and we have experienced significant development challenges, including with prior clinical holds by the FDA. There can be no assurance that any development problems we experience in the future will not cause significant delays or unanticipated costs, or that such development problems can be overcome. We may also experience delays in fully or effectively deploying a sustainable, reproducible and scalable manufacturing process at our manufacturing facilities, which may prevent us from completing our clinical studies or commercializing our products on a timely or profitable basis, if at all. Our expectations with regard to the scalability and cost of manufacturing may change significantly as we further progress the development of our product candidates.

In addition, the clinical study requirements of the U.S. Food and Drug Administration (the "FDA"), the European Medicines Agency (the "EMA") and other regulatory agencies and the criteria these regulators use to determine the safety and efficacy of a product candidate are determined according to the type, complexity, novelty and intended use and market of the potential products. The regulatory approval process for novel product candidates such as ours can be more complex and consequently more expensive and take longer than for other, better known or extensively studied pharmaceutical or other product candidates. In addition, we may experience additional regulatory challenges with respect to clinical trials in which patients receive a lymphodepletion regimen. For example, regulatory authorities may require us to demonstrate the safety of such a lymphodepletion regimen as well as its contribution to the overall benefit to risk ratio, which could require that we collect additional clinical data.

Approvals by the European Commission, on the basis of the opinion issued by the EMA, and FDA for existing autologous CAR T-cell therapies may not be indicative of what these regulators may require for approval of our therapies. Also, while we expect reduced variability in our product candidates compared to autologous products, we do not have significant clinical data supporting any benefit of lower variability and the use of healthy donor material may create separate variability challenges for us. More generally, approvals by any regulatory agency may not be indicative of what any other regulatory agency may require for approval or what such regulatory agencies may require for approval in connection with new product candidates.

Our business is highly dependent on the success of our lead product candidates, and we cannot be certain that we will be able to obtain regulatory approval for, or successfully commercialize, these product candidates.

Our business and future success depends on our ability to successfully develop, obtain regulatory approval for, and successfully commercialize our most advanced product candidates lasme-cel and eti-cel, our ability to develop and manufacture product candidates for AstraZeneca, and the ability of our licensees or partners to advance the product candidates that they are developing pursuant to licenses from us. Because our lead product candidates, and UCART product candidates of our licensees or partners, are among the first allogeneic products to be clinically evaluated, the failure of any such product candidate, or the failure of other allogeneic T cell therapies, may impede our ability to develop our product candidates, and significantly influence physicians' and regulators' opinions in regards to the viability of our entire pipeline of allogeneic T cell therapies. If significant events, such as significant GvHD or chromosomal abnormality events, are observed with the administration of our or our licensees' product candidates, or if any of the product candidates is viewed as less safe or effective than autologous therapies, our ability to develop other allogeneic therapies may be significantly

harmed. We could be subject to clinical holds due to any unexpected observations or as a result of adverse patient outcomes or other issues.

Our therapeutic product candidates will require substantial additional clinical and non-clinical development, testing, and regulatory review and approval in multiple jurisdictions, substantial investment, implementation and scaling of our commercial manufacturing capabilities, and significant marketing efforts before we can generate any revenue from product sales. Before obtaining regulatory approvals for the commercial sale of any product candidate, we must demonstrate, with substantial evidence gathered in well-controlled clinical trials and to the satisfaction of regulatory authorities (including the FDA in the United States and the EMA in the EU) that the product candidate is safe and effective for use in each target indication. Following this extensive regulatory process, the manufacturing and marketing of our product candidates will be subject to extensive and rigorous review and regulation by numerous government authorities in the United States and in other countries where we intend to pursue commercialization.

Satisfaction of these and other regulatory requirements is costly, time consuming, uncertain and subject to unanticipated delays. The process can take many years and may include post-marketing studies and surveillance, which will require the expenditure of substantial resources beyond our existing cash on hand. There can be no assurance that any of our product candidates will successfully complete the foregoing regulatory approval processes. We do not expect any of the product candidates we or our licensees or partners develop to be commercially available for many years and some or all may never become commercially available.

The size of the initial market for our product candidates may be limited.

We expect that, if approved, several of the product candidates we develop will initially receive regulatory approval as treatment for advanced disease or rare diseases with few other treatment options. This could limit the initial size of the market for these product candidates, and we cannot predict when, if ever, such product candidates would receive regulatory approval for indications treating a more expansive patient population.

Any issues that arise in the highly complex manufacturing process for our product candidates could have an adverse effect on our business, financial position or prospects.

Our CAR T-cell immunotherapy products undergo a complex, highly-regulated manufacturing process. The process is subject to strict controls and procedures to ensure no more than very minimal batch-to-batch variability. As a result, our manufacturing process is subject to multiple risks, and the cost to manufacture our products is generally higher than traditional small molecule chemical compounds. The complexity of our manufacturing process makes it susceptible to product loss or failure due to issues associated with the collection of T-cells from healthy donors, manufacturing or supply of raw material or starting material, shipping such material to the manufacturing site, ensuring standardized production batch-to-batch in the context of mass production, freezing the manufactured product, shipping the final product globally, and infusing patients with the product.

Manufacturers of cell therapy products often encounter difficulties in production, particularly in scaling out and validating initial production and ensuring the absence of contamination. These problems include difficulties with production costs and yields, quality control, including stability of the product, inconsistency in cell growth, quality assurance testing, improper installation or operation of equipment, operator error, shortages of qualified personnel, shortage of raw material or starting material and other procurement issues, as well as compliance with strictly enforced federal, state and foreign regulations.

Even minor deviations from normal manufacturing processes could result in reduced production yields, product defects, and other supply disruptions. If microbial, viral, or other contaminations are discovered in our supply of product candidates or in the manufacturing facilities in which our product candidates are made, such supply may have to be discarded and the manufacturing may be stopped or such manufacturing facilities may need to be closed for an extended period of time to investigate and remedy the contamination.

We operate two in-house manufacturing facilities—a facility in Paris, France, which is dedicated to the manufacturing of certain raw and starting material for our investigational products, and a facility in Raleigh, North Carolina, which is dedicated to the production of our investigational products. Both facilities are fully operational. Despite our manufacturing success to date, we have very limited experience in operating a manufacturing infrastructure for clinical or commercial pharmaceutical products, and we may never be successful in effectively exploiting such in-house manufacturing capabilities at the scale required for advanced clinical trials or commercialization. We may face additional challenges, including, among others, cost overruns, process scale-up and/or scale-out, process reproducibility, stability issues, lot consistency, timely availability of reagents or raw materials, equipment failures, labor shortages, natural disasters and power failures. Further, the application of new regulatory guidelines or parameters, such as those related to release testing, may also adversely affect our ability to effectively and efficiently manufacture our product candidates. Any of these factors could prevent us from realizing the intended benefits of our internalized manufacturing capabilities and have a material adverse effect on our business. We may ultimately be unable to reduce the cost of goods for the product candidates to levels that will allow for an attractive return on investment if and when those product candidates are commercialized. In addition, we may never obtain the regulatory approvals to manufacture our commercial products in our in-house manufacturing facilities.

Any changes to manufacturing processes may result in additional regulatory approvals.

The manufacturing process for any products that we may develop is subject to FDA and foreign regulatory authority approval for the jurisdictions in which we or our licensees or partners will seek marketing approval for commercialization as well as ongoing compliance requirements. If the manufacturing process is changed during the course of product development or subsequent to a product's commercialization, FDA or foreign regulatory authorities could require us to repeat some or all previously conducted trials or conduct additional bridging trials, which could delay or impede our ability to obtain marketing approval. If we or any CMOs on which we rely are unable to reliably produce product candidates or products to specifications acceptable to the FDA or other regulatory authorities, we may not obtain or maintain the approvals we need to further develop, conduct clinical trials for, and commercialize such products in the relevant territories.

Negative publicity and increased regulatory scrutiny of genetic research and therapies involving gene editing may damage public perception of our product candidates or adversely affect our ability to conduct our business or obtain regulatory approvals for our product candidates.

Our gene-editing technologies are relatively novel. Public perception may be influenced by claims that gene editing is unsafe, and products incorporating gene editing may not gain the acceptance of the public or the medical community. In particular, our success will depend upon physicians specializing in our targeted diseases prescribing our product candidates as treatments in lieu of, or in addition to, existing, more familiar, treatments, including those for which greater clinical data may be available. Any increase in negative perceptions of gene editing may result in fewer physicians prescribing our treatments or may reduce the willingness of patients to utilize our treatments or participate in clinical trials for our product candidates. Increased negative public opinion or more restrictive government regulations in response thereto, would have a negative effect on our business or financial condition and may delay or impair the development and commercialization of our product candidates or demand for such product candidates.

For example, there have been adverse events (including, in some instances, patient deaths) in CAR-T trials conducted in the United States by our competitors as well as for example in our deprioritized AMELI-01 clinical study and now discontinued MELANI-01 clinical study, which have led to clinical trial holds or protocol-based pauses in patient recruitment. In addition, on October 7, 2021, the FDA placed a clinical hold on all of our licensee Allogene's clinical trials following a chromosomal abnormality detected in ALLO-501A, which hold was removed by the FDA in January 2022. Adverse events in clinical studies for the product candidates we develop or those of our competitors, even if not ultimately attributable to the respective product candidates and any resulting publicity could result in increased governmental regulation, unfavorable public perception, potential regulatory delays, stronger labeling for approved product candidates and a decrease in demand for any such product candidates.

Monitoring and managing toxicities in patients receiving our product candidates is challenging, which could adversely affect our ability to obtain regulatory approval and commercialize.

For our clinical trials of our product candidates, we contract or will contract with academic medical centers and hospitals experienced in the assessment and management of toxicities arising during clinical trials. Nonetheless, these centers and hospitals may have difficulty observing patients and treating toxicities, which may be more challenging due to personnel changes, inexperience, shift changes, house staff coverage or related issues. This could lead to more severe or prolonged toxicities or even patient deaths, which could result in us or the FDA or equivalent foreign regulatory authority delaying, suspending or terminating one or more of our clinical trials, and which could jeopardize regulatory approval. We also expect the centers using our product candidates, if approved, on a commercial basis could have similar difficulty in managing adverse events. Medicines used at centers to help manage adverse side effects of our product candidates may not adequately control the side effects and/or may have a detrimental impact on the efficacy of the treatment. Use of these medicines may increase with new physicians and centers administering our product candidates.

Difficulty enrolling patients could delay or prevent clinical studies of product candidates.

Identifying and qualifying patients to participate in clinical studies is critical to the success of the relevant product candidate. The timing of clinical studies depends, in part, on the speed of recruitment of patients to participate in testing such product candidates as well as completion of required follow-up periods. We or those evaluating product candidates pursuant to licenses from us may not be able to identify, recruit and enroll a sufficient number of patients or patients with required or desired characteristics to achieve the objectives of the study. If patients are unable or unwilling to participate in such studies, the timeline for recruiting patients, conducting studies and obtaining regulatory approval of potential products may be delayed. These delays could result in increased costs, delays in advancing our product candidates, delays in testing the effectiveness of our technology, failure to meet study endpoints or objectives or termination of the clinical studies altogether.

In addition, competition among clinical trials in the same therapeutic areas may reduce the number and types of patients available to participate in our or our licensees' or partners' clinical trials. Because the number of qualified clinical investigators is limited, we expect to conduct some clinical trials at the same sites as our competitors, which may reduce the number of patients available for our clinical trials at such sites. Certain of our competitors may have greater success than us in enrolling patients as a result of a variety of factors. Moreover, because of the novel nature of our product candidates, potential patients and their doctors may be less likely to enroll in our clinical trials relative to clinical trials for more conventional therapies.

Patient enrollment is affected by a variety of factors, including:

- severity of the disease under investigation;
- incidence and prevalence of the disease under investigation;
- design of the clinical trial protocol;
- size and nature of the patient population;
- eligibility criteria for the trial in question;
- perceived risks and benefits of the product candidate under trial, including relative to available therapies;
- proximity and availability of clinical trial sites for prospective patients;
- availability of competing therapies and clinical trials;
- patient referral practices of physicians;
- our ability to monitor patients adequately during and after treatment, and
- ability of the clinical sites to have sufficient resources and avoid any backlogs.

If we or our licensees' or partners are unable to enroll a sufficient number of patients to conduct clinical studies as planned, it may be necessary to delay, limit or terminate such clinical studies, which could have a material adverse effect on our business and financial condition. Even if we are able to enroll a sufficient number of patients in our clinical trials, delays in patient enrollment may result in increased costs or may affect the timing or outcome of the planned clinical trials, which could prevent completion of these trials and adversely affect our ability to advance the development of the product candidates we develop.

As certain of our clinical trials require conditioning patients with chemotherapy, including agents such as fludarabine, cyclophosphamide and alemtuzumab, our ability to enroll may also be impacted by the shortage of such agents. For example, the FDA has reported a shortage of fludarabine and any failure or delays by us or by our clinical trial sites to obtain sufficient quantities of fludarabine may delay our ability to enroll and treat patients in our clinical trials.

Our product candidates may cause undesirable side effects that have halted and could in the future halt their clinical development, delay or prevent their regulatory approval, limit their commercial potential, or result in other significant negative consequences.

Undesirable or unacceptable side effects caused by our product candidates have and could in the future cause us or regulatory authorities to interrupt, delay, suspend or halt clinical trials. Such side effects could also result in the delay or denial of regulatory approval by the FDA or other comparable foreign regulatory authorities, or could lead to a more restrictive label for our product candidates.

Results of our clinical trials could reveal a high and unacceptable incidence and severity of side effects or unexpected characteristics. Approved autologous CAR T therapies and those under development have shown frequent rates of CRS, neurotoxicity, serious infections, and prolonged cytopenia, and adverse events have resulted in the death of patients.

We have seen similar adverse events for allogeneic CAR T product candidates. In the currently ongoing UCART product candidate clinical studies, the most common severe or life-threatening adverse events include CRS, cytopenia and infections. As reported, there have been patient deaths in the deprioritized AMELI-01 Study and the now discontinued MELANI-01 Study as well as in clinical trials conducted by our licensees or partners, including deaths attributable to UCART immuno-therapy. In the future, additional patients may experience severe adverse events related to UCART product candidates, some of which may result in death. In addition, our allogeneic CAR T cell product candidates undergo gene engineering by using lentivirus and TALEN nucleases that can cause insertion, deletion, or chromosomal translocation. These changes can cause allogeneic CAR T cells to cause additional adverse events.

The allogeneic nature of our CAR T cell product candidates may also cause unique adverse events related to the differences between the donor material used to manufacture the product candidates and patients, such as GvHD. GvHD results when allogeneic CAR T cells start recognizing the patient's normal tissue as foreign. We use our TALEN gene-editing technology to inactivate a gene coding for TCRα, a key component of the natural antigen receptor of T cells, to cause the engineered T cells to be incapable of recognizing foreign antigens. Accordingly, when injected into a patient, the intent is for the engineered T cell not to recognize the tissue of the patient as foreign and thus avoid attacking the patient's tissue. However, our CAR T cell product candidates may not have the benefits that we anticipate and may not be successful in limiting the risk of GvHD.

In addition, in certain of our clinical trials, we utilize a lymphodepletion regimen, which generally includes fludarabine, cyclophosphamide and alemtuzumab, that may cause serious adverse events. For instance, because the regimen will cause a transient and sometimes prolonged immune suppression, patients will have an increased risk of infection that may be unable to be cleared by the patient and ultimately lead to other serious adverse events or death. Our lymphodepletion regimen has caused and may also cause prolonged cytopenia. We are also exploring various dosing strategies for lymphodepletion in our clinical trials, which may increase the risk of serious adverse events.

As more patients are included in our and our licensees' clinical trials, previously less common, side effects and adverse events may also emerge. Additional UCART product candidates that enter clinical development may also cause similar or more severe toxicities, particularly if such product candidates require higher dose levels or are administered to higher risk patient populations.

Any undesirable side effects could cause us, our licensees or regulatory authorities to interrupt, delay, halt or terminate clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or other regulatory authorities. Treatment-related side effects could also adversely affect patient recruitment or the ability of enrolled subjects to complete the trial or result in potential product liability claims. In addition, certain side effects of UCART product candidates are not normally encountered in the general patient population or by medical personnel familiar with more conventional therapies. Although we provide training to medical personnel involved in clinical trials for our product candidates, failure of medical personnel to recognize or manage potential side effects of our product candidates could exacerbate adverse outcomes and potentially result in patient deaths.

Any of these occurrences could prevent our product candidates from achieving or maintaining market acceptance and could increase the cost of development and commercialization, and may harm our business, financial condition and prospects significantly.

The incorporation of an anti-CD52 monoclonal antibody as part of our lymphodepletion regimen prior to administration of UCART product candidates may increase the risk of adverse side effects.

In our on-going clinical trials, we utilize an anti-CD52 monoclonal antibody as part of a lymphodepletion regimen to be infused prior to infusing patients with our product candidates. We believe that using an anti-CD52 antibody in a lymphodepletion regimen may delay rejection of our allogeneic T cells by the patient's immune system, and therefore improve the window of persistence during which such engineered allogeneic T cells can expand and actively target and destroy cancer cells. However, the anti-CD52 antibody may not have the benefits that we anticipate and could result in adverse effects or confounding effects. For instance, our lymphodepletion regimen, including the use of an anti-CD52 antibody, will cause a transient and sometimes prolonged immune suppression, which is associated with an increased risk of infection or viral reactivation that may be unable to be controlled and ultimately lead to other serious adverse events or death.

We currently use alemtuzumab, a monoclonal antibody that binds CD52, as the anti-CD52 antibody for our lymphodepletion regimen. Alemtuzumab is known to have risk of causing certain adverse events. On November 14, 2019, the EMA completed a pharmacovigilance review of alemtuzumab in the context of the treatment of multiple sclerosis (Lemtrada®) following reports of immune-related disorders and cardiovascular disorders, including fatal cases. Among other things, the EMA recommended that alemtuzumab not be used in patients with certain heart, circulation or bleeding disorders or in patients who have autoimmune disorders other than multiple sclerosis. The EMA also recommended that alemtuzumab only be given in a hospital with ready access to intensive care facilities and specialists who can manage serious adverse reactions. In each of June 2021 and June 2022, the European Commission decided to update the product information of Lemtrada® to add additional adverse reaction warnings. Because of the risk of autoimmunity, infusion reactions, and malignancies, Lemtrada® is available in the United States only through restricted distribution under an FDA-approved and mandated Risk Evaluation and Mitigation Strategy (REMS) Program. Moreover, in the ALPHA3 study

sponsored by Allogene, testing cema-cel, Allogene reported a grade 5 adverse event in the fludarabine and cyclophosphamide (FC) plus ALLO-647 (an anti-CD52 monoclonal antibody) arm, attributed to the use of ALLO-647. Following this event, Allogene announced, in August 2025, that it has selected standard FC as the lymphodepletion regimen to be used in its ALPHA3 study. The arm testing FC plus ALLO-647 is now closed to further enrollment.

On May 11, 2021, we entered into each of a partnership agreement and a supply agreement with Genzyme Corporation, or Genzyme, regarding alemtuzumab to be used as part of the lymphodepleting regimen in certain Cellectis-sponsored UCART clinical trials. As part of the agreement, Genzyme supplies alemtuzumab to support Cellectis' clinical studies, and the parties agreed to enter into discussions to execute an additional agreement for the commercial supply of alemtuzumab by Genzyme to Cellectis under pre-agreed financial conditions. Following this agreement, we are implementing the use of alementuzumab as a Cellectis investigational medicinal product, coded as CLLS52, in our sponsored clinical protocols in the United States and in the relevant European Union member states. These clinical studies are currently conducted at specialized centers that are experienced at managing patients with advanced malignancies as well as toxicities associated with immunomodulatory therapies. We are monitoring the safety profile of CLLS52 and carrying out our pharmacovigilance reporting responsibilities as sponsor. If the EMA, FDA or other regulatory agencies further limit the use of alemtuzumab or anti-CD52 antibodies, or if the FDA, EMA or other relevant regulatory agencies issues additional requirements for the use of CLLS52, our clinical programs could be adversely affected.

If we are unable to successfully secure an adequate source of CLLS52 in the timeframe we anticipate, or if regulatory authorities require changes in the use of CLLS52 in combination with our UCART product candidates, we could face delays in our product development efforts and/or the commercialization of our product candidates.

If the product candidates we develop do not achieve projected development and commercialization in the announced or expected timeframes, the further development or commercialization of our product candidates may be delayed, and our business may be harmed.

We sometimes estimate, or may in the future estimate, for planning purposes, the timing of the accomplishment of various scientific, clinical, manufacturing, regulatory and other product development objectives. These milestones may include our expectations regarding the commencement or completion of scientific studies, clinical trials, the submission of regulatory filings, the receipt of marketing approval or commercialization objectives. The achievement of many of these milestones may be outside of our control. All of these milestones are based on a variety of assumptions, including assumptions regarding capital resources and constraints, progress of development activities, and the receipt of key regulatory approvals or actions, any of which may cause the timing of achievement of the milestones to vary considerably from our estimates.

If we or our licensees or partners fail to achieve announced milestones in the expected timeframes, the commercialization of the product candidates may be delayed, our credibility may be undermined, and our business and results of operations may be harmed.

Even if we or our licensees or partners successfully complete clinical trials of product candidates, those candidates may not be commercialized successfully for other reasons.

Even if we or our licensees or partners successfully complete clinical trials for one or more product candidates, those candidates may not be commercialized for other reasons, including:

- failing to receive regulatory approvals required to market them as drugs;
- being subject to proprietary rights held by others;
- failing to comply with GMP requirements;
- being difficult or expensive to manufacture on a commercial scale;
- having adverse side effects that make their use less desirable;
- being inferior to existing approved drugs or therapies;
- failing to compete effectively with existing or new products or treatments commercialized by competitors; or
- failing to show long-term benefits sufficient to offset associated risks.

In addition, for any product candidates developed by a licensee pursuant to a licensing agreement, we will depend entirely upon such licensee for marketing and sales of that product. These partners may not devote sufficient time or resources to the marketing and commercialization, or may determine not to pursue marketing and commercialization at all, which could prevent the affected products from reaching milestones or sales that would trigger payments to Cellectis.

Even if any of our product candidates are commercialized, they may not be accepted by physicians, patients, or others in the medical community.

The use of engineered T-cells as a cancer treatment is a recent development and may not become broadly accepted by physicians, patients, hospitals, cancer treatment centers or others in the medical community. Even if any of our product candidates receive marketing approval, the medical community may not accept such products as adequately safe and efficacious for their indicated use. We expect physicians in the large bone marrow transplant centers to be particularly important to the medical community's acceptance of our products, and we may not be able to educate them on the benefits of using our product candidates for many reasons. Moreover, physicians may choose to restrict the use of the product, if, based on experience, clinical data, side-effect profiles and other factors, they are not convinced that the product is preferable to alternative drugs or treatments.

Additional factors that may influence whether our product candidates are accepted in the market, include:

- the clinical indications for which product candidates are approved;
- the potential and perceived advantages and risks of our product candidates relative to alternative treatments;
- the prevalence and severity of side effects;

- the demonstration of the clinical efficacy and safety of the product;
- the approved labeling for the product and any required limitations or warnings;
- the timing of market introduction of the product candidate as well as of competing products;
- the effectiveness of educational outreach to the medical community about the product;
- the coverage and reimbursement policies of government and commercial third-party payors pertaining to the product; and
- the market price of the product relative to competing treatments.

We cannot predict the degree of market acceptance of any product candidate that receives marketing approval. If our product candidates are approved but fail to achieve market acceptance in the medical community, we will not be able to generate significant revenue. Even if our products achieve market acceptance, we may not be able to maintain that market acceptance over time if new products or technologies are introduced that are more favorably received than our products, are more cost effective or render our products obsolete.

Coverage and reimbursement may be limited or unavailable in certain market segments for our product candidates, which could make it difficult for us to sell our product candidates profitably.

Successful sales of our product candidates, if approved, depend, in part, on the availability of adequate coverage and reimbursement from third-party payors including governmental healthcare programs, such as Medicare and Medicaid, managed care organizations and commercial payors, among others. Significant uncertainty exists as to the coverage and reimbursement status of any product candidates for which we obtain regulatory approval. In addition, because our product candidates represent new approaches to the treatment of cancer, we cannot accurately estimate the potential revenue from our product candidates.

Patients who are provided medical treatment for their conditions generally rely on third-party payors to reimburse all or part of the costs associated with their treatment. Adequate coverage and reimbursement from third-party payors are critical to new product acceptance. The marketability of any product candidates for which we receive regulatory approval for commercial sale may suffer if government and other third-party payors fail to provide coverage and adequate reimbursement. Coverage and reimbursement may depend upon a number of factors, including determinations as to whether a product is:

- a covered benefit under applicable policies or plans;
- safe, effective and medically necessary;
- appropriate for the specific patient;
- cost-effective; and
- neither experimental nor investigational.

Coverage and reimbursement policies vary, and obtaining coverage and reimbursement approval of a product from a government or other third-party payor is a time-consuming and costly process that could require us or our licensees or partners to furnish on a payor-by-payor basis supporting scientific, clinical and cost-effectiveness data for the use of our products, with no assurance that coverage or adequate reimbursement will be obtained. Even if coverage for a product is obtained, reimbursement rates may be inadequate to achieve profitability or may require co-payments that patients find unacceptably high.

If coverage is unavailable or reimbursement rates are inadequate, patients may not use our products. Because our product candidates represent a new approach to treatment, they may have a higher cost than conventional therapies and may require long-term follow-up evaluations, which may increase the risk that coverage and/or reimbursement rates may be inadequate for us to achieve profitability.

Our future profitability, if any, depends, in part, on our ability to penetrate global markets, where we would be subject to additional regulatory burdens and other risks and uncertainties.

Our future profitability, if any, will depend, in part, on our ability and the ability of our licensees or partners to commercialize the product candidates we develop in markets throughout the world. Commercialization of our product candidates in various markets could subject us to additional risks and uncertainties related to operating in foreign countries, including:

- obtaining, on a country-by-country basis, the applicable marketing authorization from the competent regulatory authority;
- the burden of complying with complex and changing regulatory, tax, accounting and legal requirements in each jurisdiction that we pursue;
- differing medical practices and customs affecting acceptance in the marketplace;
- import or export licensing requirements;
- increased difficulties in managing the logistics and transportation of storing and shipping product candidates;
- country specific requirements related to the cells used as starting material for manufacturing;
- language barriers for technical training, healthcare professionals and patients documents;
- reduced protection of intellectual property rights in some foreign countries;
- foreign currency exchange rate fluctuations;
- potential imposition of governmental controls;
- economic weakness, including inflation, or political instability in foreign economies and markets;
- difficulties staffing and managing foreign operations and workforces; and

- business interruptions resulting from natural or man-made disasters, including earthquakes, tsunamis, fires, epidemics or pandemics, or geo-political actions, including war and terrorism.

Risks Related to Our Reliance on Third Parties

Third parties on whom we rely to conduct some aspects of our development programs may not perform satisfactorily.

We do not, and do not expect in the future to, independently conduct all aspects of our development programs. We rely, and will continue to rely, on third parties for certain aspects of manufacturing, quality control, protocol development, material supply, research and pre-clinical development, translational activities, and clinical testing, clinical trial conduct and distribution activities. With respect to the clinical trials that we sponsor, we rely on clinical research organizations, or CROs, medical institutions and clinical investigators to conduct our clinical studies. Such reliance on third parties reduces our control over these activities, but does not relieve us of our responsibility to ensure compliance with all required regulations and study and trial protocols.

If these third parties do not successfully carry out their contractual duties, meet expected deadlines or conduct their activities in accordance with regulatory requirements and our stated study and trial plans and protocols, or if there are disagreements between us and these third parties, we may not be able to complete, or may be delayed in completing, the pre-clinical studies and clinical trials required to support future regulatory submissions and approval of the product candidates we develop.

Reliance on such third-parties entails additional risks to which we would not be subject if we conducted the above-mentioned activities ourselves, including:

- that we may be unable to negotiate agreements with third parties under reasonable terms or that termination or non-renewal of an agreement occurs in a manner or time that is costly or damaging to us;
- that such third-parties may have limited experience with our or comparable products and may require significant support from us in order to implement and maintain the infrastructure and processes required to manufacture, test or distribute our product candidates;
- that such third parties may not perform as agreed or in compliance with applicable laws and requirements, or may not devote sufficient resources to our products;
- that we may not have sufficient rights or access to the intellectual property or know how relating to improvements or developments made by our third-party service providers in the course of their providing services to us;
- that regulators object to or disallow the performance of specific tasks by certain third parties or disallow data provided by such third parties;
- that such third parties may experience business disruptions, such as bankruptcy or acquisition, or failures or deficiencies in their supply chains, that disrupt their ability to perform their obligations to us.

Under certain circumstances, third party service providers may be entitled to terminate their engagements with us. In such circumstances, product development activities could be delayed while we seek to identify, validate, and negotiate an agreement with a replacement service provider. In some such cases an appropriate replacement may not be readily available or available on acceptable terms, which could cause additional delays to our development process.

Any of these events could lead to manufacturing, supply and/or clinical study delays or failure to obtain regulatory approval, or impact our ability to successfully commercialize future products, which could, in each case, have a material adverse effect on our business, financial condition, results of operations and prospects.

Although we manufacture and store our clinical product supplies internally, we may have to rely on third parties for commercial production and processing of our product candidates, if approved.

Although our two in-house manufacturing facilities in Paris, France, and Raleigh, North Carolina, are both operational for manufacturing of clinical supplies, we may not be able to effectively scale our manufacturing to meet our anticipated commercial needs, in the event that any of our product candidates are approved. We continue to rely on third parties to manage other aspects, including the supply of donor cells, some testing, as well as distribution and release logistics. We do not have long-term agreements in place with such third parties for these testing, distribution and logistics activities. Accordingly, there can be no assurance that we will not experience supply or manufacturing disruptions in the future and any such issues may limit our ability to recruit new patients for our clinical trials.

We have not yet caused our product candidates to be manufactured or processed on a commercial scale and may not be able to achieve manufacturing and processing and may be unable to create an inventory of mass-produced, off-the-shelf product to satisfy commercial demands for any of our product candidates. Our self-manufactured clinical supply is also limited to small quantities and any latent defects discovered in our supply could significantly delay our development timelines. We do not have agreements in place with CMOs to support commercial production of our cell therapies in the event that our internal manufacturing capabilities are insufficient.

In addition, although we have an agreement with Genzyme for the supply of alemtuzumab to be used in our sponsored UCART clinical trials, we have not executed an agreement for the commercial supply of alemtuzumab and Genzyme has the right to terminate the agreement under certain conditions. If we are unable to contract with CMOs on acceptable terms or at all, this could result in delays in our product development efforts and/or the commercialization of our product candidates.

To the extent we rely on CMOs in the future, they will be subject to the same risks we face in our own manufacturing operations, as described above. See "Any issues that arise in the highly complex manufacturing process for our product candidates could have an adverse effect on our business, financial position or prospects."

We also rely on third parties to store our released product candidates, and any failure to adequately store our product candidates could result in significant delay to our development timelines. Any additional or future damage or loss of raw materials or product candidates could materially impact our ability to manufacture and supply our product candidates. Each of these risks could delay our

clinical trials, the approval, if any of our product candidates by the FDA or the commercialization of our product candidates or result in higher costs or deprive us of potential product revenue.

Third parties on whom we rely may not perform satisfactorily.

We and our licensees or partners rely on medical institutions, clinical investigators, CROs and contract laboratories to carry out, or otherwise assist with, clinical trials or to perform data collection and analysis and on CMOs for the manufacturing of certain product candidates and starting materials. While we and our licensees or partners have agreements governing these services, we and our licensees or partners have limited control over such third parties' actual performance. Nevertheless, we or our licensees or partners, as applicable, are responsible for ensuring that such clinical trial is conducted in accordance with the applicable protocol, legal, regulatory, ethical and scientific standards. Reliance on a third party does not relieve the sponsor of a clinical trial of any regulatory responsibilities, including compliance with the FDA's and other regulatory authorities' good clinical practices, or GCP, good manufacturing practices, or GMP, good laboratory practices, or GLP, and other applicable requirements for conducting, recording and reporting the results of clinical trials to assure that the data and reported results are credible and accurate and that the rights, integrity and confidentiality of clinical trial participants are protected.

If we, our licensees, our respective CROs, or our respective investigators or trial sites, or our respective CMOs fail to comply with applicable GCP, GLP, GMP or other applicable regulatory requirements, the clinical data generated in the applicable clinical trial may be deemed unreliable or otherwise not usable and the regulatory authorities and they may require the performance of additional clinical trials before issuing any marketing authorizations for the relevant product candidates.

Third party performance failures may increase our costs, delay our ability to obtain regulatory approval, and delay or prevent starting or completion of clinical trials and delay or prevent commercialization of our product candidates. While we believe that there are numerous alternative sources to provide these services, in the event that we seek such alternative sources, we may not be able to enter into replacement arrangements without incurring delays or additional costs.

We are party to licensing or collaboration relationships, which may not advance or be successful.

We have entered into licensing or collaboration agreements with partners, such as Allogene, Servier and AstraZeneca under which our partners have or have the right to obtain exclusive development and commercialization rights with respect to certain product candidates. We may in the future enter into additional similar relationships. All of the risks relating to product development, regulatory approval and commercialization described in this Annual Report apply to the activities of our licensees or partners.

Our reliance on certain licensing or collaboration arrangements may pose a number of risks, including the following:

- we and our collaboration partners, including AstraZeneca may fail to satisfactorily perform research and development activities pursuant to the applicable collaboration agreement;
- licensees or partners may not perform or prioritize their obligations as expected;
- clinical trials conducted pursuant to licensing agreements may not be successful;
- licensees may not pursue development and commercialization of product candidates that achieve regulatory approval or may elect not to pursue development or commercialization of product candidates based on clinical trial results, changes in the partners' focus or available funding, or external factors, such as an acquisition, that divert resources or create competing priorities;
- licensees may delay clinical trials, provide insufficient funding for clinical trials, stop a clinical trial, or abandon a product candidate;
- licensees or partners could develop, independently or with third parties, products that compete directly or indirectly with our product candidates;
- product candidates developed pursuant to licensing or collaboration agreements may be viewed by our partners as competitive with their independently developed product candidates or products, which may cause them to devote limited resources to the product candidate's development or commercialization;
- a collaborator may not commit sufficient resources to the commercialization, marketing and distribution of any product candidate;
- disagreements with licensees or partners, including over proprietary rights, contract interpretation, or the preferred course of development, may cause delays or termination of the development or commercialization of such product candidates, or may result in time-consuming and expensive legal proceedings;
- licensees or partners may not properly obtain, maintain, protect, defend or enforce intellectual property rights or may improperly use proprietary information;
- disputes may arise with respect to the ownership of intellectual property developed pursuant to our licensing or collaboration agreements;
- licensees or partners may infringe, misappropriate or otherwise violate third-party intellectual property rights, which may expose us to litigation and potential liability;
- licensing agreements may be terminated for convenience by the partner and, if terminated, the development of product candidates may be delayed or stopped;
- the negotiation of licensing or collaboration agreements may require substantial attention from our management team; and
- we could face significant competition in seeking appropriate licensees or partners, and the negotiation process is time-consuming and complex.

We rely on these licensing or collaboration arrangements to help us finance the development and commercialization of our own biopharmaceutical products. Our success depends, in part, on our ability to collect milestone and royalty payments from our licensees or partners. To the extent our licensees or partners do not aggressively and effectively pursue product candidates for which we are

entitled to such payments, we will not realize these significant revenue streams, which may slow our overall development progress and could have an adverse effect on our business and future prospects.

In addition, our license or collaboration agreements are generally terminable at will upon specified prior notice. If one or more collaborator terminates a license or collaboration agreement, this could have an adverse effect on our revenues. If we do not receive anticipated payments, our development of product candidates could be delayed and we may need additional resources to develop our product candidates.

Servier's discontinuation of its involvement in the development of CD19 Products may have adverse consequences.

Under the License, Development and Commercialization Agreement dated March 6, 2019, between us and Les Laboratoires Servier SAS and Institut de Recherches Internationales Servier SAS (collectively, "Servier"), as amended on March 4, 2020 (as so amended, the "Servier License Agreement"), Servier currently holds an exclusive (subject to the arbitral tribunal's decision) worldwide license to develop and commercialize gene-edited allogeneic CAR T-cell products targeting CD19, including ALLO-501A, in the field of anti-tumor adoptive immunotherapy (collectively, excluding the UCART19 V1, "CD19 Products"). The exclusive rights for the development and commercialization of CD19 Products in the United States have been sublicensed by Servier to Allogene.

On September 15, 2022, Servier sent to us and Allogene a notice of discontinuation of its involvement in the development of the CD19 Products. In May 2024, Allogene announced the signature of an amendment and settlement agreement which amended the license agreement between Servier and Allogene. Pursuant to this amendment, the parties to the amendment and settlement agreement extended the licensed territory to the European Union and the United Kingdom and Allogene has been granted an option to extend its licensed territory to China and Japan subject to certain conditions.

On December 15, 2025, following arbitration that we initiated through the *Centre de Médiation et d'Arbitrage de Paris*, we announced that an arbitral tribunal ordered the partial termination of the Servier License Agreement with respect to the first version of the UCART19 Product ("UCART19V1"), and provided that Cellectis shall, at Allogene's request, engage in good-faith negotiation regarding the grant of a direct license over the UCART19V1 product.

Because of the Servier's discontinuation of its involvement in the development of CD19 Products, the development and commercialization of the CD19 Products may be delayed.

We rely on T cells from healthy donors to manufacture our product candidates, and if we do not obtain an adequate supply of T cells from qualified donors, development of those product candidates may be adversely impacted.

Unlike autologous CAR T companies, we are reliant on receiving healthy donor material to manufacture our product candidates. Healthy donor T cells vary in type and quality, and this variation makes producing standardized product candidates more difficult and makes the development and commercialization pathway of those product candidates more uncertain. We have developed a screening process designed to enhance the quality and consistency of T cells used in the manufacture of our CAR T cell product candidates, but our screening process may fail to identify suitable donor material and we may discover unacceptable variability with the material after production. We may also have to update our specifications for new risks that may emerge, such as to screen for new viruses or chromosomal abnormalities.

We have strict specifications for donor material, which include specifications required by regulatory authorities. If we are unable to identify and obtain donor material that satisfy specifications, agree with regulatory authorities on appropriate specifications, or address variability in donor T cells, there may be inconsistencies in the product candidates we produce or we may be unable to initiate or continue clinical trials on the timelines we expect, which could harm our reputation and adversely impact our business and prospects.

In addition, certain vendors faced challenges in obtaining donor material during the COVID-19 pandemic. Future health crises could result in challenges to our vendors' abilities to secure sufficient donor material to manufacture our product candidates.

Access to raw materials, starting material and products necessary for the conduct of clinical trials and manufacturing of our product candidates is not guaranteed.

We are dependent on third parties for the supply of various materials, including certain biological materials, that are necessary to produce our product candidates. The supply of these materials could be reduced or interrupted at any time. In such case, we may not be able to find other acceptable suppliers or on acceptable terms. If key suppliers or manufacturers are lost or the supply of the materials is diminished or discontinued, we may not be able to develop, manufacture, and market our product candidates in a timely and competitive manner. In addition, biological materials are subject to stringent manufacturing process and rigorous testing. Certain of our suppliers are small-scale business and may not have the capacity to support commercial products manufactured under cGMP by biopharmaceutical firms.

Some raw materials are currently available from a single supplier, or a small number of suppliers. We cannot be sure that these suppliers will remain in business or that they will not be purchased by one of our competitors or another company that is not interested in continuing to produce these materials for our intended purpose. In addition, the lead time needed to establish a relationship with a new supplier can be lengthy, and we may experience delays in meeting demand in the event we must switch to a new supplier. The time and effort to qualify a new supplier, including to meet any regulatory requirements for such qualification, could result in additional costs, delays, diversion of resources or reduced manufacturing yields, any of which would negatively impact our operating results. Further, we may be unable to enter into agreements with a new supplier on commercially reasonable terms, which could have a material adverse impact on our business. We also face competition for supplies from other cell therapy companies. Such competition may make it difficult for us to secure raw materials or the testing of such materials on commercially reasonable terms or in a timely manner.

Delays in the completion and validation of manufacturing processes for these materials could adversely affect the ability to complete trials and commercialize our product candidates. In addition, our suppliers or manufacturers may, from time to time, change their internal manufacturing or testing processes and procedures. Such changes may require us to perform or have performed studies to demonstrate equivalence of the materials produced or tested under such new procedures. Such equivalence testing may impose significant delays in the development of our product candidates. Furthermore, our suppliers may face quality issues or findings from regulatory authorities' inspections that could lead to delays or interruption of the supply of our product candidates.

We may enter into agreements with third parties to sell, distribute and/or market any of the product candidates we develop for which we obtain regulatory approval, which may adversely affect our ability to generate revenues.

As a company, we have no experience in sales, marketing and distribution of biopharmaceutical products. If any of our product candidates obtain marketing approval, we intend to develop sales and marketing capabilities, either in-house or with partners. Outsourcing sales, distribution and marketing may subject us to a variety of risks, including:

- our inability to exercise direct control over sales, distribution and marketing activities and personnel;
- potential failure or inability of contracted sales personnel to successfully market our products to physicians; and
- potential disputes with third parties concerning distribution, sales and marketing expenses, calculation of royalties, and sales and marketing strategies.

There can be no assurance that we will be able to establish or maintain such arrangements, or if we are able to do so, that they will have effective sales forces or be on favorable terms. If we are unable to partner with a third party that has adequate sales, marketing, and distribution capabilities, we may have difficulty commercializing our product candidates, which would adversely affect our business, financial condition, and ability to generate product revenues.

Our reliance on third parties and our licensees or partners requires us to share our trade secrets, which increases the possibility that a competitor will discover them or that our trade secrets will be misappropriated or disclosed.

Because we rely on third party service providers for certain activities in our development process, we must, at times, share trade secrets with them. In addition, we are required to share certain trade secrets with our licensees or partners pursuant to the terms of our licensing and collaboration agreements. We also conduct joint research and product development that may require us to share trade secrets under the terms of our research and development partnerships or similar agreements.

We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, licensing agreements, consulting agreements or other similar agreements with our licensees, partners, subcontractors, advisors, employees and consultants prior to beginning research, services or disclosing proprietary information. These agreements typically limit the rights of the third parties to use or disclose our confidential information, such as trade secrets. Despite these contractual provisions, the need to share trade secrets and other confidential information increases the risk that such trade secrets become known by our competitors, are incorporated into the technology of others, or are disclosed or used in violation of these agreements. Parties with whom we share confidential information may also be acquired by competitors, which may increase the risk that these entities might breach their confidentiality obligations and share our confidential information with the acquirer.

Given that our proprietary position is based, in part, on our know-how and trade secrets, a competitor's discovery of our trade secrets or other unauthorized use or disclosure would impair our competitive position and may have a material adverse effect on our business.

Risks Related to Operational Compliance and Risk Management

We will need to develop and expand our company, and we may encounter difficulties in managing this development and expansion, which could disrupt our operations.

As of December 31, 2025, we had 229 full-time employees. To manage our anticipated continued development and expansion, including the operation of our manufacturing facilities and the commercialization of our product candidates, we must continue to implement and improve our managerial, operational and financial systems, expand our facilities and continue to recruit and train additional qualified personnel.

Current and future growth imposes significant responsibility on our management team, including:

- identifying, recruiting, integrating, maintaining and motivating additional employees;
- effectively managing our internal development efforts, including the clinical and regulatory review process for our product candidates; and
- improving our operational, financial and management controls, reporting systems and procedures.

Our future financial performance and our ability to commercialize our product candidates, if approved, and compete effectively will depend, in part, on our ability to effectively manage the future development and growth of our company. To achieve this, our management may need to divert a disproportionate amount of its attention away from its day-to-day activities and devote a substantial amount of time to managing these activities.

If our management is unable to effectively manage our expected development and growth, our expenses may increase more than expected, our ability to generate or increase our revenue could be reduced and we may not be able to implement our business strategy.

Product liability lawsuits could divert our resources, result in substantial liabilities and reduce the commercial potential of our product candidates.

The risk that we may be sued on product liability claims is inherent in the development and commercialization of biopharmaceutical products. Side effects of, or manufacturing defects in, products that we develop could result in the deterioration of a patient's condition, injury or even death. For example, we may be sued if our product candidates cause, or are perceived to cause, injury or are found to be otherwise unsuitable during clinical testing, manufacturing, marketing or sale. Once a product is approved for sale and commercialized, the likelihood of product liability lawsuits increases. Criminal or civil proceedings might be filed against us by patients, regulatory authorities, our licensees, our partners, biopharmaceutical companies and any other third party using or marketing our products. These actions could include claims resulting from acts by our partners, licensees and subcontractors, over which we have little or no control. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our product candidates.

In addition, regardless of merit or eventual outcome, product liability claims may result in: decreased demand for our product candidates; impairment of our business reputation; withdrawal of clinical trial participants; initiation of investigations by regulators; costs due to related litigation; distraction of management's attention from our primary business; substantial monetary awards to trial participants, patients or other claimants; loss of revenue; exhaustion of any available insurance and our capital resources; the inability by us and our licensees and partners to commercialize our product candidates; and a decline in our share price.

We maintain product liability insurance coverage for damages caused by our product candidates, including clinical trial insurance coverage, with coverage limits that we believe are customary for companies in our industry. This coverage may be insufficient to reimburse us for any expenses or losses we may suffer. In addition, in the future, we may not be able to obtain or maintain sufficient insurance coverage at an acceptable cost or to otherwise protect against potential product or other legal or administrative liability claims by us or our partners, licensees or subcontractors, which could prevent or inhibit the commercial production and sale of any of our product candidates that receive regulatory approval, which could adversely affect our business. Our insurance policies may also have various exclusions, and we may be subject to a product liability claim for which we have no coverage.

We may use hazardous chemicals and biological materials in our business. Any claims relating to improper handling, storage or disposal of these materials could be time consuming and costly.

We are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment, manufacture and disposal of hazardous materials and wastes. Our research and development processes may involve the controlled use of hazardous materials, including chemicals and biological materials. We cannot eliminate the risk of accidental contamination or discharge and any resultant injury from these materials. We may be sued for any injury or contamination that results from our use or the use by third parties of these materials, and our liability may exceed any insurance coverage and our total assets. Federal, state, local or foreign laws and regulations govern to use, manufacture, storage handling and disposal of these hazardous materials and specified waste products, as well as the discharge of pollutants into the environment and human health and safety matters. Compliance with environmental laws and regulations may be expensive and may impair our research and development efforts. If we fail to comply with these requirements, we could incur delays, substantial costs, including civil or criminal fines and penalties, clean-up costs or capital expenditures for control equipment or operational changes necessary to achieve and maintain compliance. In addition, we cannot predict the impact on our business of new or amended environmental laws or regulations or any changes in the way existing and future laws and regulations are interpreted and enforced. These current or future laws and regulations may impair our research, development or production efforts.

Our internal computer systems, or those of our third-party contractors or consultants, may fail or suffer security breaches, which could result in a material disruption of our product development programs or loss of personal data.

In the ordinary course of our business, we may collect, process, store and transmit proprietary, confidential and sensitive information, including personal data (including health information), intellectual property, trade secrets, and proprietary business information owned or controlled by ourselves or other parties. We may also share or receive sensitive information with our partners, CROs, CMOs, or other third parties. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place.

Despite the implementation of security measures, our internal computer systems and those of our third-party contractors and consultants are vulnerable to damage from computer viruses, cyber-attacks, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Cyberattacks, malicious internet-based activity, and online and offline fraud are prevalent and are increasing in their frequency, sophistication and intensity, and have become increasingly difficult to detect. These threats come from a variety of sources, including traditional computer "hackers," threat actors, personnel (such as through theft or misuse), sophisticated nation-states, and nation-state-supported actors. Some actors now engage and are expected to continue to engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we, and the third parties upon which we rely, may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and ability to produce and distribute our product candidates. Cyberattacks could include, but are not limited to, the deployment of harmful malware (including as a result of advanced persistent threat intrusions), denial-of-service (such as credential stuffing), credential harvesting, social engineering attacks (including through phishing attacks), viruses, ransomware, supply chain attacks, personnel misconduct or error and other similar threats. We may also be the subject of software bugs, server malfunction, software or hardware failures, loss of data or other information technology assets, adware, telecommunications failures or other similar issues. In particular, ransomware attacks are becoming increasingly prevalent and severe and can lead to significant interruptions, delays, or outages in our operations, disruptions to our clinical trials, loss of data (including data related to clinical trials), significant expense to restore data or systems, reputational loss and the diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments. Similarly, supply chain attacks have increased in frequency and severity, and we cannot guarantee that third parties and infrastructure in our supply chain have not been compromised or that they do not contain exploitable defects or bugs that could result in a breach to our information technology systems or the third-party information technology systems that support us and our services. Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies.

Although we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We have experienced attempts to compromise our information technology systems or otherwise cause a security incident. While we do not believe that we have experienced any significant system failure, accident, or security breach to date, if such an event were to occur and cause interruptions in our operations, it could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our sensitive information. A security incident or other interruption could disrupt our ability (and that of third parties upon whom we rely) to manufacture or deliver our product candidates. For example, the loss of clinical trial data for our product candidates could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. To the extent that any disruption or security breach results in a loss of or damage to our data or applications or other data or applications relating to our technology or product candidates, or inappropriate disclosure of confidential or proprietary information, we could incur liabilities and the further development of our product candidates could be delayed.

We may be unable to detect vulnerabilities in our information technology systems because such threats and techniques change frequently, are often sophisticated in nature, and may not be detected until after a security incident has occurred. Despite our efforts to

identify and remediate exploitable critical vulnerabilities, if any, in our information technology systems, our efforts may not be successful. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities. Any failure to prevent or mitigate security incidents or improper access to, use of, or disclosure of our clinical data or patients' personal data could result in significant liability under state, federal, and international law and may cause a material adverse impact to our reputation, affect our ability to conduct our clinical trials and potentially disrupt our business.

Data privacy regulations could adversely affect our business, results of operations and financial condition.

We are subject to data privacy and protection laws and regulations that impose requirements relating to the collection, transmission, storage and use of personally-identifying information, including comprehensive regulatory systems in the U.S. and EU. The legislative and regulatory landscape for privacy and data protection continues to evolve in jurisdictions worldwide, and there has been an increasing focus on privacy and data protection issues with the potential to affect our business. Failure to comply with any of these laws and regulations could result in enforcement action against us, including fines, imprisonment of company officials and public censure, claims for damages by affected individuals, damage to our reputation and loss of goodwill, any of which could have a material adverse effect on our business, financial condition, results of operations or prospects.

There are numerous U.S. federal and state laws and regulations related to the privacy and security of personal information, including regulations promulgated pursuant to HIPAA that establish privacy and security standards for the use and disclosure of individually identifiable health information and require the implementation of administrative, physical and technological safeguards to protect the privacy of such protected health information. Determining whether protected health information has been handled in compliance with applicable privacy standards and our contractual obligations can be complex and may be subject to changing interpretation. We cannot be sure how these regulations will be interpreted, enforced or applied to our operations. If we fail to comply with applicable privacy laws, including applicable HIPAA privacy and security standards, we could face civil and criminal penalties.

In the EU, we are subject to the European Regulation (EU) No. 2016/679, known as the General Data Protection Regulation (GDPR), as well as EU Member State legislations complementing the GDPR. GDPR and EU Member State legislation apply to the collection and processing of personal data, including health-related information, of individuals in the EU by companies established in the EU and, in certain circumstances established outside of the EU. These laws impose strict obligations on the ability to process personal data, including health-related information, in particular in relation to their collection, use, disclosure and transfer. These include several requirements relating to (i) obtaining, in some situations, the informed consent of the individuals to whom the personal data relates, (ii) the Information provided to the individuals about how their personal information is used, (iii) ensuring the security and confidentiality of the personal data, (iv) the obligation to notify personal data breaches to regulatory authorities and, as applicable, to communicate such breaches to affected individuals, (v) extensive internal privacy governance obligations, and (vi) obligations to honor rights of individuals in relation to their personal data (for example, the right to access, correct and delete their data). The GDPR also imposes restrictions on the transfer of personal data from countries in the European Economic Area (EEA) to most countries in the world, including the U.S., unless the parties to the transfer have implemented specific safeguards to protect the transferred personal information. One of the primary safeguards allowing U.S. companies to import personal information from the EEA has been the European Commission's Standard Contractual Clauses (SCCs). In addition, pursuant to an EU Commission decision dated July 10, 2023, data recipients located in the United States that have self-certified as complying with the principles of the Data Privacy Framework are deemed to provide a level of personal data protection equivalent to that of the European Union and transfers of personal data from the EU to such U.S.-based organizations can now take place, without additional framework. At present, there are few, if any, viable alternatives to the SCCs, on which we have relied for personal information transfers from Europe to the United States organizations that have not taken steps to comply with the new "Data Privacy Framework" (the list of the compliant organizations is managed and published by the U.S. Department of Commerce) and other countries outside of the EEA. In relation to SCCs, new sets of SCCs were published on June 4, 2021 and, since December 27, 2022, such new sets must be used for all transfers relying on SCCs. Most importantly, the use of SCCs no longer automatically ensures compliance with the GDPR. Instead, companies remain required to conduct a data transfer impact assessment for each transfer, which adds a compliance burden. The GDPR has thus increased our responsibility and liability in relation to personal data that we process, and we may be required to put in place additional potential mechanisms to ensure compliance with the new EU data protection rules. Also, some uncertainty remains around the legal and regulatory environment for these evolving privacy and data protection laws and regulations. Potential pecuniary fines for noncompliant companies may be up to €20 million or 4% of annual global revenue, whichever is higher.

We may become the subject of investigations and/or claims in respect of privacy matters and unfavorable outcomes in any of such matters could preclude the commercialization of products, harm our reputation, negatively affect the profitability of our products and subject us to substantial fines. In addition, our ongoing efforts to comply with evolving laws and regulations in the US, EU and elsewhere may be costly and require ongoing modifications to our policies, procedures and systems.

Provisions in our collaboration agreement with Servier may prevent or delay a change in control.

The Servier License Agreement provides that if a third party, meeting certain criteria, acquires control of us, directly or indirectly, by any means, or in the event that we sell or otherwise convey to a third party all or substantially all of our assets (or all or substantially all of our assets that are material to the performance of our obligations under the Servier License Agreement), and such third party successor conducts research, development, manufacturing or commercialization activities on the primary CD19 target or any other CAR-T products within the indications developed by Servier, then Servier has the right to acquire for one lump sum payment an exclusive fully paid-up worldwide license under our intellectual property, subject to certain exceptions including TAL technologies, to develop, manufacture and commercialize UCART19 products for use in anti-tumor immuno-therapy (the "Servier buy out"). If we and Servier fail to agree on the amount of payment for the Servier buy out within ten days following Servier's provision of a buy-out notice, then the amount of the buy-out payment would be determined based a valuation process involving third-party valuators selected by us and Servier, respectively.

The Servier buy-out mechanism may have the effect of delaying or preventing a change in control transaction involving us, or may reduce the number of companies interested in acquiring us. If Servier were to exercise the Servier buy-out upon a change of control, our successor would not receive milestone payments or royalty payments on net sales of any of the UCART19 products acquired by Servier in the Servier buy-out.

Any failure to establish and maintain effective internal control over financial reporting could adversely affect our ability to produce timely and accurate financial statements and could harm investor confidence in our Company.

As a U.S. public company, 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. Effective internal controls are necessary for us to provide reliable financial reports. If we fail to establish and maintain effective internal control over financial reporting adequate to meet the requirements of the Sarbanes-Oxley Act, investors may lose confidence in our financial reporting, the price of our ordinary shares and ADSs could decline and our access to the capital markets could be restricted, and our business and reputation may be harmed. Further, compliance with the requirements of Sarbanes-Oxley requires that we incur substantial accounting expense and significant management attention and time on compliance-related issues.

We cannot assure you that we will be able to maintain effective internal controls. For example, in connection with the preparation of our audited financial statements for the year ended December 31, 2023, we identified a material weakness in our internal controls over financial reporting related to a lack of formality of accounting processes and controls over significant non-routine transactions and a design and operating deficiency associated with a lack of sufficient qualified resources with sufficient technical knowledge to identify and timely resolve complex accounting matters. Although the material weakness has been fully remediated, despite our focus on maintaining effective internal controls, there can be no assurance that we will not experience additional material weaknesses in the future.

Risks Relating to our Relationship with AstraZeneca

AstraZeneca has significant influence over us.

AZ Holdings is our single largest shareholder, holding 16,000,000 ordinary shares, 10,000,000 "class A" convertible preferred shares ("Class A Preferred Shares"), which vote together with our ordinary shares, and 18,000,000 "class B" convertible preferred shares ("Class B Preferred Shares"), which are non-voting prior to conversion. AZ may convert the Class A Preferred Shares at its option at any time into ordinary shares and may convert the Class B Preferred Shares at its option upon 12 months prior notice into ordinary shares. As of December 31, 2025, considering the ordinary shares held by AZ Holdings as well as all Class A Preferred Shares, which AZ Holdings has the right to acquire within the next 60 days, AZ Holdings beneficially owns approximately 32% of our ordinary shares. As of December 31, 2025, considering the ordinary shares held by AZ Holdings and giving effect to the conversion of all Class A Preferred Shares and Class B Preferred Shares without regarding for when they may first be converted, AZ Holdings would beneficially own approximately 44% of our ordinary shares. As of December 31, 2025, AZ Holdings may exercise voting power with respect to approximately 40% of the voting rights outstanding with respect to our share capital (inclusive of (i) the ordinary shares held by AZ Holdings and (ii) the voting rights of the Class A Preferred Shares, which vote together with our ordinary shares). In light of such ownership and voting power, AstraZeneca may be in a position to exercise significant influence over matters affecting shareholders or requiring shareholder approval, including the election of the board of directors of the Company, amendments to our By-laws, and any delegation to the board of directors of the power to issue new shares or other equity.

In addition, pursuant to the SIA (as defined below), AZ Holdings has certain rights, including the right to nominate up to two directors to our board of directors, approval rights over a limited number of material Company actions and pre-emptive rights entitling AZ Holdings to maintain its *pro rata* beneficial ownership in the Company. Two AZ Holdings nominees, Mr. Marc Dunoyer and Mr. Tyrell Rivers, have been appointed to our board of directors. For more information, see "Item 4. Information on the Company—B. Business Overview—Our Licensing Relationships."

Further, AZ Ireland is a significant collaboration partner for the Company. Pursuant to the Joint Research and Collaboration Agreement with AZ Ireland dated November 1, 2023 (the "AZ JRCA"), 25 genetic targets have been exclusively reserved for AZ Ireland, from which up to 10 candidate products could be explored for development, and AZ Ireland will have an option for a worldwide exclusive license on these candidate products.

Accordingly, while not controlling the Company, AstraZeneca has significant influence over us. There can be no assurance that AstraZeneca's interests will align with our interests or the interests of other shareholders.

Moreover, our ordinary shares may be less liquid and trade at a discount relative to the trading that could occur in circumstances where AstraZeneca did not have the ability to significantly influence or determine matters affecting us. Also, AstraZeneca's significant interest in us may discourage transactions involving a change of control of the Company or may otherwise limit the price that a potential acquirer might be willing to pay in the future for our ordinary shares.

Future sales of our ordinary shares by AZ Holdings could cause the market price for our ordinary shares and ADSs to fall.

Sales of a substantial number of our ordinary shares by AZ Holdings could occur at any time. Such sales, or the market perception that such sales may occur, could significantly reduce the market price of our securities. We cannot predict the effect, if any, that future public sales of our ordinary shares beneficially owned by AZ Holdings or the availability of these ordinary shares for sale will have on the market price of our ordinary shares and ADSs. If the market price of our securities were to drop as a result, this might impede our ability to raise additional capital and might cause a significant decline in the value of the investments of our other shareholders.

The intentions of AZ Holdings regarding its long-term economic ownership of our ordinary shares are subject to change as a result of changes in the circumstances of AstraZeneca, changes in our management and operation and changes in laws and regulations, market conditions and our financial performance.

Conflicts of interest may arise as a result of the continuing involvement of certain of our directors with AstraZeneca.

In light of AZ Holdings' right to nominate two directors for appointment by our board of directors, some of our directors, from time to time, may have relationships with or be employed by AstraZeneca. For example, Mr. Marc Dunoyer is Chief Strategy Officer of AstraZeneca and Chief Executive Officer of Alexion, AstraZeneca Rare Disease, and Dr. Tyrell Rivers is Executive Director of Corporate Ventures at AstraZeneca. While all of our directors are required to act in our best interests and we implement policies and procedures to mitigate potential conflicts of interest, our relationship with AstraZeneca may appear to create conflicts of interest when our board of directors is faced with decisions that could have different implications for us and AstraZeneca. If our policies and procedures to address and manage potential conflicts of interest are ineffective, conflicts of interest could materialize or fail to be properly addressed. Such potential conflicts of interest and the appearance of conflicts, even if such conflicts do not materialize, might adversely affect the

public's perception of us, as well as our relationship with other companies and our ability to enter into new relationships in the future, including with competitors of such related parties, which could harm our business and results of operations.

Risks Related to Regulatory Approvals for Our Product Candidates

The regulatory landscape that governs our product candidates is uncertain; regulations relating to more established gene therapy and cell therapy products are still developing, and changes in regulatory requirements could result in delays or discontinuation of development of our product candidates or unexpected costs in obtaining regulatory approval.

Because we are developing novel allogeneic CAR T-cell immunotherapy product candidates that are unique biological entities, the regulatory requirements that we will be subject to are not entirely clear. Even with respect to more established products that fit into the categories of gene therapies or cell therapies, the regulatory landscape is still developing, and requirements have changed frequently and may continue to change in the future. Moreover, there is substantial, and sometimes uncoordinated, overlap in oversight responsibilities of gene therapy products and cell therapy products. In addition to FDA review and oversight, gene therapy clinical trials are also subject to review and oversight by an institutional biosafety committee, or IBC, a local institutional committee that reviews and oversees basic and clinical research conducted at the institution participating in the clinical trial. Although the FDA decides whether individual gene therapy protocols may proceed, review processes and determinations of other reviewing bodies can impede or delay the initiation of a clinical study, even if the FDA has reviewed the study and allowed its initiation. Conversely, the FDA can place an IND application on clinical hold even if such other entities have provided a favorable review. Furthermore, each clinical trial must be reviewed and approved by an independent institutional review board, or IRB, at or servicing each institution at which a clinical trial will be conducted. In addition, adverse developments in clinical trials of gene therapy products conducted by others may cause the FDA or other regulatory bodies to change the requirements for approval of any of our product candidates.

Complex regulatory environments exist in other jurisdictions in which we might consider seeking regulatory approvals for our product candidates, further complicating the regulatory landscape. For example, in the EU a special committee called the Committee for Advanced Therapies (CAT) was established within the EMA in accordance with Regulation (EC) No 1394/2007 on advanced-therapy medicinal products (ATMPs) to assess the quality, safety and efficacy of ATMPs, and to follow scientific developments in the field. ATMPs include gene therapy products as well as somatic cell therapy products and tissue engineered products. In this regard, on May 28, 2014, the EMA issued a recommendation that Cellectis' UCART19 be considered a gene therapy product under Regulation (EC) No 1394/2007 on ATMPs. We believe this recommendation is likely to be applicable to each of our UCART product candidates; however, this recommendation is not definitive until such products obtain regulatory approval for commercialization.

These various regulatory authorities, review committees and advisory groups, their rules and guidelines, as well as new or revised rules or guidelines that they promulgate or recommend from time to time may lengthen the regulatory review process, require us to perform additional studies, increase our development costs, lead to changes in regulatory positions and interpretations, delay or prevent approval and commercialization of our product candidates or lead to significant post-approval limitations or restrictions. Because the regulatory landscape for our CAR T-cell immunotherapy product candidates is nascent and evolving, we may face even more cumbersome and complex regulations or requirements than those emerging for gene therapy products and cell therapy products. Furthermore, even if our product candidates obtain required regulatory approvals, such approvals may later be withdrawn as a result of changes in regulations or the interpretation of regulations by applicable regulatory agencies.

As we or our licensees or partners advance product candidates, we and they will be required to consult with these regulatory groups and comply with all applicable guidelines, rules and regulations. Because under our collaboration agreements, the studies are or will be most of the time sponsored by our licensees, they are directly interacting with the relevant regulatory agencies and we are not able to lead or control such interactions. Some of the discussions among our licensees or partners and relevant regulatory agencies could generate additional unexpected requirements from regulatory agencies that may apply to our wholly-controlled UCART product candidates, including UCART22 and UCART 20x22 and could lead to potential delays or additional requirements, such as additional studies or modifications to our controlled clinical studies.

Delay or failure to obtain, or unexpected costs in obtaining, the regulatory approval necessary to bring a potential product to market could decrease our ability to generate sufficient product revenue to maintain our business.

Even if we obtain regulatory approval for a product candidate, our products will remain subject to ongoing regulatory requirements.

Even if we obtain regulatory approval in a jurisdiction for the product candidates we develop, the approval will be subject to ongoing regulatory requirements for manufacturing, labeling, packaging, storage, advertising, promotion, sampling, record-keeping, and submission of safety and other post-market information. Any regulatory approvals received for the product candidates may also be subject to limitations on the approved indicated uses for which the product may be marketed or to the conditions of approval, or contain requirements for potentially costly post-marketing testing, including Phase 4 clinical studies, and surveillance to monitor the safety and efficacy of the product. For example, the holder of an approved BLA in the United States is obligated to monitor and report adverse events and any failure of a product to meet the specifications in the BLA. FDA guidance advises that patients treated with some types of gene therapy undergo follow-up observations for potential adverse events for as long as 15 years. Similarly, in the EU, pharmacovigilance obligations are applicable to all medicinal products. In particular, any marketing authorization holder has legal obligations to continuously collect data and conduct pharmacovigilance, i.e., the activities relating to the detection, assessment, understanding and prevention of adverse reactions and other medicine-related problems. Data have to be transmitted to the authorities within defined timelines, and any emerging concern about the benefit-risk balance has to be notified immediately. If necessary, competent authorities may request further investigations, including formal studies. Regulatory procedures exist for updating product information and implementing other safety measures. In addition to those obligations, holders of a marketing authorization for gene or cell therapy products must detail, in their application, the measures they envisage to ensure follow-up of the efficacy and safety of these products. In cases of particular concern, marketing authorization holders for gene or cell therapy products in the EU may be required to design a risk management system with a view to identifying, characterizing, preventing or minimizing risks related to those products, and may be obliged to carry out post-marketing studies and submit them to the EMA for review. In the United States, the holder of an approved BLA must also submit new or supplemental applications and obtain FDA approval for certain changes to the approved product, product labeling or manufacturing process. Similar provisions apply in the EU. In particular, any amendment to the marketing authorization (e.g., manufacturing processes, therapeutic indication(s), product information, etc.) must be reviewed by the EMA for medicinal products having received a centralized marketing authorization valid across the entire EU. Advertising and promotional materials must comply with FDA regulations and are subject to submission to FDA, in addition to other potentially applicable federal and state laws. Similarly, in the EU any promotion of medicinal products is highly regulated. For example, in the EU, it is prohibited to

promote prescription medicinal products to the general public and is permitted exclusively to healthcare professionals under strict conditions (including for example the prohibition of any off-label promotion). Additional and stricter rules may apply to promotional materials and activities, depending on the specific jurisdiction involved, and these may require their prior vetting by the competent national regulatory authorities.

In addition, product manufacturers and their facilities are subject to payment of user fees and continual review and periodic inspections by the FDA and other regulatory authorities for compliance with cGMP requirements and adherence to commitments made in the BLA or foreign marketing application. If we or a regulatory agency discovers previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured or if a regulatory agency disagrees with the promotion, marketing or labeling of that product, a regulatory agency may impose restrictions relative to that product, the manufacturing facility or us, including requiring recall or withdrawal of the product from the market, suspension or revocation of the marketing authorization or suspension of manufacturing.

If we or our licensees or partners fail to comply with applicable regulatory requirements following approval of any of the product candidates we develop, competent authorities may:

- issue a warning letter asserting a violation of the law;
- seek an injunction or impose civil or criminal penalties or monetary fines;
- suspend or withdraw regulatory approval;
- suspend or terminate any ongoing clinical trials;
- refuse to approve a pending BLA or comparable foreign marketing application (or any supplements thereto) submitted by us or our licensees or partners;
- restrict the marketing, distribution or manufacturing of the product;
- seize or detain product or otherwise require the withdrawal or recall of product from the market;
- destroy or require destruction of products;
- refuse to permit the import or export of products; or
- refuse to allow us to enter into supply contracts, including government contracts.

Any of the foregoing regulatory actions could require us to expend significant time and resources in response and could generate negative publicity. The occurrence of any event or penalty described above may inhibit the ability to commercialize products and generate revenues. In addition, the FDA policies or its interpretations of existing laws or regulations, and policies, laws, and regulations of foreign regulatory agencies, may change and additional government laws or regulations may be enacted, or policy shifts occur, that could prevent, limit or delay regulatory approval of product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we or our licensees or partners are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we or our licensees or partners are not able to maintain regulatory compliance, marketing approval that has been obtained may be lost and we may not achieve or sustain profitability, which would adversely affect our business, prospects, financial condition and results of operations.

We expect the product candidates we develop will be regulated as biological products, or biologics, and therefore they may be subject to competition sooner than anticipated.

The Biologics Price Competition and Innovation Act of 2009, or BPCIA, was enacted as part of the 2010 Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively, the ACA, to establish an abbreviated pathway for the approval of products that are biosimilar to or interchangeable with an FDA-approved biological product. The regulatory pathway establishes legal authority for the FDA to review and approve biosimilar biologics, including the possible designation of a biosimilar as "interchangeable" based on its similarity to an approved biologic. Under the BPCIA, an application for a biosimilar product cannot be approved by the FDA until 12 years after the reference product was approved under a BLA. The law is complex and is still being interpreted and implemented by the FDA. As a result, its ultimate impact, implementation, and meaning are subject to uncertainty.

We believe that if any of our product candidates is approved in the United States as a biological product under a BLA, it should qualify for the 12-year period of referenced product exclusivity. However, there is a risk that this exclusivity could be shortened due to congressional action or otherwise, or that the FDA will not consider the subject product candidates to be reference products for competing products, potentially creating the opportunity for generic competition sooner than anticipated. Moreover, the extent to which a biosimilar, once approved, will be substituted for any one of the reference products in a way that is similar to traditional generic substitution for non-biological products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing.

Similarly in the EU, a biosimilar is typically defined as a biological medicine similar to another already approved biological medicine. Developers of biosimilars are required to demonstrate by the best possible means, ensuring that the previously proven safety and efficacy of the reference medicinal product also applies to the biosimilar that:

- their biological medicine is highly similar to the reference medicine in physicochemical and biological terms, notwithstanding natural variability inherent to all biological medicines. Any observed differences have to be duly justified with regard to their potential impact on safety and efficacy.

Biosimilars can only be commercialized in the EU once the period of market exclusivity on the reference medicine has expired. In general, this means that the biological reference medicine must have been authorized for at least eight years before another company can apply for approval of a similar biological medicine (that protection is referred to data exclusivity). Also, this typically means that the biological reference medicine must have been commercialized for at least ten years before another company's biosimilar medicine can be commercialized (that protection is referred to as market exclusivity). The overall ten-year market exclusivity period can be extended to a maximum of eleven years if, during the first eight years of those ten years, the marketing authorization holder obtains an authorization for one or more new therapeutic indications which, during the scientific evaluation prior to their authorization, are deemed

to bring a significant clinical benefit in comparison with existing therapies. However, data and market exclusivity can be challenged under certain circumstances and there is therefore no guarantee that our products will benefit from the associated protection. Furthermore, it is expected that these periods will be shortened as a result of a reform of the EU pharmaceutical legislative package. Indeed, on December 11, 2025, the European Parliament and the Council reached a political agreement on the proposed revision of several legislative instruments related to medicinal products. Amongst other things, the revision will amend the duration of the data and market exclusivity. The political agreement is awaiting formal approval by the European Parliament and the Council to become law.

The regulatory approval processes of the FDA and comparable foreign authorities are lengthy, time consuming and inherently unpredictable, and if we are ultimately unable to obtain regulatory approval for our product candidates, our business will be substantially harmed.

We must obtain regulatory approval to market and sell our product candidates. For example, in the U.S., we must obtain FDA approval for each product candidate that we intend to commercialize, and in the EU we must obtain approval from the European Commission (EC), based on the opinion of the EMA. The approval processes are typically expensive, and the time required to obtain approval by the FDA, the EC and comparable foreign authorities is inherently unpredictable but typically takes many years following the commencement of clinical trials and depends upon numerous factors, including the discretion of the regulatory authorities. In addition, approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate's clinical development and may vary among jurisdictions. We have not obtained regulatory approval for the commercialization of any product candidate and it is possible that none of our existing product candidates or any product candidates we may seek to develop in the future will ever obtain such regulatory approval.

The FDA or other regulatory authority, as applicable, may delay, limit or deny approval of our product candidate applications for many reasons, including disagreement with clinical trial design or implementation, determinations that a product candidate is not sufficiently safe or efficacious, objections to the statistical significance of data or our interpretation of data, objections to the production, formulation or labeling of our product candidates, and any other discretionary factors such regulators deem relevant.

This lengthy approval process as well as the unpredictability of future clinical trial results may result in our failing to obtain regulatory approval to market the product candidates we develop, which would significantly harm our business, results of operations and prospects. In addition, even if we or our licensees or partners were able to obtain approval, regulatory authorities may approve any of our product candidates for fewer or more limited indications than we request, subject to approval to conditions, and may not approve the price and/or reimbursement level we hope to obtain for our products (in jurisdictions where pricing and/or reimbursement is subject to regulatory approval), may grant approval contingent on the performance of costly post-marketing clinical studies, or may approve a drug candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate. Any of the foregoing scenarios could materially harm the commercial prospects for the product candidates we develop.

We plan to seek orphan drug status for some or all of our product candidates, but we may be unable to obtain such designations or to maintain the benefits associated with such status, which may cause our revenue, if any, to be reduced.

Under the Orphan Drug Act, the FDA may grant orphan drug designation to a drug or biologic intended to treat a rare disease or condition, defined as a disease or condition with a patient population of fewer than 200,000 in the United States, or a patient population greater than 200,000 in the United States when there is no reasonable expectation that the cost of developing and making available the drug or biologic in the United States will be recovered from sales in the United States for that drug or biologic. Orphan drug designation must be requested before submitting a BLA. In the United States, orphan drug designation entitles a party to financial incentives such as opportunities for grant funding towards clinical trial costs, tax advantages, and user-fee waivers. After the FDA grants orphan drug designation, the generic identity of the drug and its potential orphan use are disclosed publicly by the FDA. Orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process. Although we intend to seek orphan product designation for some or all of our product candidates, we may never receive such designations for requested product candidates.

If a product that has orphan drug designation subsequently receives the first FDA approval for a particular active ingredient for the disease for which it has such designation, the FDA may grant orphan product exclusivity, which means that the FDA may not approve any other applications, including a BLA, to market the same biologic for the same indication for seven years, except in limited circumstances such as a showing of clinical superiority of the subsequent product to the product with orphan product exclusivity or if FDA finds that the holder of the orphan drug exclusivity has not shown that it can assure the availability of sufficient quantities of the orphan drug to meet the needs of patients with the disease or condition for which the drug was designated. Even if we obtain orphan drug designation for a product candidate, we may not be the first to obtain marketing approval for any particular orphan indication due to the uncertainties associated with developing pharmaceutical products. Orphan drug exclusive marketing rights in the United States may be limited or lost if we seek and obtain approval for an indication broader than the orphan designated indication and may be lost if the FDA later determines that the request for designation was materially defective, the disease or condition exceeded the population threshold, or if the manufacturer is unable to assure sufficient quantities of the product to meet the needs of patients with the rare disease or condition. Further, even if we obtain orphan drug exclusivity for a product, that exclusivity may not effectively protect the product from competition because different drugs with different active moieties can be approved for the same condition. Even after an orphan drug is approved, the FDA can subsequently approve the same drug with the same active moiety for the same condition if the FDA concludes that the later drug is safer, more effective, or makes a major contribution to patient care. Furthermore, the FDA can waive orphan exclusivity if we are unable to manufacture sufficient supply of our product.

Similarly, in EU, a medicinal product may receive orphan designation under Article 3 of Regulation (EC) No 141/2000 (Orphan Regulation). This applies to products that are intended for a life-threatening or chronically debilitating condition and either (a) such condition affects no more than five in 10,000 persons in the EU when the application is made, or (b) the product, without the benefits derived from orphan status, would unlikely generate sufficient return in the EU to justify the necessary investment. Moreover, in order to obtain orphan designation in the EU it is necessary to demonstrate that there exists no satisfactory method of diagnosis, prevention or treatment of such condition authorized for marketing in the EU, or if such a method exists, the product will be of significant benefit to those affected by the condition. Orphan designation is lost if it is established that the product no longer meets the orphan criteria before market authorization is granted.

In the EU, orphan medicinal products are eligible for financial incentives such as reduction of fees or fee waivers and applicants can benefit from specific regulatory assistance and scientific advice. Products receiving orphan designation in the EU can receive ten years exclusivity from the date on which they are granted a market authorization in the EU, during which time EU and national authorities cannot accept an application for a marketing authorization, or grant a marketing authorization or accept an application to extend an existing marketing authorization, for the same therapeutic indication, in respect of a similar medicinal product. The period of orphan exclusivity is extended by two years for orphan drug products that have also complied with an agreed Pediatric Investigation Plan (Article 37 of the Paediatric Regulation, Regulation (EC) No 1901/2006). However, the 10-year market exclusivity may be reduced to six years if, at the end of the fifth year, it is established that the product no longer meets the criteria for orphan designation, i.e. the prevalence of the condition has increased above the orphan designation threshold or it is judged that the product is sufficiently profitable so as not to justify maintenance of orphan exclusivity. Additionally, marketing authorization may be granted to a similar product for the same therapeutic indication at any time if:

- the second applicant can establish that its product, although similar to the orphan medicinal product already authorized, is safer, more effective or otherwise clinically superior;
- the holder of the marketing authorization of the orphan medicinal product consents to a second orphan medicinal product application; or
- the holder of the marketing authorization of the orphan medicinal product cannot supply sufficient quantities of the orphan medicinal product.

Orphan exclusivity will be reviewed under new rules that are expected to enter into force in the EU. Indeed, on December 11, 2025, the European Parliament and the Council reached a political agreement on the proposed revision of several legislative instruments related to medicinal products, including orphan and pediatric products. While orphan medicinal products addressing a disease with no current available medicinal treatment ("breakthrough orphan medicinal products") would benefit from up to eleven years of market exclusivity, the revision could adversely affect the exclusivity period for our products. The political agreement is awaiting formal approval by the European Parliament and the Council to become law.

The FDA and the European Commission have granted orphan drug designation to UCART22 and the FDA has granted orphan drug designation to CLLS52 for the treatment of acute lymphoblastic leukemia.

If we do not obtain orphan exclusivity for our products that do not have broad patent protection or if despite obtaining orphan drug designation (such as for UCART22 and CLLS52), we subsequently lose orphan drug exclusivity, our competitors may sell the same drug to treat the same condition and our revenues will be significantly reduced.

Although we may seek fast-track designation from the FDA for some or all of our product candidates, there is no assurance that such designation will be granted or, if granted that it will lead to a faster development or regulatory review or approval process.

We may seek fast-track designation and review for some or all of our product candidates. If a drug is intended for the treatment of a serious or life-threatening condition or disease, the drug sponsor may apply for FDA fast track designation. The FDA has broad discretion whether or not to grant this designation. Thus, even if we believe a particular product candidate is eligible for this designation, we cannot assure that the FDA would decide to grant it. Moreover, even if we do receive fast track designation, we may not experience a faster development process, review or approval compared to conventional FDA procedures and such designation does not assure ultimate approval. In addition, the FDA may withdraw fast track designation if it believes that the designation is no longer supported by data from our clinical development program.

Although we may seek a regenerative medicine advanced therapy (RMAT) designation, a breakthrough therapy designation and/or priority medicines (PRIME) support for our product candidates, there is no assurance that such designations will be granted or, if granted that they will lead to a faster development or regulatory review or approval process.

We may seek special designations for some or all of our product candidates, including RMAT designation or breakthrough therapy designation from the FDA, or PRIME support from the EMA.

A drug is eligible for RMAT designation if, (i) the drug is a regenerative medicine therapy, which is defined as a cell therapy, therapeutic tissue engineering product, human cell and tissue product, or any combination product using such therapies or products, except for those regulated solely under Section 361 of the Public Health Service Act and part 1271 of Title 21, Code of Federal Regulations; (ii) the drug is intended to treat, modify, reverse, or cure a serious or life-threatening disease or condition; and (iii) preliminary clinical evidence indicates that the drug has the potential to address unmet medical needs for such disease or condition.

A drug may be designated as a breakthrough if the product is defined as a product that is intended, alone or in combination with one or more other drugs, to treat a serious or life-threatening disease or condition, and preliminary clinical evidence indicates that the product may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development.

The EMA's PRIME scheme focuses on medicines that may offer a major therapeutic advantage over existing treatments, or benefit patients without treatment options. To be accepted for PRIME support, a medicine has to show its potential to benefit patients with unmet medical needs based on early clinical data. Through PRIME, the EMA offers early, proactive and enhanced support to drug developers to optimize the generation of robust data on a therapy's benefits and risks and enable accelerated assessment of medicinal products applications.

For product candidates that obtain an RMAT designation, breakthrough therapy designation or are accepted for PRIME support, interaction and communication between the FDA or the EMA, as applicable, and the sponsor of the trial can help to identify the most efficient path for clinical development. However, the granting of such designations and provisions of support is within the discretion of the FDA or the EMA, respectively. Accordingly, even if we believe, after completing early clinical trials, that one of our product candidates meets the criteria for RMAT designation, breakthrough therapy designation, or PRIME support, the FDA or EMA, as the case may be, may disagree and instead decide not to grant such designation or support. In any event, the receipt of RMAT designation, breakthrough therapy designation or PRIME support for a product candidate may not result in a faster development process, review or approval compared to products considered for approval under conventional regulatory procedures and does not assure ultimate

regulatory approval. In addition, even if one or more of our product candidates qualify for RMAT designation, breakthrough therapy designation or PRIME support, the FDA or EMA, may later decide that such product candidates no longer meet the conditions for qualification.

Even if we or our licensees or partners obtain and maintain approval for product candidates in the United States or another jurisdiction, we or our licensees or partners may never obtain approval for the same product candidates in other jurisdictions, which would limit market opportunities and adversely affect our business.

Approval of a product candidate in the United States by the FDA or in another jurisdiction by the requisite regulatory agencies in such other jurisdiction does not ensure approval of such product candidate by regulatory authorities in other countries or jurisdictions, and approval by one foreign regulatory authority does not ensure approval by regulatory authorities in other foreign countries or by the FDA. The approval process varies among countries and may limit our or our licensees or partners' ability to develop, manufacture, promote and sell our product candidates internationally. Failure to obtain marketing approval in international jurisdictions would prevent the product candidates from being marketed outside of the jurisdictions in which regulatory approvals have been received. In order to market and sell the product candidates in the EU and many other jurisdictions, we and our licensees or partners must obtain separate marketing approvals and comply with numerous and varying regulatory requirements. The approval procedure varies among countries and may involve additional pre-clinical studies or clinical trials both before and post approval. In many countries, a product candidate must be approved for reimbursement before it can be approved for sale in that country. In some cases, the intended price for the product is also subject to approval. Further, while regulatory approval of a product candidate in one country does not ensure approval in any other country, a failure or delay in obtaining regulatory approval in one country may have a negative effect on the regulatory approval process in others. If we or our licensees or partners fail to comply with the regulatory requirements in international markets and/or receive applicable marketing approvals, the target market will be reduced and the ability to realize the full market potential of the subject product candidates will be harmed and our business may be adversely affected.

Depending on the results of clinical trials and the process for obtaining regulatory approvals in other countries, we or our licensees or partners may decide to first seek regulatory approvals of a product candidate in countries other than the United States, or we or our licensees or partners may simultaneously seek regulatory approvals in the United States and other countries, in which case we or our licensees or partners will be subject to the regulatory requirements of health authorities in each country in which we seek approvals. Obtaining regulatory approvals from health authorities in countries outside the United States and the EU is likely to subject us or our licensees or partners to risks in such countries that are substantially similar to the risks associated with obtaining approval in the United States or the EU described herein.

Government restrictions on pricing and reimbursement, as well as other healthcare payor cost-containment initiatives, may negatively impact our ability to generate revenues if we obtain regulatory approval for any of our product candidates.

Third-party payors, whether domestic or foreign, or governmental or commercial, are developing increasingly sophisticated methods of controlling healthcare costs. The continuing efforts of various governments, insurance companies, managed care organizations and other payors to contain or reduce healthcare costs may adversely affect our ability or our licensees or partners' ability to set a price for our products that we believe is fair, to achieve profitability, and to obtain and maintain market acceptance by patients and the medical community.

In both the United States and certain foreign jurisdictions, there have been a number of legislative and regulatory initiatives to contain healthcare costs. By way of example, in the United States, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act (collectively, the ACA) was enacted in March 2010.

The ACA expanded health care coverage through Medicaid expansion and the implementation of a tax penalty for individuals who do not maintain mandated health insurance coverage (the so-called 'individual mandate'). The ACA also contains a number of provisions that affect coverage and reimbursement of drug products. We cannot predict changes to the ACA or other federal and state reform efforts, and there can be no assurance that any such health care reforms will not adversely affect our future business and financial results.

U.S. federal and state governments have shown significant interest in implementing cost-containment programs to limit the growth of government-paid healthcare costs, including price controls, waivers from Medicaid drug rebate law requirements, restrictions on reimbursement and requirements for substitution of generic products for branded prescription drugs. For example, in August 2022, the United States enacted the Inflation Reduction Act of 2022 (IRA), which includes two policies that are designed to have a direct impact on drug prices. The IRA requires the federal government to negotiate prices for certain high-cost drugs covered under Medicare and requires drug manufacturers to pay rebates to Medicare if they increase prices faster than inflation for drugs used by Medicare beneficiaries. The private sector has also sought to control healthcare costs by limiting coverage or reimbursement or requiring discounts and rebates on products. We are unable to predict what additional legislation, regulations or policies, if any, relating to the healthcare industry or third party coverage and reimbursement may be enacted in the future or what effect such legislation, regulations or policies would have on our business. Any cost containment measures could significantly decrease the available coverage and the price we might establish for our potential products, which would have an adverse effect on our net revenues and operating results.

Likewise, in many EU Member States, legislators and other policymakers continue to propose and implement healthcare cost-containing measures in response to the increased attention being paid to healthcare costs in the EU. Certain of these changes could impose limitations on the prices we will be able to charge for our products and any approved product candidates or the amounts of reimbursement available for these products from governmental and private third-party payers, may increase the tax obligations on pharmaceutical companies or may facilitate the introduction of generic competition with respect to our products. Further, an increasing number of EU countries Member States and other non-U.S. countries use prices for medicinal products established in other countries as "reference prices" to help determine the price of the product in their own territory. If the price of one of our products decreases substantially in a reference price country, that could impact the price for such product in other countries. Consequently, a downward trend in prices of our products in some countries could contribute to similar downward trends elsewhere, which would have a material adverse effect on our revenues and results of operations. Also, in order to obtain reimbursement for our products in some countries, we may be required to conduct clinical studies that compare the cost-effectiveness of our products to other available therapies.

Moreover, this political and legislative uncertainty could harm our and our licensees or partners' ability to market any products and generate revenues. Cost containment measures that healthcare payors and providers are instituting and the effect of further healthcare

reform could significantly reduce potential revenues from the sale of any of our product candidates approved in the future, and could cause an increase in our compliance, manufacturing, or other operating expenses.

In some countries, the proposed pricing for a biopharmaceutical product must be approved before it may be lawfully marketed. In addition, in certain foreign markets, the pricing of a biopharmaceutical product is subject to government control and reimbursement may in some cases be unavailable or offered on financially unacceptable conditions. The requirements governing drug pricing vary widely from country to country. For example, the EU provides options for its Member States to restrict the range of medicinal products for which their national health insurance systems provide reimbursement and to control the prices of medicinal products for human use. An EU Member State may approve a specific price for the medicinal product or it may instead adopt a system of direct or indirect controls on the profitability of the company placing the medicinal product on the market. There can be no assurance that any country that has price controls or reimbursement limitations for biopharmaceutical products will allow favorable reimbursement and pricing arrangements for any of our products. Historically, biopharmaceutical products launched in the EU do not follow price structures of the United States and generally tend to have significantly lower prices. In addition, the lower prices in the EU could end up lowering our US prices too through mechanisms such as the Most Favored Nation (MFN).

We believe that pricing pressures will continue and may increase, which may make it difficult for us to sell our potential products that may be approved in the future at a price acceptable to us or any of our licensees or future licensees.

We are subject to healthcare laws and regulations, which could expose us to the potential for criminal sanctions, civil penalties, exclusion from government healthcare programs, contractual damages, reputational harm and diminished profits and future earnings.

Healthcare providers, physicians and others will play a primary role in the recommendation and prescription of our products, if approved. Our arrangements with such persons and third-party payors must be structured in accordance with the broadly applicable fraud and abuse and other healthcare laws and regulations that may constrain the business or financial arrangements and relationships through which we research, market, sell and distribute our products, if we obtain marketing approval. Restrictions under applicable federal, state and foreign healthcare laws and regulations include but are not limited to the following:

- The federal Anti-Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, offering, receiving or providing remuneration (including any kickback, bribe or rebate), directly or indirectly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase or lease, order or recommendation of, any item, good, facility or service, for which payment may be made under federal healthcare programs such as Medicare and Medicaid.
- The federal civil and criminal false claims laws and civil monetary penalties laws, which impose criminal and civil penalties, including those from civil whistleblower or qui tam actions, against individuals or entities for knowingly presenting, or causing to be presented, claims for payment that are false or fraudulent or making a false statement to avoid, decrease, or conceal an obligation to pay money to the federal government.
- The federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, which created new federal criminal statutes that prohibit executing a scheme to defraud any healthcare benefit program or knowingly and willingly falsifying, concealing or covering up a material fact or making false statements relating to healthcare matters.
- HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act, or HITECH, and its implementing regulations, which impose certain requirements on covered entities and their business associates, including mandatory contractual terms, with respect to safeguarding the privacy, security and transmission of individually identifiable health information.
- The federal transparency requirements under the Physician Payments Sunshine Act, enacted as part of the ACA, that require applicable manufacturers of covered drugs, devices, biologics and medical supplies to track and annually report to CMS payments and other transfers of value provided to physicians and teaching hospitals and certain ownership and investment interests held by physicians or their immediate family members.
- Analogous laws and regulations in various U.S. states, such as state anti-kickback and false claims laws, which may apply to items or services reimbursed by any third-party payor, including commercial insurers, state marketing and/or transparency laws applicable to manufacturers that may be broader in scope than U.S. federal requirements, state laws that require biopharmaceutical companies to comply with the biopharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the U.S. government, and state laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and may not have the same effect as HIPAA.

  Similar legislation is applicable in other countries, including by way of example and without limitation: the UK's Bribery Act 2010 or Article D1453-1 to D1453-9 of the French Public Health Code on Transparency of Benefits Given by Companies Manufacturing or Marketing Health and Cosmetic Products for Human Use. Furthermore, in the EU, harmonized rules prohibit gifts, pecuniary advantages or benefits in kind to Health Care Professionals (HCPs) unless they are inexpensive and relevant to the practice of medicine or pharmacy. Similarly, strict rules apply to hospitality at sales promotion events. Based on these rules, a body of industry guidelines and sometimes national laws in force in individual EU Member States has been introduced to fight improper payments or other transfers of value to HCPs, and in general inducements that may have a broadly promotional character.

Ensuring that our business practices and that our business arrangements with third parties comply with applicable healthcare laws and regulations could be costly. It is possible that governmental authorities will conclude that our business practices do not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations were found to be in violation of any laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, disgorgement, individual imprisonment and exclusion from government funded healthcare programs, such as Medicare and Medicaid, any of which could substantially disrupt our operations. If the physicians or other providers or entities with whom we expect to do business are found not to be in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs.

Significant regulation applies to the manufacturing of our products and the manufacturing facilities on which we rely may not meet regulatory requirements or may have limited capacity.

All entities involved in the preparation of products for clinical studies or commercial sale, including our existing CMOs as well as our in-house manufacturing facilities in Raleigh, North Carolina, and Paris, France, are subject to extensive regulations. For example, in the United States, components of a finished CAR T-cell immunotherapy product approved for commercial sale or used in clinical studies must be manufactured in accordance with the relevant current Good Manufacturing Practices (cGMP) requirements. Similarly, in the EU, manufacturers and importers of active substances and/or medicinal products must be authorized to carry out these activities. Each of their facilities must comply with cGMP to obtain a manufacturing or import authorization. Also, applicants for a marketing authorization are responsible to ensure that the proposed manufacturing sites included in the marketing authorization application comply with cGMP.

The FDA's cGMP regulations and comparable regulations in other jurisdictions govern manufacturing processes and procedures (including record keeping) and the implementation and operation of quality systems to control and assure the quality of investigational products and products approved for sale. Poor control of production processes can lead to the introduction of adventitious agents or other contaminants, or to inadvertent changes in the properties or stability of the product candidates we develop that may not be detectable in final product testing. In the United States, we or our contract manufacturers must supply all necessary documentation in support of a BLA on a timely basis and must adhere to the FDA's cGMP requirements enforced by the FDA through its facilities inspection program. Our facilities and quality systems and the facilities and quality systems of our third-party contractors must pass a pre-approval inspection for compliance with the applicable regulations as a condition of regulatory approval of our product candidates. In addition, the regulatory authorities may, at any time, inspect a manufacturing facility involved with the preparation and/or control of our product candidates as well as the associated quality systems for compliance with the regulations applicable to the activities being conducted.

Similarly, in the EU, Directive (EU) 2017/1572, Regulation (EU) No 1252/2014 and Regulation (EU) 2017/1569 lay down the principles and guidelines of cGMP in respect of active substances for medicinal products for human use as well as investigational and medicinal products for human use and require that products are consistently produced and controlled in accordance with the applicable quality standards. EU legislation also requires that medicinal products and investigational medicinal products that are imported from third countries are manufactured in accordance with standards at least equivalent to the GMP standards laid down in the EU. These rules, together with the detailed EU Guidelines on cGMP that are laid down in EudraLex—Volume 4, provide guidance on, inter alia, quality management, personnel, premises, documentation, production operations, quality control, outsources activities, complaints and product recall and self-inspection. GMP inspections are performed by the competent authorities of the EU Member States, and are coordinated by the EMA in the case of medicinal products that are authorized through the EU centralized procedure. Furthermore, specific guidance laying down GMP requirements for the manufacturing of ATMPs that have been granted a marketing authorization and of ATMPs used in a clinical trial setting have been adopted by the EMA.

If we or any of our third-party CMOs fail to provide appropriate products or maintain regulatory compliance, the regulator can impose regulatory sanctions including, among other things, the imposition of a hold on clinical trials, the refusal to permit a clinical trial to commence, the refusal to use certain batches of product candidates intended to be used in the clinical trials, the refusal to approve a pending application for a new product, the revocation or non-renewal of a pre-existing approval, or the refusal to accept some non-clinical and/or clinical data generated with material for which that third-party was responsible. As a result, our business, financial condition and results of operations may be materially harmed.

Manufacturing at our in-house manufacturing facilities requires significant resources and substantial regulatory engagement. Our commercial manufacturing facility in Raleigh, North Carolina, will be subject to FDA inspection, including preapproval inspections, which we may never successfully complete. Even if the facility is appropriately qualified, we will be subject to ongoing periodic announced or unannounced inspection by the FDA, the Drug Enforcement Administration and other foreign agencies to ensure strict compliance with cGMPs, and other government regulations. Accordingly, bringing our own commercial manufacturing capabilities online and maintaining compliant manufacturing capabilities may be costlier than we anticipate or may result in delays.

In addition, if supply from one approved manufacturer or supplier, including our own in-house manufacturing facilities, is interrupted, there could be a significant disruption in commercial and/or clinical supply of our products. Identifying and engaging an alternative manufacturer or supplier that complies with applicable regulatory requirements could result in further delay. Applicable regulatory agencies may also require additional studies if a new manufacturer or supplier is relied upon in connection with commercial production. Switching manufacturers or suppliers may involve substantial costs and time and is likely to result in a delay in our desired clinical and commercial timelines.

These factors could cause commercialization of our product candidates to be delayed, cause us to incur higher costs, or prevent us from commercializing our products successfully. Furthermore, if our manufacturing facilities are unable to produce high quality product for our clinical and commercial needs, and we are unable to secure one or more replacement suppliers capable of production at a substantially equivalent cost, our clinical studies may be delayed or we could lose potential revenue.

Risks Related to Calyxt, Inc.

On May 31, 2023, Calyxt, Inc. completed its all-stock, reverse merger business combination with Cibus Global, LLC (the "Merger"). Following the closing of the Merger, effective on June 1, 2023, the combined company operates under the name of Cibus, Inc. (referred to as "Cibus"). Cellectis' equity interest in Calyxt was reduced to 2.9% upon the closing of the Merger, which resulted in Cellectis losing control of Calyxt. Calyxt is therefore no longer consolidated since June 1, 2023 and continues to be presented as the results of discontinued operations until that date. Subsequently, Cellectis disposed of its remaining equity interest in Cibus.

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 Cibus, 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 Cibus' lease agreement with respect to its Minnesota offices, which we provided in favor of the landlord of that property. As of December 31, 2025, our lease guaranty represents potential obligation in the amount of $19.9 million over the remaining 12 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 Cibus's lease or enter into any amendment that would increase our liability 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. However, due to the potential amount of the payment obligation and the uncertainty about Cibus's ability to make payments under or indemnify us in connection with the lease and guaranty, this indemnification may not be sufficient to cover the possible payment obligation arising out of this guaranty. Moreover, Cibus's most recent financial statements included in its quarterly

report on Form 10-Q for the quarter ended September 30, 2025 note that there is substantial doubt about Cibus's ability to continue as a going-concern for at least one year from the date of issuance of those financial statements.

As a result, our continuing potential liability pursuant to the lease guaranty and our potential obligation to pay the remaining liability amount could have a material adverse effect on our business, financial condition, cash flows or results of operations.

Risks Related to Intellectual Property

Our ability to compete may decline if we do not adequately protect our proprietary rights.

Our commercial success depends, in part, on obtaining and maintaining proprietary rights to our and our licensors' intellectual property estate, including with respect to our product candidates, as well as successfully defending these rights against third-party challenges. We will only be able to protect our product candidates from unauthorized use by third parties to the extent that valid and enforceable patents, or effectively protected trade secrets, cover them. Our ability to obtain patent protection for our product candidates is uncertain due to a number of factors, including:

- we or our licensors may not have been the first to invent the technology covered by our or their pending patent applications or issued patents;
- we cannot be certain that we or our licensors were the first to file patent applications covering our product candidates, including their compositions or methods of use, as patent applications in the United States and most other countries are confidential for a period of time after filing;
- others may independently develop identical, similar or alternative products or compositions or methods of use thereof;
- the disclosures in our or our licensors' patent applications may not be sufficient to meet the statutory requirements for patentability and the plausibility case law requirements that may exist in certain jurisdictions;
- any or all of our or our licensors' pending patent applications may not result in issued patents;
- we or our licensors may not seek or obtain patent protection in countries or jurisdictions that may eventually provide us a significant business opportunity;
- any patents issued to us or our licensors may not provide a basis for commercially viable products, may not provide any competitive advantages, or may be successfully challenged by third parties, which may result in our or our licensors' patent claims being narrowed, invalidated or held unenforceable;
- our compositions and methods may not be patentable;
- others may design around our or our licensors' patent claims to produce competitive products that fall outside of the scope of our or our licensors' patents; and
- others may identify prior art or other bases upon which to challenge and ultimately invalidate our or our licensors' patents or otherwise render them unenforceable.

Even if we own, obtain or in-license patents covering our product candidates or compositions, we may still be barred from making, using and selling our product candidates or technologies because of the patent rights or other intellectual property rights of others. Others may have filed, and in the future may file, patent applications covering compositions, products or methods that are similar or identical to ours, which could materially affect our ability to successfully develop and, if approved, commercialize our product candidates. In addition, because patent applications can take many years to issue, there may be currently pending applications unknown to us that may later result in issued patents that our product candidates or compositions may infringe. These patent applications, including intermediate documents, may have priority over patent applications filed by us or our licensors.

Obtaining and maintaining a patent portfolio entails significant expense of resources. Part of such expense includes periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and/or applications due over the course of several stages of prosecuting patent applications, and over the lifetime of maintaining and enforcing issued patents. We or our licensors may or may not choose to pursue or maintain protection for particular intellectual property in our or our licensors portfolio. If we or our licensors choose to forgo patent protection or to allow a patent application or patent to lapse purposefully or inadvertently, our competitive position could suffer. In some cases, the prosecution and maintenance of our licensed patents is controlled by the applicable licensor. If such licensor fails to properly prosecute and maintain such patents, we could lose our rights to them, which could materially impair any competitive advantage afforded by such patents. Furthermore, we and our licensors employ reputable law firms and other professionals to help us comply with the various procedural, documentary, fee payment and other similar provisions we and they are subject to and, in many cases, an inadvertent lapse can be cured by payment of a late fee or by other means in accordance with the applicable rules.

There are situations, however, in which failure to make certain payments or noncompliance with certain requirements in the patent prosecution and maintenance process can result in abandonment or lapse of a patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, our competitors might be able to enter the market, which would have a material adverse effect on our business.

Legal action that may be required to enforce our patent rights can be expensive and may involve the diversion of significant management time. In addition, these legal actions could be unsuccessful and could also result in the invalidation or transfer of ownership of our or our licensors' patents or a finding that they are unenforceable. We or our licensors may or may not choose to pursue litigation or other actions against those that have infringed on our or their patents, or have used them without authorization, due to the associated expense and time commitment of monitoring these activities. In some cases, the enforcement and defense of patents we in-license is controlled by the applicable licensor. If such licensor fails to actively enforce and defend such patents, any competitive advantage afforded by such patents could be materially impaired. In addition, some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we or our licensors can because of their greater financial resources and more mature and developed intellectual property portfolios. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating or from successfully challenging or claiming ownership over our intellectual property rights. If we fail to protect or to enforce our intellectual property rights successfully, our competitive position could suffer, which could harm our results of operations.

If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed.

In addition to patent protection, because we operate in the highly technical field of development of therapies, we rely in part on trade secret protection in order to protect our proprietary technology and processes. However, trade secrets are difficult to protect. Monitoring unauthorized uses and disclosures is difficult, and we do not know whether the steps we have taken to protect our proprietary technologies will be effective or sufficient.

In addition to contractual measures that we implement in our agreements with third-party service providers and in licensing agreements, we try to protect the confidential nature of our proprietary information using physical and technological security measures. Such measures may not provide adequate protection for our proprietary information. For example, our security measures may not prevent an employee, consultant, or collaborator with authorized access from misappropriating our trade secrets and providing them to a competitor, and the recourse we have available against such misconduct may not provide an adequate or sufficiently swift remedy to protect our interests fully. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret can be difficult, expensive and time consuming, and the outcome is unpredictable. In addition, courts outside the United States may be less willing to protect trade secrets. Furthermore, our proprietary information may be independently developed or lawfully reverse-engineered by others in a manner that could prevent legal recourse by us.

We cannot guarantee that our trade secrets and other proprietary and confidential information will not be disclosed or that competitors will not otherwise gain access to our trade secrets. If any of our confidential or proprietary information, including our trade secrets, were to be disclosed or misappropriated, or if any such information was independently developed by a competitor, our competitive position could be harmed.

Patents and patent applications involve highly complex legal and factual questions, which, if determined adversely to us, could negatively impact our competitive position.

The patent positions of biotechnology and biopharmaceutical companies and other actors in our fields of business can be highly uncertain and typically involve complex scientific, legal and factual analyses. In particular, the interpretation and breadth of claims allowed in some patents covering biological and biopharmaceutical compositions may be uncertain and difficult to determine, and are often affected materially by the facts and circumstances that pertain to the patented compositions and the related patent claims. The standards of the United States Patent and Trademark Office, or USPTO, and foreign patent offices are sometimes uncertain and could change in the future. Consequently, the issuance and scope of patents cannot be predicted with certainty. Patents, if issued, may be challenged, invalidated, narrowed or circumvented. U.S. patents and patent applications may also be subject to interference proceedings, and U.S. patents may be subject to reexamination proceedings, post-grant review, inter partes review, or other administrative proceedings in the USPTO. Foreign patents as well may be subject to opposition or comparable proceedings in the corresponding foreign patent offices. Challenges to our or our licensors' patents and patent applications, if successful, may result in the denial of our or our licensors' patent applications or the loss or reduction in their scope. For example, in February 2022, following an opposition before the European Patent Office, the EP3004349 patent entitled "a method for producing precise DNA cleavage using CAS9 double nickase activity" was revoked. In addition, such interference, reexamination, post-grant review, inter partes review, opposition proceedings and other administrative proceedings may be costly and involve the diversion of significant management time. Accordingly, rights under any of our or our licensors' patents may not provide us with sufficient protection against competitive products or processes and any loss, denial or reduction in scope of any such patents and patent applications may have a material adverse effect on our business.

Furthermore, even if not challenged, our or our licensors' patents and patent applications may not adequately protect our product candidates or technology or prevent others from designing their products or technology to avoid being covered by our or our licensors' patent claims. If the breadth or strength of protection provided by the patents we own or license with respect to our product candidates is threatened, it could dissuade companies from collaborating with us to develop, and could threaten our ability to successfully commercialize, our product candidates. Furthermore, for U.S. patent applications in which claims are entitled to a priority date before March 16, 2013, an interference proceeding can be provoked by a third party or instituted by the USPTO in order to determine who was the first to invent any of the subject matter covered by such patent claims.

In addition, changes in, or different interpretations of, patent laws in the United States and other countries may permit others to use our discoveries or to develop and commercialize our technology and products without providing any notice or compensation to us, or may limit the scope of patent protection that we or our licensors are able to obtain. The laws of some countries do not protect intellectual property rights to the same extent as U.S. laws and those countries may lack adequate rules and procedures for defending our intellectual property rights.

If we or our licensors fail to obtain and maintain patent protection and trade secret protection of our product candidates and technology, we could lose our competitive advantage and competition we face would increase, reducing any potential revenues and have a material adverse effect on our business.

The lives of our patents may not be sufficient to effectively protect our products and business.

Patents have a limited lifespan. In the United States, the natural expiration of a patent is generally 20 years after its first effective filing date. Although various extensions may be available, the life of a patent, and the protection it affords, is limited. Our or our licensors' issued patents and pending patent applications will expire on dates ranging from 2025 to 2042, subject to any patent extensions that may be available for such patents. In addition, although upon issuance in the United States, a patent's life can be increased based on certain delays caused by the USPTO, this increase can be reduced or eliminated based on certain delays caused by the patent applicant during patent prosecution. In the EU, Supplementary Protection Certificates (SPCs) are available to extend a patent term for up to five years to compensate for patent protection lost during regulatory review. Although all EU Member States must provide SPCs, SPCs must still be applied for and granted on a country-by-country basis and their protection is subject to exceptions. If we or our licensors do not have sufficient patent life to protect our products, our business and results of operations will be adversely affected.

We will not seek to protect our intellectual property rights in all jurisdictions throughout the world and we may not be able to adequately enforce our intellectual property rights even in the jurisdictions where we seek protection.

Filing, prosecuting and defending patents on our product candidates in all countries and jurisdictions throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States could be less extensive than those in the United States, assuming that rights are obtained in the United States. In addition, the laws of some foreign countries do not

protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we or our licensors do not pursue and obtain patent protection to develop their own products and further, may export otherwise infringing products to territories where we or our licensors have patent protection, but where the ability to enforce our or our licensors' patent rights is not as strong as in the United States. These products may compete with our products and our intellectual property rights and such rights may not be effective or sufficient to prevent such competition.

The laws of some foreign countries do not protect intellectual property rights to the same extent as the laws of the United States. Patent protection must be sought on a country-by-country basis, which is an expensive and time-consuming process with uncertain outcomes. Accordingly, we or our licensors may choose not to seek patent protection in certain countries, and we will not have the benefit of patent protection in such countries. In addition, the legal systems of some countries, particularly developing countries, do not favor the enforcement of patents and other intellectual property protection, especially those relating to biopharmaceuticals or biotechnologies, and the requirements for patentability differ, in varying degrees, from country to country, and the laws of some foreign countries do not protect intellectual property rights, including trade secrets, to the same extent as federal and state laws of the United States. As a result, many companies have encountered significant problems in protecting and defending intellectual property rights in certain foreign jurisdictions. Such issues may make it difficult for us to stop the infringement, misappropriation or other violation of our intellectual property rights. For example, many foreign countries, including the EU countries, have compulsory licensing laws under which a patent owner must grant licenses to third parties. In addition, many countries limit the enforceability of patents against third parties, including government agencies or government contractors. In these countries, patents may provide limited or no benefit. In those countries, we and our licensors may have limited remedies if patents are infringed or if we or our licensors are compelled to grant a license to a third party, which could materially diminish the value of those patents. This could limit our potential revenue opportunities. Accordingly, our and our licensors' efforts to enforce intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we own or license. Similarly, if our trade secrets are disclosed in a foreign jurisdiction, competitors worldwide could have access to our proprietary information and we may be without satisfactory recourse. Such disclosure could have a material adverse effect on our business. Moreover, our ability to protect and enforce our intellectual property rights may be adversely affected by unforeseen changes in foreign intellectual property laws.

Furthermore, proceedings to enforce our and our licensors' patent rights and other intellectual property rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our or our licensors' patents at risk of being invalidated or interpreted narrowly, could put our or our licensors' patent applications at risk of not issuing and could provoke third parties to assert claims against us or our licensors. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded to us, if any, may not be commercially meaningful, while the damages and other remedies we may be ordered to pay such third parties may be significant. Accordingly, our or our licensors' efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.

Third parties may assert rights to inventions we develop or otherwise regard as our own.

Third parties may in the future make claims challenging the inventorship or ownership of our or our licensors' intellectual property. We have written agreements with collaborators that provide for the ownership of intellectual property arising from our licensing arrangements. These agreements provide that we must negotiate certain commercial rights with such collaborators with respect to joint inventions or inventions made by our collaborators that arise from the results of the arrangement. In some instances, there may not be adequate written provisions to address clearly the allocation of intellectual property rights that may arise from the respective licensing arrangement. If we cannot successfully negotiate sufficient ownership and commercial rights to the inventions that result from our use of a third-party collaborator's materials when required, or if disputes otherwise arise with respect to the intellectual property developed through the use of a collaborator's samples, we may be limited in our ability to capitalize on the full market potential of these inventions. In addition, we may face claims by third parties that our agreements with employees, contractors, or consultants obligating them to assign intellectual property to us are ineffective, or are in conflict with prior or competing contractual obligations of assignment, which could result in ownership disputes regarding intellectual property we have developed or will develop and could interfere with our ability to capture the full commercial value of such inventions. Litigation may be necessary to resolve an ownership dispute, and if we are not successful, we may be precluded from using certain intellectual property and associated products and technology, or may lose our rights in that intellectual property. Either outcome could have a material adverse effect on our business.

In addition, the research resulting in certain of our in-licensed patent rights and technology was funded in part by the United States government. As a result, the United States government has certain rights to such patent rights and technology, which include march-in rights. When new technologies are developed with government funding, the government generally obtains certain rights in any resulting patents, including a non-exclusive license authorizing the government to use the invention or to have others use the invention on its behalf. The government can exercise its march-in rights if it determines that action is necessary because we fail to achieve practical application of the government-funded technology, or because action is necessary to alleviate health or safety needs, to meet requirements of federal regulations, or to give preference to the United States industry. Any exercise by the government of any of the foregoing rights could have a material adverse effect on our business.

We may not identify relevant third-party patents or may incorrectly interpret the relevance, scope or expiration of a third-party patent which might adversely affect our ability to develop and market our products.

We cannot guarantee that any of our patent searches or analyses, including but not limited to the identification of relevant patents, the scope of patent claims or the expiration of relevant patents, are complete or thorough, nor can we be certain that we have identified each and every third party patent and pending application in the United States and abroad that is relevant to or necessary for the commercialization of our product candidates in any jurisdiction.

The scope of a patent claim is determined by an interpretation of the law, the written disclosure in a patent and the patent's prosecution history.

Our interpretation of the relevance or the scope of a patent or a pending application may be incorrect, which may negatively impact our ability to market our products. We may incorrectly determine that our products are not covered by a third-party patent or may incorrectly predict whether a third party's pending application will issue with claims of relevant scope. Our determination of the expiration date of any patent in the United States or abroad that we consider relevant may be incorrect, which may negatively impact

our ability to develop and market our product candidates. Our failure to identify and correctly interpret relevant patents may negatively impact our ability to develop and market our products.

Third parties may assert that our employees or consultants have wrongfully used or disclosed confidential information or misappropriated trade secrets.

We currently employ, and may in the future employ, individuals who were previously employed or worked as an intern at universities or other biotechnology or biopharmaceutical companies, including our competitors or potential competitors. Although we try to ensure that our employees and consultants do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed intellectual property, including trade secrets or other proprietary information, of a former employer or other third parties. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees.

A dispute concerning the infringement or misappropriation of our proprietary rights or the proprietary rights of others could be time consuming and costly, and an unfavorable outcome could harm our business.

There is significant litigation in the biopharmaceutical industry regarding patent and other intellectual property rights. We may from time to time be exposed to litigation by third parties based on claims that our product candidates, technologies or activities infringe the intellectual property rights of others. For example, on September 26, 2025, Factor Biosciences, Inc. ("Factor") filed a complaint against Cellectis S.A., Cellectis, Inc., AZ Ireland, and AZ Holdings B.V. alleging that Cellectis' TALEN-based gene editing technology would infringe certain Factor's patents (the "Factor Patents").

Our success will depend in part on our ability to operate without infringing, misappropriating or otherwise violating the intellectual property and proprietary rights of third parties. Other parties may allege that our or our collaborators' products or product candidates or the use of our or our collaborators' technologies infringe, misappropriate or otherwise violate patent claims or other intellectual property rights held by them or that we or our licensees are employing their proprietary technology without authorization.

If our development activities or development activities of our licensees are found to infringe any such patents or other intellectual property rights , we may have to pay significant damages or seek licenses to such patents or other intellectual property and the patentee could prevent us and our licensees from using the patented inventions. We may need to resort to litigation to enforce a patent issued to us, to protect our trade secrets, or to determine the scope and validity of third-party proprietary rights.

Any intellectual property litigation, regardless of merit and ultimate outcome, could consume substantial resources, including financial and managerial resources. Any adverse ruling or perception of an adverse ruling in defending ourselves against these claims could have a material adverse impact on our cash position. Patent and other types of intellectual property litigation can involve complex factual and legal questions, and their outcome is uncertain.

Any legal action against us or our collaborators could lead to:

- payment of damages to the plaintiff, potentially including treble or punitive damages if we are found to have willfully infringed a party's patent rights;
- payment of damages to our licensees,
- injunctive or other equitable relief that may effectively block our ability to further develop, commercialize, and sell products;
- our or our collaborators being required to obtain a license under third-party intellectual property, and such license may not be available on an exclusive basis, on commercially acceptable terms, or at all; or
- extensive discovery in which our confidential information could be compromised.

Any of these outcomes could have a material adverse impact on our cash position and financial condition and our ability to develop and commercialize our product candidates.

Issued patents covering our product candidates could be found invalid or unenforceable if challenged in court.

If we or one of our licensing partners initiated legal proceedings against a third party to enforce a patent covering our product candidate, the defendant could counterclaim that the patent covering our product candidate is invalid and/or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity and/or unenforceability are commonplace. Furthermore, third parties may petition courts for declarations of invalidity or unenforceability with respect to our patents or individual claims. If successful, such claims could narrow the scope of protection afforded our product candidates and future products, if any. Grounds for a validity challenge include alleged failures to meet any of several statutory requirements, including lack of novelty, obviousness or non-enablement. Grounds for unenforceability assertions include allegations that someone connected with prosecution of the patent withheld relevant information from the USPTO, or made a misleading statement, during prosecution. Third parties may also raise similar claims before administrative bodies in the United States or abroad, even outside the context of litigation. Such mechanisms include re-examination, post grant review and equivalent proceedings in foreign jurisdictions. Such proceedings could result in revocation or amendment of our patents in such a way that they no longer cover our product candidates or competitive products. The outcome following legal assertions of invalidity and unenforceability is unpredictable. With respect to validity, for example, we cannot be certain that there is no invalidating prior art, of which we and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity and/or unenforceability, we would lose at least part, and perhaps all, of the patent protection on our product candidates. Such a loss of patent protection would have a material adverse impact on our business.

We may be unsuccessful in licensing or acquiring intellectual property that may be required to develop and commercialize our product candidates from third parties.

We have rights, through licenses from third parties and under patents that we own, to the intellectual property to develop our product candidates. Because our programs may involve additional product candidates or improved formulations of existing product candidates that may require the use of intellectual property or proprietary rights held by third parties, the growth of our business may

depend in part on our ability to acquire, in-license or use such intellectual property and proprietary rights. We may be unable to acquire or in-license any third-party intellectual property or proprietary rights or to do so on commercially reasonable terms. For example, we sometimes collaborate with academic institutions to accelerate our research or development under written agreements with these institutions. Typically, these institutions provide us with an option to negotiate a license to any of the institution's rights in technology resulting from the collaboration. Regardless of such option, we may be unable to negotiate a license within the specified time frame or under terms that are acceptable to us, and the institution may license such intellectual property rights to third parties, potentially blocking our ability to pursue our development and commercialization plans.

The licensing and acquisition of third-party intellectual property and proprietary rights is a competitive area, and a number of more established companies are also pursuing strategies to license or acquire third-party intellectual property and proprietary rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size and greater capital resources and development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license intellectual property and proprietary rights to us.

If we are unable to successfully acquire or in-license rights to required third-party intellectual property and proprietary rights or maintain the existing intellectual property and proprietary rights we have, we may have to cease development of the relevant the relevant program, product or product candidate, which could have a material adverse effect on our business.

If we fail to comply with our obligations in the agreements under which we license intellectual property rights from third parties or otherwise experience disruptions to our business relationships with our licensors, we could lose license rights that are important to our business.

We are a party to a number of intellectual property license agreements that are important to our business and expect to enter into additional license agreements in the future. Our existing license agreements impose, and we expect that future license agreements will impose, various diligence, milestone payment, royalty and other obligations on us. If we fail to comply with our obligations under these agreements, or we are subject to a bankruptcy, our licensors may have the right to terminate the license, in which event we would not be able to market products or product candidates covered by the license.

In addition, disputes may arise regarding the payment of the royalties or other consideration due to licensors in connection with our exploitation of the rights we license from them. Licensors may contest the basis of payments we retained and claim that we are obligated to make payments under a broader basis. In addition to the costs of any litigation we may face as a result, any legal action against us could increase our payment obligations under the respective agreement and require us to pay interest and potentially damages to such licensors.

In some cases, patent prosecution of our licensed technology is controlled solely by the licensor. If such licensor fails to obtain and maintain patent or other protection for the proprietary intellectual property we license from such licensor, we could lose our rights to such intellectual property or the exclusivity of such rights, and our competitors could market competing products using such intellectual property. In addition, these patents and applications may not be prosecuted and enforced in a manner consistent with the best interests of our business. In that event, we may be required to expend significant time and resources to develop or license replacement technology. If we are unable to do so, we may be unable to develop or commercialize the affected products and product candidates, which could harm our business significantly. In other cases, we control the prosecution of patents resulting from licensed technology. In the event we breach any of our obligations related to such prosecution, we may incur significant liability to our licensing partners. We may also require the cooperation of our licensors to enforce any licensed patent rights, and such cooperation may not be provided. Moreover, we have obligations under these license agreements, and any failure to satisfy those obligations could give our licensor the right to terminate the agreement. Termination of a necessary license agreement could have a material adverse impact on our business.

Disputes may arise regarding intellectual property subject to a licensing agreement, including:

- the scope of rights granted under the license agreement and other interpretation-related issues;
- the basis of royalties and other consideration due to our licensors;
- the extent to which our products, product candidates, technology and processes infringe on intellectual property of the licensor that is not subject to the licensing agreement;
- the sublicensing of patent and other rights under our collaborative development relationships;
- our diligence obligations under the license agreement and what activities satisfy those diligence obligations;
- the ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and our partners; and
- the priority of invention of patented technology.

If disputes over intellectual property that we have licensed from third parties prevent or impair our ability to maintain our current licensing arrangements on acceptable terms, we may be unable to successfully develop and commercialize the affected product candidates.

Risks Related to Human Capital

We depend on key management personnel and attracting and retaining other qualified personnel, and our business could be harmed if we lose key management personnel or cannot attract and retain other qualified personnel.

Our success depends to a significant degree upon the technical skills and continued service of certain members of our management team, including Dr. André Choulika, our co-founder and Chief Executive Officer and Dr. David Sourdive, our co-founder and Executive Vice President CMC and Manufacturing. Although we maintain "key person" insurance policies on the lives of our co-founders, the loss of the services of our co-founders or other key executive officers could have a material adverse effect on us.

Our success also will depend upon our ability to attract and retain additional qualified management, regulatory, medical, and technical executives and personnel. The failure to attract, integrate, motivate, and retain additional skilled and qualified personnel, or to

find suitable replacements upon departures, could have a material adverse effect on our business. We compete for such personnel against numerous companies, including larger, more established companies with significantly greater financial resources than we possess. In addition, failure to succeed in our product candidates' development may make it more challenging to recruit and retain qualified personnel. There can be no assurance that we will be successful in attracting or retaining such personnel and the failure to do so could have a material adverse effect on our business, financial condition, and results of operations.

In order to induce valuable employees to remain at Cellectis, we have provided from time to time free shares and stock options to purchase ordinary shares that vest over time. The value to employees of free shares and stock options that vest over time may be significantly affected by movements in the price of our ordinary shares that are beyond our control, and may at any time be insufficient to counteract more lucrative offers from other companies. In addition, our board's authority to grant equity incentive instruments is subject to an approval of a two-thirds majority of the votes cast of our shareholders. Our shareholders may vote against some or all resolutions giving authority to our board to grant such equity awards.

Risks Relating to Our Status as a Foreign Private Issuer and a French Company

We are limited in our ability to raise additional share capital, which may make it difficult for us to fund our operations.

Under French law, our share capital generally may be increased with the approval of a two-thirds majority of the votes cast of the shareholders present, represented by proxy, or voting by mail at an extraordinary general shareholders' meeting following the recommendation of our board of directors. The shareholders may delegate to our board of directors either the authority (délégation de compétence) or the power (délégation de pouvoir) to carry out any increase in the share capital. Accordingly, our board of directors may be precluded from issuing additional share capital if the prior approval of the shareholders is not duly obtained.

Our By-laws and French corporate law contain provisions that may delay or discourage a takeover attempt.

Provisions contained in our By-laws and French corporate law could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our shareholders. In addition, provisions of French law and our By-laws impose various procedural and other requirements, which could make it more difficult for shareholders to effect certain corporate actions. These provisions include the following:

- a merger (i.e., in a French law context, a stock-for-stock exchange after which our company would be dissolved without being liquidated into the acquiring entity and our shareholders would become shareholders of the acquiring entity) of our company into a company incorporated in the European Union would require the approval of our board of directors as well as a two-thirds majority of the votes cast of the shareholders present, represented by proxy or voting by mail at the relevant meeting;
- a merger of our company into a company incorporated outside of the European Union would require the unanimous approval of our shareholders;
- under French law, a cash merger is treated as a share purchase and would require the consent of each participating shareholder;
- our shareholders have granted and may in the future grant to our board of directors broad authorizations to increase our share capital or to issue additional ordinary shares or other securities (for example, warrants) to our shareholders, the public or qualified investors, which could be used as a possible defense following the launching of a tender offer for our shares;
- our shareholders have preferential subscription rights proportional to their shareholding in our company on the issuance by us of any additional shares or securities giving the right, immediately or in the future, to new shares for cash or a set-off of cash debts, which rights may only be waived by the extraordinary general meeting (by a two-thirds majority vote) of our shareholders or on an individual basis by each shareholder;
- our board of directors has the right to appoint directors to fill a vacancy created by the resignation or death of a director, subject to the ratification by the shareholders of such appointment at the next shareholders' meeting, which prevents shareholders from having the sole right to fill vacancies on our board of directors;
- our board of directors can only be convened by its chairman (and our managing director, if different from the chairman, may request the chairman to convene the board) or, when no board meeting has been held for more than two consecutive months, by directors representing at least one-third of the total number of directors;
- our board of directors meetings can only be regularly held if at least half of the directors attend either physically or by way of videoconference or teleconference enabling the directors' identification and ensuring their effective participation in the board of directors' decisions;
- our shares take the form of bearer securities or registered securities, if applicable legislation so permits, according to the shareholder's choice. Issued shares are registered in individual accounts opened by us or any authorized intermediary (depending on the form of such shares), in the name of each shareholder and kept according to the terms and conditions laid down by the legal and regulatory provisions;
- under French law, a non-French resident as well as any French entity controlled by non-French residents may have to file a declaration for statistical purposes with the Bank of France (Banque de France) following the date of certain direct or indirect investments in us; see the section of this Annual Report titled "Ownership of Shares and ADSs by Non-French Persons";
- approval of at least a majority of the votes cast of the shareholders present, represented by a proxy, or voting by mail at the relevant ordinary shareholders' general meeting is required to remove directors with or without cause;
- advance notice is required for nominations to the board of directors or for proposing matters to be acted upon at a shareholders' meeting, except that a vote to remove and replace a director can be proposed at any shareholders' meeting without notice;
- transfers of shares shall comply with applicable insider trading rules;
- in the event where certain ownership thresholds would be crossed, a number of disclosures should be made by the relevant shareholder in addition to other certain obligations; see the section of this Annual Report titled "Declaration of Crossing of Ownership Thresholds"; and

- pursuant to French law, the sections of the By-laws relating to the number of directors and election and removal of a director from office may only be modified by a resolution adopted by a two-thirds majority of the votes cast of our shareholders present, represented by a proxy or voting by mail at the meeting.

The rights of shareholders in companies subject to French corporate law differ in material respects from the rights of shareholders of corporations incorporated in the United States.

We are a French company with limited liability. Our corporate affairs are governed by our By-laws and by the laws governing companies incorporated in France. The rights of shareholders and the responsibilities of members of our board of directors are in many ways different from the rights and obligations of shareholders in companies governed by the laws of U.S. jurisdictions. For example, in the performance of its duties, our board of directors is required by French law to consider the interests of our company, its shareholders, its employees and other stakeholders, rather than solely our shareholders and/or creditors. It is possible that some of these parties will have interests that are different from, or in addition to, the interests of our shareholders. See the sections of this Annual Report titled "Memorandum and Articles of Association" and "Corporate Governance."

French law may limit the amount of dividends we are able to distribute, and we do not currently intend to pay dividends.

We have never declared or paid any cash dividends on our share capital and do not currently intend to do so for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth. Therefore, holders of our ordinary shares and ADSs are not likely to receive any dividends for the foreseeable future and any increase in value will depend solely upon any future appreciation. Consequently, holders of our equity securities may need to sell all or part of their holdings after price appreciation, which may never occur, as the only way to realize any future gains.

Further, under French law, the determination of whether we have been sufficiently profitable to pay dividends is made on the basis of our statutory financial statements prepared and presented in accordance with standard applicable in France. Please see the section of this Annual Report titled "Memorandum and Articles of Association" for further details on the limitations on our ability to declare and pay dividends. Therefore, we may be more restricted in our ability to declare dividends than companies not based in France.

Our failure to maintain certain tax benefits applicable to French technology companies may adversely affect our results of operations.

As a French technology company, we have benefited from certain tax advantages, including the French research tax credit (Crédit d'Impôt Recherche), or CIR. The CIR is a French tax credit aimed at stimulating research and development. The CIR can be offset against French corporate income tax due and the portion in excess (if any) may be refunded at the end of a three fiscal-year period (or, sooner, in certain cases). The Research tax credit receivables as of December 31, 2025 include the accrual for a French research tax credit related to 2025 for $6.9 million and research tax credit related to previous periods for $20.8 million. The CIR is calculated based on our claimed amount of eligible research and development expenditures in France. The French tax authority with the assistance of the Research and Technology Ministry may audit each research and development program in respect of which a CIR benefit has been claimed and assess whether such program qualifies in their view for the CIR benefit, in accordance with the French tax code (code général des impôts) and the relevant official guidelines.

Furthermore, if the French Parliament decides to eliminate, modify, or reduce the scope of the CIR benefit, which it could decide to do at any time, our results of operations could be adversely affected.

We may be exposed to significant foreign exchange risk, which may adversely affect our financial condition, results of operations and cash flows.

We incur portions of our expenses and may in the future derive revenues in currencies other than the euro, including, in particular, the U.S. dollar. As a result, we are exposed to foreign currency exchange risk as our results of operations and cash flows are subject to fluctuations in foreign currency exchange rates. While we are engaged in hedging transactions to minimize the impact of uncertainty in future exchange rates on cash flows, we may not hedge all of our foreign currency exchange rate risk. In addition, hedging transactions carry their own risks and costs, including the possibility of a default by the counterpart to the hedge transaction. We cannot predict the impact of foreign currency fluctuations, and foreign currency fluctuations in the future may adversely affect our financial condition, results of operations and cash flows.

It is possible that we were a "passive foreign investment company, " or "PFIC", for U.S. federal income tax purposes for 2025, and while it is not clear, we may be a PFIC for the current or future taxable years, which could result in adverse U.S. federal income tax consequences to U.S. investors.

A non-U.S. corporation will be considered a PFIC for any taxable year if either (1) at least 75% of its gross income for such year is passive income or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets during such year) is attributable to assets that produce or are held for the production of passive income. Based on the value and composition of our assets, although not free from doubt, we believe that it is possible that we were a PFIC for U.S. federal income tax purposes for the 2025 taxable year and we may be a PFIC for the current or future taxable years.

Because certain aspects of the PFIC rules are not entirely certain and because this determination is dependent upon a number of factors, there can be no assurance that we were a PFIC for such taxable year or that the IRS will agree with any position we take regarding our PFIC status. Further, no assurances may be given at this time as to our PFIC status for the current or future taxable years. The determination of PFIC status is fact-specific, and a separate determination must be made each taxable year as to whether we are a PFIC (after the close of each such taxable year).

If we are a PFIC for any taxable year during which a U.S. holder holds ADSs, the U.S. holder may be subject to adverse tax consequences, including (1) the treatment of all or a portion of any gain on disposition of the ADSs as ordinary income, (2) the application of an interest charge with respect to such gain and certain dividends and (3) compliance with certain reporting requirements. Each U.S. holder is strongly urged to consult its tax advisor regarding these issues and any available elections to mitigate such tax consequences. See the section titled "Taxation—Material U.S. Federal Income Tax Considerations" in this Annual Report.

We may have to take undesirable actions to avoid being deemed an investment company under the US Investment Company Act of 1940.

We are engaged in the development of therapeutic products based on gene-editing, with a portfolio of allogeneic Chimeric Antigen Receptor T-cell product candidates in the field of immuno-oncology and gene therapy product candidates in other therapeutic indications. Although we do not make speculative investments in third-party companies' securities, from time to time, we have entered into licensing or other commercial agreements for which we have agreed to accept company securities as consideration. We believe we are not an investment company within the meaning of Section 3(a)(1)(C) of the Investment Company Act of 1940, or the US Investment Company Act. However, as a result of these and other investments, volatility in the value of our investments could result in us being deemed an investment company within the meaning of Section 3(a)(1)(C). We will monitor our assets regularly and take all necessary steps in order to seek to ensure that we are not deemed an investment company within the meaning of Section 3(a)(1)(C) or otherwise are required to register as an investment company under the US Investment Company Act in the future. The steps we may need to take could include selling all or part of our investments in those companies or investing in a greater proportion of tangible assets relative to our total assets. Depending on timing and other factors, taking one or more of these steps may serve as a distraction of management's attention from our primary business or may require us to transact at undesirable market prices. If we are unable to take the necessary steps to avoid being inadvertently deemed an investment company or otherwise being required to register under the US Investment Company Act, we would not be able to offer our securities in the United States until we were no longer deemed an investment company under the US Investment Company Act. We could also be subject to other adverse consequences as a result thereof.

As a foreign private issuer, we are exempt from a number of rules under the U.S. securities laws and are permitted to file less information with the SEC than a U.S. company. This may limit the information available to holders of ADSs.

We are a "foreign private issuer," as defined in the SEC's rules and regulations and, consequently, we are not subject to all of the disclosure requirements applicable to public companies organized within the United States. For example, we are exempt from certain rules under the Exchange Act that regulate disclosure obligations and procedural requirements related to the solicitation of proxies, consents or authorizations applicable to a security registered under the Exchange Act, including the U.S. proxy rules under Section 14 of the Exchange Act. In addition, our officers and directors are exempt from the "short-swing" profit recovery provisions of Section 16 of the Exchange Act and, pursuant to an SEC exemptive order, our officers and directors are exempt from the reporting requirements of Section 16 for so long as they make reports (that are publicly available in English) as "persons discharging managerial authority" in accordance with applicable home country law. Moreover, while we currently make annual and quarterly filings with the SEC, we are not required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. domestic public companies and are not required to file quarterly reports on Form 10-Q or current reports on Form 8-K under the Exchange Act. Accordingly, there may be less publicly available information concerning our company than there would be if we were a U.S. domestic issuer.

As a foreign private issuer, we follow certain home country practices in relation to corporate governance matters that differ significantly from Nasdaq corporate governance standards. These practices may afford less protection to shareholders than they would enjoy if we complied fully with Nasdaq's corporate governance standards.

As a foreign private issuer listed on the Nasdaq Global Market, we are subject to Nasdaq's corporate governance standards. However, as a foreign private issuer, Nasdaq's rules permit us to follow the corporate governance practices of France, which differ significantly from certain corporate governance standards of the Nasdaq. For example, neither the corporate laws of France nor our By-laws require a majority of our directors to be independent and our independent directors are not required to hold regularly scheduled meetings at which only independent directors are present. In addition, French governance practice does not require us to maintain a nominating and corporate governance committee or to maintain a compensation committee composed entirely of independent directors. Currently, we follow home country practice in certain key respects. Therefore, our shareholders may be afforded less protection than they otherwise would have under corporate governance listing standards applicable to U.S. domestic issuers. A discussion of our corporate governance practices is set forth in the section titled "Management—Corporate Governance Practices."

We may lose our foreign private issuer status in the future, which could result in significant additional cost and expense.

Based on our determination made on June 30, 2025 (the last business day of our most recently completed second fiscal quarter), we currently qualify as a foreign private issuer. The next determination will be made with respect to us on June 30, 2026.

We will lose our foreign private issuer status if, as of the relevant determination date, more than 50% of our securities are held by U.S. residents and (i) more than 50% of our executive officers or more than 50% of the members of our board of directors are residents or citizens of the United States, (ii) more than 50% of our assets are located in the United States, or (iii) our business is principally administered within the United States.

As of June 30, 2025, approximately 10.9% of our securities were held by persons who were U.S. residents.

The regulatory and compliance costs to us under U.S. securities laws as a U.S. domestic public company would be significantly more than the costs we currently incur as a foreign private issuer.

It may be difficult to enforce civil liabilities against our company and directors and senior management and the experts named in this Annual Report.

Certain members of our board of directors and senior management are not residents of the United States, and all or a substantial portion of our assets and the assets of such persons are located outside the United States. As a result, it may not be possible to serve process on such persons or us in the United States, to obtain jurisdiction over us or our non-U.S. resident senior management and directors in U.S. courts or obtain evidence in France or from French citizen or any individual being resident in France or any officer, representative, agent or employee of a legal person having its registered office or an establishment in a territory of France, in connection with those actions in actions predicated on the civil liability provisions of the US federal securities laws. In addition, it may also not be possible to enforce judgments obtained in U.S. courts against our non-U.S. resident senior management and directors or us based on civil liability provisions of the securities laws of the United States. Additionally, it may be difficult to assert U.S. securities law claims in actions originally instituted outside of the United States. Foreign courts may refuse to hear a U.S. securities law claim because foreign courts may not be the most appropriate forums in which to bring such a claim. Even if a foreign court agrees to hear a claim, it may determine that the law of the jurisdiction in which the foreign court resides, and not U.S. law, is applicable to the claim. Further, if U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly

process, and certain matters of procedure would still be governed by the law of the jurisdiction in which the foreign court resides. In particular, there is some doubt as to whether French courts would recognize and enforce certain civil liabilities under U.S. securities laws in original actions or judgments of U.S. courts based upon these civil liability provisions. In addition, awards of punitive damages in actions brought in the United States or elsewhere may be unenforceable in France. An award for monetary damages under the U.S. securities laws would be considered punitive if it does not seek to compensate the claimant for loss or damage suffered but is intended to punish the defendant. French law provides that a shareholder, or a group of shareholders, may initiate a legal action to seek indemnification from the directors of a company in the company's interest if it fails to bring such legal action itself. If so, any damages awarded by the court are paid to the company and any legal fees relating to such action are borne by the relevant shareholder or the group of shareholders.

The enforceability of any judgment in France will depend on the particular facts of the case as well as the laws and treaties in effect at the time. The United States and France do not currently have a treaty providing for recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters.

Risks Related to Ownership of Our ADSs

Holders of our ADSs do not directly hold our ordinary shares.

Holders of ADSs are not treated as one of our shareholders and do not have ordinary shareholder rights. French law governs shareholder rights. The depositary, through the custodian or the custodian's nominee, is the holder of the ordinary shares underlying all ADSs. Holders of ADSs have only ADS holder rights. Among other things, ADS holder rights do not provide for double voting rights, which otherwise would be available to holders of ordinary shares held in a shareholders' name for a period of at least two years. A double voting right is attached to each registered share which is held in the name of the same shareholder for at least two years. The deposit agreement among us, the depositary and purchasers of ADSs in the U.S. offering, as an ADS holder, and all other persons directly and indirectly holding ADSs, sets out ADS holder rights, as well as the rights and obligations of us and the depositary.

Holders of our ADSs may not be able to exercise their right to vote the ordinary shares underlying such ADSs.

Holders of ADSs may exercise voting rights with respect to the ordinary shares represented by the ADSs only in accordance with the provisions of the deposit agreement and not as a direct shareholder. The deposit agreement provides that, upon receipt of notice of any meeting of holders of our ordinary shares, the depositary will fix a record date for the determination of ADS holders who shall be entitled to give instructions for the exercise of voting rights. Upon timely receipt of notice from us, if we so request, the depositary shall distribute to the holders as of the record date (1) the notice of the meeting or solicitation of consent or proxy sent by us and (2) a statement as to the manner in which instructions may be given by the holders.

Holders of ADSs may instruct the depositary of the ADSs to vote the ordinary shares underlying such ADSs. Otherwise, holders of our ADSs will not be able to exercise their right to vote, unless they withdraw the ordinary shares underlying such ADSs. However, holders of our ADSs may not know about the meeting far enough in advance to withdraw those ordinary shares. If we ask for instructions, the depositary, upon timely notice from us, will notify holders of our ADSs of the upcoming vote and arrange to deliver our voting materials to such holders. We cannot guarantee that holders of our ADSs will receive the voting materials in time to ensure that they can instruct the depositary to vote such ordinary shares or to withdraw such ordinary shares so as to vote them directly. If the depositary does not receive timely voting instructions from holders of our ADSs, it may give a proxy to a person designated by us to vote the ordinary shares underlying such ADSs in accordance with the recommendation of our board of directors. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. This means that holders of our ADSs may not be able to exercise their right to vote, and there may be nothing such holders can do if the ordinary shares underlying such ADSs are not voted as requested.

The rights of shareholders in companies subject to French corporate law differ in material respects from the rights of shareholders of corporations incorporated in the United States.

We are French *société anonyme* with our registered office in France. Our corporate affairs are governed by our By-laws and by the laws governing companies incorporated in France. The rights of shareholders and the responsibilities of members of our board of directors are in many ways different from the rights and obligations of shareholders in companies governed by the laws of U.S. jurisdictions. For example, in accordance with French law, while a double voting right is attached to each ordinary share which is held in registered form in the name of the same shareholder for at least two years, ordinary shares deposited with the depositary will not be entitled to double voting rights. Therefore, holders of ADSs who wish to obtain double voting rights will need to surrender their ADSs, withdraw the deposited shares, and take the necessary steps to hold such ordinary shares in registered form in the holder's name for at least two years. See "Item 16G —Corporate Governance".

The right of holders of our ADSs to participate in any future preferential subscription rights or to elect to receive dividends in shares may be limited, which may cause dilution to holders of ADSs; Our preferred shares may cause further dilution.

According to French law, if we issue additional shares or securities for cash, current shareholders will have preferential subscription rights for these securities proportionally to their shareholding unless they waive those rights at an extraordinary meeting of our shareholders (by a two-thirds majority vote) or individually by each shareholder. However, our ADS holders in the United States will not be entitled to exercise or sell such rights unless we register the rights and the securities to which the rights relate under the Securities Act or an exemption from the registration requirements is available. In addition, the deposit agreement for our ADSs provides that the depositary will not make rights available to holders of our ADSs unless the distribution to ADS holders of both the rights and any related securities are either registered under the Securities Act or exempted from registration under the Securities Act. Further, if we offer holders of our ordinary shares the option to receive dividends in either cash or shares, the depositary may require satisfactory assurances from us that extending the offer to holders of ADSs does not require registration of any securities under the Securities Act before making the option available to holders of ADSs. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. Accordingly, ADS holders may be unable to participate in our rights offerings or to elect to receive dividends in shares and may experience dilution in their holdings and may receive no value for these rights.

Our Class A Preferred Shares and our Class B Preferred Shares are entitled to the benefit of a preferential distribution right in the event of a liquidation of the Company, which could cause substantial dilution and have an adverse effect on the value of our ordinary shares. In addition, our Class A Preferred Shares and our Class B Preferred Shares are convertible, in whole or in part, at their holder's option, into ordinary shares of the Company in accordance with, and subject to the limitations set forth in, our By-laws. Such conversion of our Class A Preferred Shares and our Class B Preferred Shares could result in significant dilution to our shareholders. For more information on our Class A Preferred Shares and our Class B Preferred Shares, see Exhibit 2.3 to this Annual Report, which is incorporated by reference herein.

Holders of our ADSs may be subject to limitations on the transfer of such ADSs and the withdrawal of the underlying ordinary shares.

ADSs, which may be evidenced by American Depositary Receipts, or ADRs, are transferable on the books of the depositary. However, the depositary may close its books at any time or from time to time when it deems expedient in connection with the performance of its duties. The depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary think it is advisable to do so because of any requirement of law, government or governmental body, or under any provision of the deposit agreement, or for any other reason subject to an ADS holders' right to cancel such ADSs and withdraw the underlying ordinary shares. Temporary delays in the cancellation of such ADSs and withdrawal of the underlying ordinary shares may arise because the depositary has closed its transfer books or we have closed our transfer books, the transfer of ordinary shares is blocked to permit voting at a shareholders' meeting or we are paying a dividend on our ordinary shares. In addition, holders of our ADSs may not be able to cancel such ADSs and withdraw the underlying ordinary shares when such holders owe money for fees, taxes and similar charges and when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to ADSs or to the withdrawal of ordinary shares or other deposited securities.

The market price for our ADSs may be volatile or may decline regardless of our operating performance.

The trading price of the ADSs has fluctuated, and is likely to continue to fluctuate, substantially. Since the ADSs were sold in our initial public offering in March 2015 at a price of $41.50 per share, the price per ADS has ranged as low as $0.97 and as high as $47.66 through March 11, 2026. The market price of the ADSs may fluctuate significant in response to numerous factors, including those described in this "Risk Factors" section, many of which are beyond our control. The market price and demand for our ADSs may also fluctuate substantially, regardless of our actual operating performance, which may limit or prevent holders from readily selling their ADSs and may otherwise negatively affect the liquidity of our capital shares.

Share ownership is concentrated in the hands of our principal shareholders and management, who will continue to be able to exercise substantial influence on us.

Our executive officers, directors, current 5% or greater shareholders and affiliated entities beneficially own approximately 35% of our ordinary shares outstanding (including those underlying our ADSs, but excluding shares that may be acquired upon exercise of stock options or warrants, or upon the conversion of preferred shares) as of December 31, 2025. In particular, AZ Holdings is our single largest shareholder. As of December 31, 2025, considering the ordinary shares held by AZ Holdings as well as all Class A Preferred Shares, which AZ Holdings has the right to acquire within the next 60 days, AZ Holdings, AZ Holdings beneficially owns approximately 32% of our ordinary shares. As of December 31, 2025, considering the ordinary shares held by AZ Holdings and giving effect to the conversion of all Class A Preferred Shares and Class B Preferred Shares without regarding for when they may first be converted, AZ Holdings would beneficially own approximately 44% of our ordinary shares. As of December 31, 2025, AZ Holdings may exercise voting power with respect to approximately 40% of the voting rights outstanding with respect to our share capital (inclusive of (i) the ordinary shares held by AZ Holdings, and (ii) the voting rights of the Class A Preferred Shares, which vote together with our ordinary shares).

As a result, these shareholders have significant influence over all matters that require approval by our shareholders, including the election of directors and approval of significant corporate transactions. Corporate action might be taken even if other shareholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other shareholders may view as beneficial.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Our legal name is Cellectis SA and our commercial name is Cellectis. We were incorporated as a société anonyme, or S.A., under the laws of the French Republic on January 4, 2000 for a period of 99 years. We are registered at the Paris Registre du Commerce et des Sociétés under the number 428 859 052. Our principal executive offices are located at 8, rue de la Croix Jarry, 75013 Paris, France, and our telephone number is +33 1 81 69 16 00. Our agent for service of process in the United States is Cellectis, Inc. located at 430 East 29th Street, New York, New York 10016. We also maintain a website at www.cellectis.com. The reference to our website is an inactive textual reference only and the information contained in, or that can be accessed through, our website is not a part of this Annual Report.

Our capital expenditures related to tangible and intangible assets for the years ended December 31, 2023, 2024, and 2025 together amounted to $1.1 million, $3.9 million, and $3.5 million respectively. These expenditures primarily consisted of the acquisitions of industrial and laboratory equipment and fittings required to conduct our research programs, the improvements of Cellectis' sites and investments in connection with the construction of our new manufacturing facilities in Paris and in the United States. We expect our capital expenditures to increase in absolute terms in the near term as we continue to advance our research and development programs and grow our operations. We anticipate our capital expenditure in 2026 to be financed from our cash and cash equivalents on hand. Primarily, these capital expenditures will be made both in France and in the United States, where our research and development facilities are currently located.

The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. For information on the SEC's website and our website, please refer to "Item 10.H. Documents on Display".

Business 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, or 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, or CARs, seek to harness the power of the immune system to target and eradicate cancer cells. 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 production of allogeneic 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 certain 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 therapy product candidates for genetic diseases.

Cancer is the second-leading cause of death in the United States and accounts for around one in four deaths. Immuno-oncology seeks to harness the power of the body's immune system to target and kill cancer. A key to this effort is a type of white blood cell known as the T-cell, which plays an important role in identifying and killing cancer cells. Unfortunately, cancer cells often develop mechanisms to evade the immune system. CARs, which are engineered receptors that can be expressed on the surface of T-cells, provide the T-cells with a specific targeting mechanism, thereby enhancing its ability to seek, identify, interact with and destroy tumor cells bearing a selected antigen. Research and development of CAR T-cell immunotherapies currently focuses on two approaches: autologous and allogeneic therapies. Autologous CAR T-cell immunotherapies modify a patient's own T-cells to target specific antigens that are located on cancer cells. This type of therapy requires an individualized immunotherapy product for each patient and is currently being tested in clinical trials by several academic institutions, and biotechnology and pharmaceutical companies. In contrast, an allogeneic CAR T-cell immunotherapy is an approach by which a cancer patient is infused with a mass-produced, off-the-shelf immunotherapy product derived from a healthy T-cell donor. Our initial focus is on developing allogeneic treatments, and we believe that we are the leading company pursuing this approach.

Limitations of Current Autologous Treatments and Key Benefits of our UCART approach

Many of the CAR T-cell immunotherapy treatments currently under development are created through an autologous approach in which the patient's own T-cells are engineered to fight cancer cells. Part of our scientific basis for pursuing allogeneic approaches rests in the recognized limitations of autologous approaches, including:

- Autologous treatments must be specifically manufactured for each patient and the resulting engineered cells may have different properties due to significant patient-to-patient variability in the quality of the T-cells;
- Autologous treatments can bear high costs due to the necessity of producing a bespoke treatment for each patient and the effort consumed in modifying and growing each patient's T-cells; and
- At this time, autologous treatments cannot be mass produced, may involve significant delay in production time if the number of patients exceeds the number of productions that can be made in parallel, and require patients be treated at select advanced facilities.

Although some autologous approaches to CAR T-cell have demonstrated encouraging clinical data, we believe our CAR-T approach and manufacturing process has the potential to provide the following benefits:

- Market access. Enable products to be shipped globally, thereby reducing deployment obstacles and providing accessibility to a broad patient population;
- Cost-effectiveness and Scalable Manufacturing. Streamlined manufacturing process has the potential to reduce costs, with potentially hundreds of doses per batch;
- Novel Features. Develop products with specific safety and control properties, through a CAR linked to a "suicide switch—a molecular trigger designed to initiate programmed cell death;
- Safety. Avoid graft-versus-host disease (GvHD) through the inactivation of the T-cell receptor (TCR), which is responsible for T-cells' recognition of non-self antigens; and
- Persistence. Manage rejection and persistence of the UCART product candidate, through the option to inactivate CD52 or beta2- microglobulin (ß2M) genes respectively.

A key enabler of the allogeneic approach is our gene editing technology, relying on a particular class of proteins derived from transcription activator-like effectors fused to the nuclease domain of a type II restriction endonuclease (TALEN). Gene editing is a type of genetic engineering in which DNA is inserted, deleted, repaired or replaced from a precise location in the genome. The most fundamental challenge of gene editing is the need to specifically and efficiently target a precise DNA sequence within a gene. Our proprietary nuclease-based gene-editing technologies, combined with 25 years of genome engineering experience, allow us to edit any gene with highly precise insertion, deletion, repair and replacement of DNA sequences. Our nucleases, including TALEN, act like DNA scissors to edit genes at precise target sites and allow us to design allogeneic CAR T-cells. Our patented PulseAgile electroporation technology allows us to efficiently deliver our clinical grade nucleases into human cells while preserving cell viability, making it particularly well-suited for a large-scale manufacturing process. We believe these technologies will enable our clinical-grade drug therapeutic products to be manufactured, cryopreserved, stored, distributed broadly and infused into patients in an off-the-shelf approach.

Our candidate products

We are directly developing product candidates internally and have also entered into licensing relationships with AstraZeneca, Allogene, and Servier. We believe that our agreements with AstraZeneca, Allogene and Servier have validated our technology platform, our strong expertise in the allogeneic CAR T-cells field, and in the field of gene editing and our intellectual property portfolio.

Under the AZ JRCA (as defined below), AZ Ireland has an exclusive right over certain therapeutic targets to pursue the development and commercialization of products for a total of up to 10 selected candidate products.

Under the License, Development and Commercialization Agreement dated March 6, 2019, between Servier and us, and as amended on March 4, 2020 (as so amended, the "Servier License Agreement"), Servier has an exclusive (subject to the arbitral tribunal's decision) worldwide license to develop and commercialize gene-edited allogeneic CAR T-cell products targeting CD19, including ALLO-501A, in the field of anti-tumor adoptive immunotherapy (Allogene's product candidate developed pursuant to a sublicense by Servier to Allogene). The exclusive rights for the development and commercialization of CD19 Products in the United States, European Union and United Kingdom have been sublicensed by Servier to Allogene. As a result of our arbitration with Servier, the arbitral tribunal ordered the termination of the Servier License Agreement with respect to UCART19 V1 - the first version of the UCART19 Product, and provided that Cellectis shall, at Allogene's request, engage in good faith negotiations regarding the grant of a direct license over the UCART19 V1 Product.

Under the License Agreement dated March 8, 2019 between Allogene and us (the "Allogene License Agreement"), Allogene has exclusive rights to pursue development and commercialization of products for a total of fifteen selected targets, including CD70 (targeted by the Allogene's product candidate named "ALLO-316").

We also have a research collaboration and exclusive worldwide license agreement with Iovance Biotherapeutics, Inc. ("Iovance"), under which Iovance is licensed under our TALEN technology to develop tumor infiltrating lymphocytes (TIL) genetically edited for therapeutic use in several cancer indications.

For more information about these licensing relationships, see "Item 4. Information on the Company—B. Business Overview—Our Licensing Relationships."

Historical Overview – Product Candidates Being Developed Pursuant to Licenses

AstraZeneca

Under the AZ JRCA, AZ Ireland has an exclusive right over certain therapeutic targets to pursue the development and commercialization of products for a total of up to 10 selected candidate products.

UCART19 V1 or ALLO-501

In 2016, Servier commenced two Phase 1 clinical studies for the first version of UCART19, one in adult Acute Lymphoblastic Leukemia (ALL), referred to as the CALM study, and one in pediatric ALL, referred to as the PALL study. We refer in this Annual Report to the CALM and the PALL Studies, collectively as the UCART19 Studies.

In November 2020, the Phase 1 of the UCART19 Studies were completed. Servier has informed us that no additional patients are planned for enrollment.

In January 2019, Allogene announced, in collaboration with Servier, that the FDA approved the Investigational New Drug (IND) for a Phase 1 clinical study for ALLO-501, in relapsed or refractory Non-Hodgkin Lymphoma (NHL), which is referred to as the "ALPHA Study". The ALLO-501 candidate product is UCART19 V1.

On December 15, 2025, the Arbitral Tribunal decided the termination of the Servier License Agreement with respect to UCART19 V1 / ALLO-501.

Cemacabtagene ansegedleucel or cema-cel (previously known as ALLO-501A)

In February 2020, Allogene announced that the FDA had approved the IND for a Phase 1/2 clinical study for ALLO-501A in NHL, which is referred to as the "ALPHA2 Study". The ALLO-501A candidate product was created to omit the rituximab recognition domains originally added in ALLO-501, allowing for use in NHL patients with recent rituximab exposure.

In February 2021, Allogene announced that the FDA had granted fast track designation to ALLO-501A for relapsed or refractory (r/r) diffuse large B cell lymphoma (LBCL), and in June 2022, Allogene announced that the FDA granted Regenerative Medicine Advance Therapy (RMAT) designation to ALLO-501A in r/r LBCL.

In October 2021, Allogene announced that the FDA had placed a hold on all Allogene's CAR T clinical trials based on a report of a chromosomal abnormality detected post-Allo CAR T administration in a single patient treated with ALLO-501A in the ALPHA2 Study. In January 2022, Allogene announced that the FDA removed the clinical hold on all of its AlloCAR T clinical trials.

In October 2022, Allogene announced the initiation of the pivotal Phase 2 clinical trial of ALPHA2 trial in patients with r/r LBCL. Allogene also announced that it was in the process of initiating the EXPAND trial, which is a separate potentially registration trial for ALLO-647—Allogene's anti-CD52 monoclonal antibody. Allogene has stated that, assuming favorable outcomes and subject to FDA discussions, Allogene plans to seek FDA approval of ALLO-501A and ALLO-647 on the basis of the ALPHA2 trial and the EXPAND companion trial.

In January 2024, Allogene announced it will focus on the development of its investigational product *cemacabtagene ansegedleucel*, or cema-cel (previously known as ALLO-501A), as part of a first line treatment plan for newly diagnosed and treated LBCL patients who are likely to relapse and need further therapy (ALPHA3 pivotal Phase 2 clinical trial). As a result, Allogene announced it will deprioritize the then enrolling third line (3L) LBCL ALPHA2 and EXPAND trials.

Furthermore, Allogene announced a new Phase 1b ALPHA2 cohort of up to 40 relapsed/refractory chronic lymphocytic leukemia/small lymphocytic lymphoma (CLL/SLL) patients to be treated with the investigational product cema-cel. In November 2024, Allogene announced its decision to discontinue enrollment in its Phase 1b CLL/SLL cohort of the ALPHA2 clinical trial.

In August 2025, Allogene announced that it had selected standard fludarabine and cyclophosphamide (FC) as the lymphodepletion regimen to be used in its ALPHA3 study. The arm testing FC plus ALLO-647 (FCA), is now closed to further enrollment. According to Allogene, this decision, to close enrollment of the FCA arm, which was made ahead of the scheduled futility analysis, was prompted by a Grade 5 adverse event in that FCA arm that was 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.

In March 2026, Allogene announced that the interim futility analysis evaluating MRD clearance and early safety results of the randomized Phase 2 ALPHA3 trial of cema-cel is planned for April 2026. According to Allogene, ALPHA3 is the first study designed to test whether early, MRD-guided consolidation with cema-cel can prevent recurrence of large B-cell lymphoma (LBCL).

ALLO-316

In December 2020, Allogene announced that the FDA had approved the IND for a Phase 1 clinical study for ALLO-316, in Renal Cell Carcinoma (RCC), which is referred to as the "TRAVERSE Study." ALLO-316 is a gene-edited allogeneic CAR T-cell product targeting CD70 and is licensed to Allogene pursuant to the Allogene License Agreement.

In October 2021, Allogene announced that the FDA had placed a hold on all Allogene's AlloCAR T clinical trials based on a report of a chromosomal abnormality detected post-Allo CAR T administration in a single patient treated with ALLO-501A in the ALPHA2 study. In January 2022, Allogene announced that the FDA removed the clinical hold on all of its AlloCAR T clinical trials.

In March 2022, Allogene announced that the FDA granted fast track designation to ALLO-316, and in October 2024, Allogene announced having received FDA Regenerative Medicine Advanced Therapy (RMAT) designation.

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.

Allogene - Other Programs

Allogene disclosed additional preclinical programs in its pipeline under license, including ALLO-213, which targets DLL3 for the treatment of small cell lung cancer and neuroendocrine tumors, and ALLO-182, which targets Claudin 18.2 for the treatment of gastric and pancreatic cancer.

Historical Overview – UCART Product Candidates We Are Developing

Lasme-cel (previously known as UCART22)

In April 2018, we submitted an IND application with respect to a proposed Phase 1/2 study to be conducted in relapsed or refractory B-cell Acute Lymphoblastic Leukemia (r/r B-ALL). In May 2018, the FDA approved the IND, and the first patient was dosed in November 2019 at MD Anderson Cancer Center (Houston, Texas).

The pivotal Phase 2 for lasme-cel was initiated in the fourth quarter 2025. We refer in this Annual Report to this study as the BALLI-01 Study or UCART22 Study.

Eti-cel (previously known as UCART20x22)

In June 2022, we submitted an IND application with respect to a proposed Phase 1/2a study to be conducted in relapsed or refractory B-Cell Non-Hodgkin's Lymphoma (B-NHL). In August 2022, the FDA approved the IND, and the trial is enrolling patients. We refer in this Annual Report to this study as the NATHALI-01 Study.

Calyxt

Until July 2017, we fully owned Calyxt, Inc. Calyxt, through which our former Plants segment was carried out, was operating as a plant-based synthetic biology company that leveraged its proprietary technology to engineer plant metabolism to produce innovative, high-value, and sustainable materials and products for use in helping customers meet their sustainability targets and financial goals.

As of February 28, 2023, Cellectis owned approximately 48.6%, of Calyxt's common stock. On January 13, 2023, Calyxt and Cibus entered into the Merger Agreement, pursuant to which, subject to the terms and conditions thereof, Calyxt and Cibus would merge in an all-stock transaction. Following the closing of the Merger, Cellectis' equity interest in Cibus was reduced to 2.9% as of June 1, 2023, after the closing of the merger, which resulted in Cellectis losing control of Cibus. Subsequently, Cellectis sold in full its remaining equity in Cibus.

Our Strategy

Our strategy is to leverage the transformative potential of our unique gene-editing technologies and expertise through our cell therapy platform.

The key elements of our strategy are to:

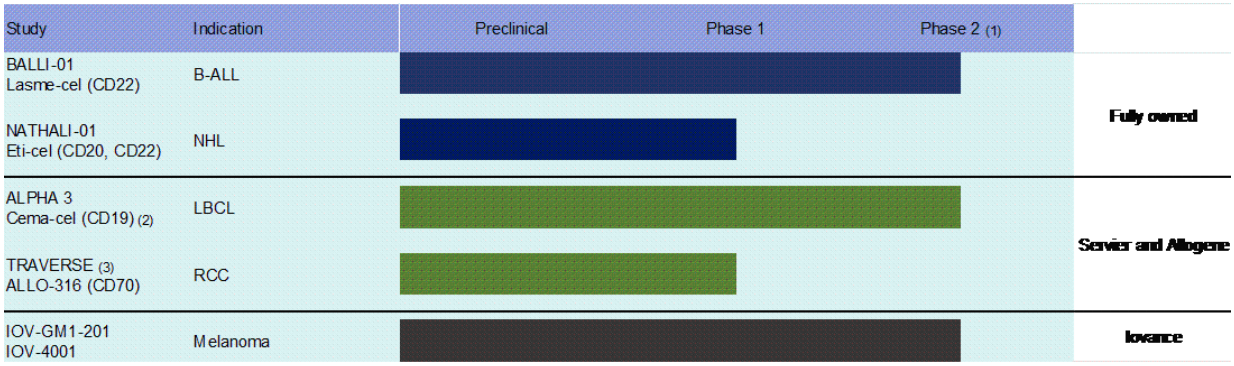
- **Advance our self-owned allogeneic UCART portfolio** of product candidates up to the Biologics License Application (BLA) and commercialize them;
- **Continue to utilize our self-owned manufacturing network** to produce commercial-grade UCART products for clinical use, as well as critical raw and starting materials of the UCART product candidates;

- **Structure a commercial launch plan** for our self-owned product candidates;
- Continue the research and development of our gene therapy programs.

UCART Pipeline

We are developing a series of product candidates for advanced hematologic cancers. Our lead immuno-oncology product candidates, which we refer to as Universal CAR T-cells (UCARTs), are allogeneic CAR T-cells engineered to be used as an "off-the-shelf" treatment. Each UCART product candidate is designed to target selected antigen(s) expressed on tumor cells and bears specific engineered attributes, such as inhibition of alloreactivity and compatibility with specific medical regimens that cancer patients may undergo. UCART is the first therapeutic product line that we are developing with our gene-editing platform to address unmet medical needs in oncology. We are focusing our initial internal pipeline in the hematologic cancer space, targeting diseases with high unmet needs such as ALL and NHL.

The following chart highlights our and our licensees' most advanced product candidates in clinical development:



(1) Phase 3 may not be required if Phase 2 is registrational. According to Allogene, ALPHA3 is a pivotal Phase 2 trial.

(2) cemacabtagene ansegedleucel has been developed under a collaboration agreement between Servier and Allogene based on an exclusive license granted by Cellectis to Servier. Servier grants to Allogene exclusive rights to cemacabtagene ansegedleucel in the U.S., EU and UK. The ALPHA3 study targets Large B-Cell Lymphoma (LBCL).

(3) ALLO-316 utilizes TALEN® gene-editing technology pioneered and owned by Cellectis. Allogene has an exclusive license to the Cellectis technologies for allogeneic products directed at the CD70 target. Allogene holds global development and commercial rights for this investigational candidate.

Definitional key to the above table: B-ALL. B-cell Acute Lymphoblastic Leukemia; NHL. Non-Hodgkin's Lymphoma; LBCL. Large B-Cell Lymphoma; RCC. Renal Cell Carcinoma.

Targeted Indications

r/r Acute Lymphoblastic Leukemia (ALL)

ALL is a heterogeneous hematologic disease characterized by the proliferation of immature lymphoid cells in the bone marrow, peripheral blood, and other organs. The proliferation and accumulation of blast cells in the marrow results in suppression of hematopoiesis and, thereafter, anemia, thrombocytopenia, and neutropenia. Extramedullary accumulations of lymphoblasts may occur in various sites, especially the meninges, gonads, thymus, liver, spleen, or lymph nodes. Data from the Surveillance, Epidemiology, and End Results (SEER) database have shown an age-adjusted incidence rate of ALL in the United States of 1.9 per 100,000 individuals per year, with approximately 6,100 new cases and 1,400 deaths estimated in 2025. The median age at diagnosis for ALL is 17 years with 53% of patients diagnosed at younger than 20 years of age. In contrast, 29% of cases are diagnosed at 45 years or older and only 14% of patients are diagnosed at 65 years or older. ALL represents 75% to 80% of acute leukemia among children, making it the most common form of childhood leukemia; by contrast, ALL represents approximately 20% of all leukemia among adults. The cure rates and survival outcomes for patients with ALL have improved dramatically over the past several decades, primarily among children. Improvements are largely owed to advances in the understanding of the molecular genetics and pathogenesis of the disease, the incorporation of risk-adapted therapy, and the advent of new targeted agents. Despite great progress in the development of curative therapies, ALL remains a leading cause of pediatric cancer-related mortality for patients presenting with a relapsed or refractory disease. New therapies are needed to overcome chemotherapy resistance and reduce non-specific treatment associated side effects.

r/r Non-Hodgkin Lymphoma (NHL)

NHL is a heterogeneous disease resulting from the malignant transformation of lymphocytes with distinctive morphologic, immunophenotypic, genetic, and clinical features. NHL is more common than the other general type of lymphoma, Hodgkin lymphoma (HL). In 2025, there were 80,350 estimated new cases with 19,390 estimated deaths. In 2022, there were an estimated 835,496 people living with NHL in the United States. The median age at onset is 68 years, and only 10% of patients are younger than 45 years of age at diagnosis. Many different subtypes of non-Hodgkin's lymphoma exist. The most common NHL subtypes include diffuse large B-cell lymphoma (DLBCL) and follicular lymphoma (FL).

Renal Cell Carcinoma (RCC)

RCC is the most common subtype of renal cancer. Approximately 81,800 new cases of renal cell carcinoma are estimated to be diagnosed in the United States and 14,890 deaths are estimated in 2023, according to the American Cancer Society. The five-year survival rate for patients with advanced kidney cancer is less than 15%. Systemic therapy (including immunotherapy and molecularly targeted agents), surgery, and radiation therapy all may have a role in the treatment paradigm depending on the extent of disease, sites

of involvement, and patient-specific factors. While vascular endothelial growth factor (VEGF)-directed therapies (e.g. sunitinib) represented a first-line standard for over a decade, these therapies have been quickly supplanted by combination therapies incorporating PD-1 immune-checkpoint inhibition as the backbone.The combination of VEGF and immune check-point inhibitors, such as axitinib and pembrolizumab, respectively, is often used in the first line setting and has shown a median progression-free survival of 15.1 months with an ORR of 59.3% and CR rate of 5.8%. Patients who progress on immune checkpoint-based combination therapies can be treated with agents including cabozantinib, lenvatinib with everolimus, tivozanib, belzutifan or other therapies.

Lasme-cel for B-ALL

Lasme-cel is an allogeneic engineered T-cell product candidate designed for the treatment of CD22-expressing hematologic malignancies and is currently being developed for the treatment of B-ALL.

Product Features

Lasme-cel is an allogeneic engineered T-cell product candidate intended for the treatment of CD22-expressing hematologic malignancies. Lasme-cel is designed to become active, proliferate, secrete cytokines and kill CD22 expressing cells (i.e. either CD22 positive tumor cells or non-malignant CD22-positive B lineage cells). Lasme-cel bears a CAR targeting the CD22 antigen, providing specificity for CD22 expressing cells. As with all UCART products, lasme-cel lacks the TCR and is intended to be used in an allogeneic context. In addition, lasme-cel has undergone the suppression of the CD52 gene in order to potentially induce resistance to an anti-CD52 monoclonal antibody, such as alemtuzumab, as part of the preconditioning.

Lasme-cel activity could potentially lead to eradication of CD22-expressing cancer cells through T-cell mediated killing, pro-inflammatory cytokine production as well as CAR T-cell amplification.

Clinical Development Status

The BALLI-01 Study is an open-label, Phase 1/2, single arm, multicenter clinical trial designed to evaluate the safety, expansion, persistence, and clinical activities of lasme-cel in patients with r/r ALL. This trial is a dose-escalation and expansion study for UCART22 with 4 separate dose cohorts currently. The primary endpoints are to assess the safety and tolerability of Universal Chimeric Antigen Receptor T-cells targeting CD22 administered to patients with r/r B-ALL and to determine the MTD and/or Recommended Phase 2 Dose (RP2D) of lasme-cel in patients with relapsed or refractory B-cell Acute Lymphoblastic Leukemia (r/r B-ALL). Secondary objectives/endpoints include assessing the efficacy of lasme-cel (rate of objective response) in relapsed or refractory B-ALL patients, and minimal residual disease (MRD)+ B-ALL patients; assessment of the duration of response, time to response, progression-free survival, and overall survival, MRD negative rate, and evaluating the pharmacokinetic and pharmacodynamic profile of alemtuzumab. An optimal dose of lasme-cel will be recommended for the expansion phase.

In October 2025, we announced the completion of the phase 1 meeting with the FDA, and the initiation of the pivotal phase 2 of the BALLI-01 Study during the fourth quarter 2025.

As of the date of this Annual Report, Cellectis continues to focus on the enrollment of patients in the BALLI-01 Study with lasme-cel product candidate that has been fully manufactured in-house at its facility in Raleigh, North Carolina.

The FDA and the European Commission have granted Orphan Drug Designation (ODD) status to lasme-cel for the treatment of ALL and the FDA has granted Rare Pediatric Disease Designation (RPDD) status to lasme-cel.

Clinical Findings

In December 2022, we presented positive preliminary clinical data from the Phase 1 BALLI-01 Study at a Live Webcast during the American Society of Hematology annual meeting. These data were from five patients who received lasme-cel at DL3 ($5x10^6$ cells/kg) after lymphodepletion with FCA. No dose limiting toxicities were reported and no Grade 2 or higher CRS, ICANS or adverse events of special interest were observed. Evidence of lasme-cel anti-tumor activity was observed in 60% (n=3) of the five patients at: (i) a patient experienced a durable minimal residual disease (MRD) negative complete response with incomplete count recovery (CRi) that continued beyond 6 months as of December 2022, (ii) a patient experienced an MRD negative complete response (CR) that continued beyond Day 56 as of December 2022, and (iii) patient experienced a morphologic leukemia-free state (MLFS) that continued beyond Day 84. All three of the responders failed multiple lines of prior therapy including multiagent chemotherapy, CD19- directed autologous CAR T cell therapy, and allogeneic stem cell transplant. Additionally, the patient with the MRD negative CR also failed both prior blinatumomab (a CD19-directed bi-specific antibody) and inotuzumab (a CD22-directed antibody-drug conjugate), while the two additional responders failed venetoclax based regimens.

In December 2023, we presented updated data of the Phase I BALLI-01 clinical trial at the American Society of Hematology Annual Meeting, including the following data:

- *In vitro* comparability studies suggested that the new process used by Cellectis to manufacture in-house lasme-cel ("UCART22 P2") is more potent than the process used by external CDMO to manufacture lasme-cel ("UCART22 P1"). As of July 1, 2023, three patients were enrolled into the first UCART22 P2 cohort at dose level 2.
- UCART22 P2 was administered after fludarabine, cyclophosphamide, and alemtuzumab (FCA) lymphodepletion regimen and was well tolerated. No DLTs or ICANS was observed, and the CRS observed was grade 1 or 2.
- There was a higher preliminary response rate (67%) at dose level 2 with UCART22 P2 compared to 50% at dose level 3 (5 million cells/kg) with UCART22 P1.
- UCART22 expansion was observed in the responding patients and correlated with increases in serum cytokines and inflammatory markers.

In October 2025, we provided clinical data from the Phase 1 BALLI-01 study of lasme-cel for transplant ineligible patients with r/r B-ALL in the third line or beyond:

- Efficacy: ORR of 68% with lasme-cel Process 2 (n=22), 83% at RP2D (n=12) and 100% in the target Phase 2

population (n=9);

- Safety: in Phase 1 (n=40), lasme-cel was generally well-tolerated (including 1 case of grade 2 IEC-HS which resolved);
- Durability: in patients who achieved MRD-negative CR/CRi, median OS was 14.8 months;
- In the target Phase 2 population, CR/CRi rate of 56% with ~80% of patients achieving MRD-negative status;
- In the target Phase 2 population, 100% patients became transplant eligible with 78% proceeding to transplant;
- Among 11 patients previously treated with all 3 targeted therapies (inotuzumab, blinatumomab, and CD19 CAR-T), 8 responded and 7 achieved MRD-negative status.

Eti-cel for NHL

Eti-cel is an allogeneic engineered T-cell product candidate targeting CD20 and CD22, both of which are expressed in B-cell malignancies, and is currently being developed for the treatment of relapsed or refractory B-cell NHL.

Product Features

Eti-cel includes an additional CAR targeting CD20 to increase breadth of antigen targeting. We believe that targeting both CD20 and CD22 is more likely to prevent tumor escape and is an alternative to approved autologous CAR-T products targeting CD19. As with all our UCART product candidates, eti-cel lacks the TCR and is intended to be used in an allogeneic context. In addition, eti-cel has the suppression of CD52 gene in order to potentially induce resistance to an anti-CD52 monoclonal antibody, such as alemtuzumab, as part of the preconditioning.

Clinical Development Status

The NATHALI-01 Study is an open-label, Phase 1/2a dose-finding and dose-expansion multicenter clinical trial designed to evaluate the safety, expansion, persistence, and clinical activity of eti-cel in patients with relapsed or refractory B-Cell Non-Hodgkin's Lymphoma (B-NHL).

In December 2025, we presented preliminary results on eti-cel, which demonstrated an encouraging overall response rate (ORR) of 88% and a complete response (CR) rate of 63% (n=8) at the current dose level.

CLLS52 (alemtuzumab) as anti-CD52 monoclonal antibody

Following the execution of the supply agreement we entered into with Genzyme relating to the supply of alemtuzumab, we are implementing the use of *alemtuzumab* as a Cellectis investigational medicinal product, coded as CLLS52, in the clinical protocols BALLI-01 and NATHALI-01 in the United States and in the relevant European Union member states.

The FDA has granted orphan drug designation to CLLS52 for the treatment of ALL.

Self-owned UCART programs for solid tumors

We are currently applying our UCART platform to develop CAR-T candidates targeting solid tumors. Our self-owned UCART programs for solid tumors, including UCARTFAP and UCARTMUC1, are currently in the preclinical phase of development.

Programs Under Licensing Agreements

UCART19 for ALL (discontinued)

Product Features

UCART19 is designed to become active, proliferate, secrete cytokines and kill CD19-bearing B-cell malignancies upon contact with such cells, following administration to patients. Activation of UCART19 is driven by contact between its anti-CD19 CAR and the CD19 protein on the surface of tumor cells.

UCART19 cells bear a CAR targeting the CD19 antigen that drives their capacity to kill CD19-bearing cells. Moreover, as with all UCART product candidates, UCART19 lacks the TCR responsible for recognition of non-self antigens by the T-cells, which allows use of healthy donor T-cells to produce UCART19, with reduced potential for GvHD. In addition, some UCART19 cells lack CD52, a protein expressed on the cell surface that makes T-cells sensitive to alemtuzumab. This feature permits the use of UCART19 in patients recently treated or being treated with the immunosuppressing/lymphodepleting agent alemtuzumab. This version of this product is the first generation of the UCART19 product ("UCART19 V1").

Clinical Development Status

In 2016, Servier commenced the UCART19 Studies – a Phase 1 clinical study in pediatric ALL, the PALL study, and a Phase 1 clinical study in adult patients with ALL, the CALM study.

As of the date of this Annual Report, the Phase 1 of the UCART19 Studies have been completed. Servier has reported that no additional patients are planned for enrollment and all patients from both studies will continue the long-term follow-up as planned.

On September 15, 2022, Servier sent to us and Allogene a notice of discontinuation of its involvement in the development of the CD19 Products (including notably UCART19 V1 and cema-cel). On December 15, 2025, in connection with our arbitration with Servier, an arbitral tribunal ordered the termination of the Servier License Agreement with respect to UCART19 V1, and provided that Cellectis shall, at Allogene' s request, engage in good-faith negotiation regarding the grant of a direct license over the UCART19 V1 product. See

"Risk Factors— Risks Related to Our Reliance on Third Parties—Servier's discontinuation of its involvement in the development of CD19 Products may have adverse consequences.".

Clinical Findings

In December 2020, Servier published, in the Lancet journal, pooled results of the UCART19 Studies. Between June 2016 and October 2018, seven children and fourteen adults were enrolled in the two studies and received UCART19. Cytokine release syndrome, or CRS, was the most common adverse event and was observed in 19 patients (91%); three (14%) of whom had grade 3 or 4 CRS. Other adverse events were grade 1 or 2 neurotoxicity in eight patients (38%), grade 1 acute skin graft-versus-host disease, or GvHD, in two patients (10%), and grade 4 prolonged cytopenia in six patients (32%). Two treatment-related deaths occurred; one caused by neutropenic sepsis in a patient with concurrent CRS and one from pulmonary hemorrhage in a patient with persistent cytopenia. 14 (67%) of 21 patients had a complete response (CR) or complete response with incomplete (Cri) hematological recovery 28 days after infusion.

Patients not receiving alemtuzumab (n=4) showed no UCART19 expansion or antileukemic activity. The median duration of response was 4.1 months with ten (71%) of 14 responders proceeding to a subsequent allogeneic stem-cell transplant. Progression-free survival at 6 months was 27%, and overall survival was 55%.

According to the article, these two studies show, for the first time, the feasibility of using allogeneic, genome-edited CAR T cells to treat patients with aggressive leukemia. UCART19 exhibited in-vivo expansion and antileukemic activity with a manageable safety profile in heavily pretreated pediatric and adult patients with relapsed or refractory B-cell acute lymphoblastic leukemia.

Cema-cel (ALLO-501A), for NHL and CLL

ALLO-501A was created as a second-generation version of ALLO-501, designed to omit the rituximab recognition domains originally added in ALLO-501. Because rituximab is a typical part of the treatment regimen for a patient with NHL, this change is intended to facilitated treatment of a broader patient population.

On September 15, 2022, Servier sent to us and Allogene a notice of discontinuation of its involvement in the development of the CD19 Products (including UCART19 V1 and cema-cel), and in May 2024, Allogene announced the signature of an amendment and settlement agreement which amended the license agreement between Servier and Allogene. Pursuant to this amendment, the licensed territory has been extended to the European Union and the United Kingdom and Allogene has been granted an option to extend its licensed territory to China and Japan subject to certain conditions. See "Risk Factors— Risks Related to Our Reliance on Third Parties—Servier's discontinuation of its involvement in the development of CD19 Products may have adverse consequences."

Development Status

In January 2024, Allogene announced it will focus on the development of its investigational product *cemacabtagene ansegedleucel*, or cema-cel (previously known as ALLO-501A), as part of a first line treatment plan for newly diagnosed and treated LBCL patients who are likely to relapse and need further therapy (ALPHA3 pivotal Phase 2 clinical trial). As a result, Allogene announced it will deprioritize the then enrolling third line (3L) LBCL ALPHA2 and EXPAND trials.

Furthermore, Allogene announced a new Phase 1b ALPHA2 cohort of up to 40 relapsed/refractory chronic lymphocytic leukemia/small lymphocytic lymphoma (CLL/SLL) patients to be treated with the investigational product cema-cel. In November 2024, Allogene announced its decision to discontinue enrollment in its Phase 1b CLL/SLL cohort of the ALPHA2 clinical trial.

In August 2025, Allogene announced that it had selected standard fludarabine and cyclophosphamide (FC) as the lymphodepletion regimen to be used in its ALPHA3 study. The arm testing FC plus ALLO-647 (FCA), is now closed to further enrollment. According to Allogene, this decision, to close enrollment of the FCA arm, which was made ahead of the scheduled futility analysis, was prompted by a Grade 5 adverse event in that FCA arm that was 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.

In March 2026, Allogene announced that the interim futility analysis evaluating MRD clearance and early safety results of the randomized Phase 2 ALPHA3 trial of cema-cel is planned for April 2026. According to Allogene, ALPHA3 is the first study designed to test whether early, MRD-guided consolidation with cema-cel can prevent recurrence of large B-cell lymphoma (LBCL).

Clinical Findings

In December 2021, Allogene, in collaboration with Servier, reported Phase 1 data on ALLO-501 and ALLO-501A r/r NHL at the annual meeting of the American Society of Hematology. As of the October 18, 2021 data cutoff, 50 patients were enrolled in the ALPHA Study, of whom 49 were evaluable for safety and 40 were evaluable for efficacy, and 29 patients were enrolled in the ALPHA2 Study, of whom 28 were evaluable for safety and 25 were evaluable for efficacy. ALLO-501 and ALLO-501A therapy was associated with consistent and manageable safety with no DLTs or GvHD; low rates of Grade 3 ICANs and CRS. No relapses were observed in Large B Cell Lymphoma (LBCL) CAR T naïve patients who achieved a CR at six months. The longest CRs at this time was 18+ months with ALLO-501 and 15+ months with ALLO-501A. Patients received lymphodepletion containing fludarabine, cyclophosphamide and ALLO-647 (an anti-CD52 antibody) followed by escalating doses of ALLO-501 or ALLO-501A. In consolidation, patients with stable disease or better at Day 28 received a chemotherapy-free lymphodepletion (ALLO-647 only) and AlloCAR T cell infusion. The trials explored two consolidation cohorts. Consolidation 1 used the standard cyclophosphamide dosing. Second consolidation explored a higher cyclophosphamide dose. The consolidation regimen was well tolerated with low rate of adverse events, yielded a 44% CR with ongoing CRs at 9 months, and consolidation produced an 88% Overall Response Rate (ORR) and 75% CR rate in Follicular Lymphoma. Key Advantage of allogeneic delivery was established with >97% of patients treated with a median time from enrollment to initiation of treatment of five days for ALLO-501 and two days for ALLO-501A.

In November 2022, Allogene presented an update on clinical data for the Phase 1 ALPHA Studies. Allogene reported that the Phase 1 ALPHA Studies support the ability of a single administration of CAR T cells to generate responses similar to approved autologous CAR T therapies and that the ALPHA Studies demonstrated a manageable safety profile.

Allogene observed that a single infusion of CAR+ cells with aFCA90 lymphodepletion regimen consisting of fludarabine (30 mg/m2/day x 3 days) and cyclophosphamide (300 mg/m2/day x 3 days) (standard flu/cy) plus 90 mg of ALLO-647 ("Single Dose FCA90") was deemed preferrable to two infusions of CAR+ cells ("Consolidation Regimen"), where ALLO-647 dosing was split into 60 mg and 30 mg prior to the first and second infusion of CAR+ cells. Among 12 patients treated with the Single Dose FCA90 regimen, the overall response rate ("ORR") was 67% and 58% achieved CRs. Among the eight patients in the Single Dose FCA90 cohort who had the opportunity to be followed for six months or more, four (50%) were in CR at both six and 12 months. According to Allogene there were no observed dose limiting toxicities or graft versus host disease. Among patients treated with single dose FCA regimen, there was no grade 3+ CRS or neurotoxicity. One patient (8%) experiences a grade 3+ infection and two patients (17%) experienced prolonged grade 3+ cytopenia. One grade 5 event occurred.

In June 2023, Allogene presented long-term follow up data from the Phase 1 ALPHA/ALPHA2 trials of ALLO-501/501A in patients with r/r LBCL at the American Society of Clinical Oncology Annual Meeting. The updated analysis of ALPHA/ALPHA2 examined data from 12 CAR T-naïve patients with r/r LBCL who received a single dose of ALLO-501/501A manufactured using the Alloy™ process following a lymphodepletion regimen (FCA90) comprised of fludarabine and cyclophosphamide plus ALLO-647. The median time from enrollment to the start of therapy was three days and all 12 patients were followed through a minimum of six months (data cutoff April 20, 2023). As of the data cutoff, 7 of 12 (58%) patients achieved a CR and five (42%) maintained a CR through Month 6. Of the five patients who were in CR at 6 months, four (80%) remained in CR. The fifth patient had disease progression at 24 months. The median duration of response was 23.1 months with three patients remaining in remission for over 24 months and the longest remaining in remission for over 31 months. A safety analysis of 33 CAR T-naïve LBCL patients receiving Alloy™ process ALLO-501/501A product candidates at any dose and lymphodepletion schedule, including the 12 patients treated with the Phase 2 regimen, was also conducted. Treatment was generally well tolerated with no incidences of Grade 3 or greater cytokine release syndrome, and no cases of immune effector cell-associated neurotoxicity syndrome or graft versus host disease. Cytopenias and infections were manageable and comparable to the experience with autologous CAR T cell therapies in patients with r/r LBCL.

In February 2025, Allogene announced the publication of data from its Phase 1 ALPHA and ALPHA2 clinical studies of cema-cel (or ALLO-501A) in relapsed/refractory LBCL as a Rapid Communication in the *Journal of Clinical Oncology*. As of the data cutoff date (September 26, 2024), 87 heavily pretreated patients with R/R non-Hodgkin lymphoma (NHL) were treated in the ALPHA and ALPHA2 clinical studies between May 2019 and September 2022. In total, 33 CD19 CAR T-naive patients with relapsed or refractory LBCL received cema-cel manufactured with the process selected for use in pivotal studies by Allogene and were the focus of this publication. Allogene reported:

- **Overall Response Rate (ORR) and Complete Response (CR) Rate**: ORR and CR rates in the ALPHA and ALPHA2 clinical trials were consistent with those observed with approved autologous CD19 CAR T cell products for patients with relapsed or refractory LBCL after two or more lines of systemic therapy. All treatment regimens studied demonstrated clinical benefit. The selected Phase 2 regimen (fludarabine/cyclophosphamide lymphodepletion with 90 mg of ALLO-647 (FCA90) followed by a single dose of CAR+ cells) yielded the highest ORR and CR of 67% and 58%, respectively.
- **Durability of Response (DOR)**: Patients who achieved a CR had excellent outcomes with a median duration of response, progression free survival and overall survival of 23.1 months, 24 months, and not reached, respectively. For patients receiving the selected Phase 2 regimen, median duration of response was 23.1 months and median overall survival was not reached.
- **Safety Profile**: The overall safety profile, including incidence of cytopenias and infections, was manageable and consistent with that of approved autologous CD19 CAR T-cell therapies. There were no dose-limiting toxicities, graft-versus-host disease, immune effector cell-associated neurotoxicity syndrome, or high-grade cytokine release syndrome. The most common any-grade treatment emergent adverse events (≥25%) were neutropenia (85%), anemia (67%), thrombocytopenia (58%), infusion-related reactions (IRRs; 58%), fatigue (52%), and pyrexia (49%), nausea (39%), lymphopenia (36%), hypotension (36%), peripheral edema (33%), decreased white blood cell count (30%), CMV reactivation (30%), decreased appetite (30%), chills (30%), and hypoxia (27%).
- **Time to Treatment**: The median time to start of treatment was two days from study enrollment. In contrast, autologous CAR T-cell products require wait times often longer than 1 month despite incremental advancements in manufacturing and supply chains.

ALLO-316, for RCC

ALLO-316, which we exclusively license to Allogene pursuant to the Allogene License Agreement, is an allogeneic engineered CAR T-cell product targeting CD70.

Development Status

In December 2020, Allogene announced that the FDA had approved the IND for a Phase 1 clinical study for ALLO-316, in RCC, which is referred to as the "TRAVERSE Study".

In March 2022, Allogene announced that the FDA has granted fast track designation to ALLO-316, and in October 2024, Allogene announced that the FDA has granted Regenerative Medicine Advanced Therapy (RMAT) designation to ALLO-316.

Clinical findings

In November 2022, Allogene presented initial data from TRAVERSE Study and reported that observed anti-tumor activity was largely confined to patients with CD70 expressing tumors. As of the data extract date of November 17, 2022, in the nine patients with tumors known to express CD70, the disease control rate (DCR) was 100% including three patients who achieved a partial response (PR) (two confirmed and one unconfirmed with the longest response lasting until month eight). Cell expansion in patients with CD70 positive disease was robust, and there was a trend toward greater tumor shrinkage in patients with the highest levels of CD70 expression Allogene reported that ALLO-316 demonstrated a generally manageable safety profile with no GvHD. One dose limiting toxicity of liver enzyme

elevation occurred in the second dose level. Grade 3+ prolonged cytopenia was observed in three patients (18%). CRS was all low grade with the exception of one case of Grade 3 CRS. Neurotoxicity was low grade, reversible and seen in only three patients (18%). No grade 5 events have occurred.

In April 2023, Allogene presented interim data from its Phase 1 TRAVERSE trial of ALLO-316, in an oral presentation at the American Association for Cancer Research Annual Meeting. As of the March 23, 2023 data cutoff, 19 patients were enrolled in the Phase 1 trial, 10 of whom had RCC confirmed to express CD70. The median time from enrollment to the start of therapy was five days. In the ongoing dose escalation phase of the TRAVERSE trial, patients will receive lymphodepletion followed by ALLO-316 at one of four cell dose levels (DL1= 40M cells, DL2= 80M cells, DL3=120M cells, DL4= 240M cells). The data reported to date is primarily from the DL1 and DL2 cohorts. Anti-tumor activity was primarily observed in patients with tumors confirmed to express CD70. Among 18 patients evaluable for efficacy, the DCR was 89%. In the 10 patients whose tumors were known to express CD70, the disease control rate was 100%, which included three patients who achieved partial remission (two confirmed, one unconfirmed). The longest response lasted until month eight. There was a trend toward greater tumor shrinkage in patients with higher levels of CD70 expression. There were 19 patients evaluable for safety. To date, ALLO-316 has demonstrated an adverse event profile generally consistent with autologous CAR T therapies. One dose-limiting toxicity of Grade 3 autoimmune hepatitis occurred in the second dose level. CRS was all low-grade with the exception of one Grade 3. Neurotoxicity, which is now defined more broadly, was generally low grade and reversible with most events being fatigue or headache. There were no cases of ICANS. Infections occurred in eight patients of which four were Grade 3+ including one Grade 5 respiratory failure due to Covid-19 infection deemed unrelated to study treatment. Grade 3+ prolonged cytopenia was observed in three patients (16%). There were no cases of graft-versus-host disease.

In November 2024, Allogene presented new data from the Phase 1 TRAVERSE trial in an oral presentation at the 2024 International Kidney Cancer Symposium (IKCS) and a poster session at The Society for Immunotherapy of Cancer's (SITC) Annual Meeting. As of the October 14, 2024 data cutoff, 39 patients had been enrolled in the ongoing Phase 1 trial, of which 26 were confirmed to have CD70 positive RCC and were evaluable for efficacy outcomes. The median time from enrollment to the start of therapy was five days. Data from dose escalation cohorts and ongoing Phase 1b expansion cohort were included in the presentations. The Phase 1b expansion cohort is evaluating safety and efficacy of ALLO-316 at DL2 (80M CAR T-cells) following a standard FC500 (fludarabine (30 mg/m^2/day) and cyclophosphamide (500 mg/m^2/d) for 3 days) lymphodepletion regimen. The Phase 1b expansion cohort is expected to ultimately include approximately 20 patients. Following a single infusion of ALLO-316 in heavily pretreated patients, the trial demonstrated best Overall Response Rate (ORR) of 50% and Confirmed Response Rate of 33% in those patients with CD70 Tumor Proportion Score (TPS) of ≥50% who received DL2. Patients with a TPS of ≥50% comprise the majority of patients with advanced or metastatic RCC. Of those with a TPS ≥50, 76% (16/21) experienced a reduction in tumor burden. Two of six (33%) patients with high TPS who received the Phase 1b expansion regimen showed durable responses ongoing at ≥4 months.

The most common all-grade adverse events were cytokine release syndrome (CRS) (with only one grade ≥3), fatigue (59%), neutropenia (56%), decreased white blood cell count (54%), anemia (51%) and nausea (51%). Immune effector cell-associated neurotoxicity syndrome (ICANS) was minimal at 8% and no graft-versus-host disease (GvHD) occurred. TEAE included all AEs that started from the first dose date of study drug in each treatment period up to start of another treatment period, death, or the date prior to initiation of another anti-cancer agent, whichever occurred first. Two DLT events of autoimmune hepatitis and cardiogenic shock were reported. Each event occurred in 2 separate participants who received FCA (FC300 plus ALLO-647) lymphodepletion and DL2 of ALLO-316. Three Grade 5 treatment-related adverse events were reported: 1) cardiogenic shock, which was one of the 2 DLT events; 2) sepsis from multi-drug resistant Klebsiella pneumoniae in a participant who received DL4 of ALLO-316. This participant had a prior episode of muscle abscess and bacteremia from the same multi-drug resistant Klebsiella and was receiving anakinra and dexamethasone for hyperinflammation; 3) failure to thrive in a participant 16 months after treatment with ALLO-316. This subject had tumor response of stable disease (SD) at month 12 and no interval scans to evaluate disease status prior to death.

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.

Our Licensing Relationships

In addition to the development of our own portfolio of product candidates targeting tumor-associated antigens, we have established a relationship with AstraZeneca in addition to pursuing a strategy of forging strong relationships with pharmaceutical or clinical stage biopharmaceutical companies.

License Agreement with Allogene

In June 2014, we entered into a Research Collaboration and License Agreement (the "Collaboration and License Agreement") with Pfizer, Inc. ("Pfizer") pursuant to which we agreed to collaborate to conduct discovery and pre-clinical development activities to generate CAR T-cells directed at Pfizer- and Cellectis-selected targets in the field of human oncology. We granted Pfizer an exclusive, worldwide, royalty-bearing, sublicensable license, on a target-by-target basis, under certain of our intellectual property to make, use, sell, import, and otherwise commercialize products directed at the Pfizer-selected targets in the field of human oncology. Pursuant to the Collaboration and License Agreement, Pfizer made an upfront, non-refundable $80.0 million payment to us. Concurrent with this upfront payment, Pfizer also made a €25.8 million equity investment in our company.

On April 3, 2018, Pfizer and Allogene Therapeutic, Inc. ("Allogene") announced that they entered into an asset contribution agreement, pursuant to which Allogene purchased Pfizer's portfolio of assets related to allogeneic CAR T-cell therapy (the "Asset Contribution Transaction"). Pursuant to the Asset Contribution Transaction, effective as of April 6, 2018, Allogene purchased Pfizer's portfolio of assets related to allogeneic CAR T-cell Therapy, including the Collaboration and License Agreement.

On March 8, 2019, we and Allogene agreed to terminate the Collaboration and License Agreement and entered into a new license agreement (the "Allogene License Agreement") to reflect the relationship between us and Allogene following the Asset Contribution Transaction. The Allogene License Agreement establishes the rights and obligations of Cellectis and Allogene with respect to their collaboration program.

Pursuant to the Allogene License Agreement, we granted to Allogene an exclusive, worldwide, royalty-bearing, license, on a target-by-target basis, with sublicensing rights under certain conditions, under certain of our intellectual property, including our TALEN and electroporation technology, to make, use, sell, import, and otherwise exploit and commercialize chimeric antigen receptor (CAR) T cells products directed at a total of 15 selected targets, including BCMA, FLT3, DLL3 and CD70, for human oncologic therapeutic, diagnostic, prophylactic and prognostic purposes. In addition, the Allogene License Agreement accommodates an exclusive global license and collaboration agreement under which Allogene has obtained from Servier exclusive rights to develop and commercialize UCART19 in the United States. Further, Allogene granted us a non-exclusive, worldwide, royalty-free, perpetual and irrevocable license, with sublicensing rights under certain conditions, under certain of Allogene's intellectual property, to make, use, sell, import and otherwise commercialize CAR T products directed at certain targets.

The Allogene License Agreement provides for development and sales milestone payments by Allogene in a per target aggregate amount of up to $185.0 million, with aggregate milestone payments received as of the date of this Annual Report of $15.0 million. We are also eligible to receive tiered royalties on annual worldwide net sales of any products that are commercialized by Allogene that contain or incorporate, are made using or are claimed or covered by, our intellectual property licensed to Allogene under the Allogene License Agreement at rates in the high single-digit percentages.

Unless earlier terminated in accordance with the agreement, our agreement with Allogene will expire on a product-by-product and country-by-country basis, upon the later of (1) the expiration of the last to expire of the licensed patents covering such product; (2) the loss of regulatory exclusivity afforded such product in such country, and (3) the tenth anniversary of the date of the first commercial sale of such product in such country; however, in no event shall the term extend, with respect to a particular licensed product, past the twentieth anniversary of the first commercial sale for such product. In addition, Allogene has the right to terminate the agreement at will upon 60 days' prior written notice, either in its entirety or on a target-by-target basis. Either party may terminate the agreement, in its entirety or on a target-by-target basis, upon 90 days' prior written notice in the event of the other party's uncured material breach. The agreement may also be terminated upon written notice by Allogene at any time in the event that we become bankrupt or insolvent or upon written notice within 60 days of a consummation of a change of control of Cellectis.

License, Development and Commercialization Agreement with Servier

In February 2014, we entered into a Research, Product Development, Option, License and Commercialization Agreement (the "Prior Servier Agreement") with Servier. Pursuant to the Prior Servier Agreement, we were responsible for the research and development up to and including the Phase 1 clinical trial of candidate products directed against five targets, including the UCART19 product candidate. Pursuant to the Prior Servier Agreement, we granted Servier the right to exercise an exclusive option to obtain an exclusive, worldwide license, on a product candidate-by-product candidate basis, with respect to each product candidate selected by Servier and developed under the agreement. Pursuant to the Prior Servier Agreement, Servier made upfront payments of $48.5 million.

On March 6, 2019, we and Servier entered into a new License, Development and Commercialization Agreement (as amended the "Servier License Agreement"). The Servier License Agreement superseded and replaced the Prior Servier Agreement in order to modify the targets covered by our license to Servier, to establish the terms of our and Servier's collaboration and to reflect the status of products in development.

Under the Servier License Agreement, Cellectis granted to Servier, an exclusive (subject to the arbitral tribunal's decision) worldwide, royalty bearing license with sublicensing rights under certain conditions, under certain of our patents and know-how to develop, manufacture and commercialize gene-edited allogeneic CAR T-cell products targeting CD19 and gene edited exclusively by Cellectis' TALEN, in the field of anti-tumor adoptive immunotherapy. Servier, directly or through its sublicensees, will be solely responsible for the research, development and commercialization of these products. In addition, Servier confirms it will not pursue the development of five other targets for products using Cellectis technology and consequently Cellectis retains control over them.

On December 18, 2025, following the arbitration we initiated through the *Centre de Médiation et d'Arbitrage de Paris*, the arbitral tribunal ordered the partial termination of the Servier License Agreement with respect to UCART19V1, the first version of the UCART19 Product, and provided that Cellectis shall, at Allogene's request, engage in good-faith negotiation regarding the grant of a direct license over the UCART19 V1 product.

In addition to an upfront payment of €25 million made by Servier following the execution of the amendment, the Servier License Agreement provides for aggregate additional payments that, after the final decision of the arbitral tribunal, we estimate could total up to $340 million (although this amount may be adversely impacted by Servier's discontinuation of its involvement in the development of the CD19 Products), comprising payments for certain specified development and commercial milestones. We are also eligible to receive flat low double-digit royalties based on annual net sales of commercialized products. We are also entitled to a low double-digit royalty on certain development milestone payments received by Servier under sublicenses.

Except for UCART19 V1, and for so long as the agreement remains in effect, we are restricted from researching, developing, or commercializing any product directed against a CD19 target that is used for the same purpose as it is used with a product candidate developed under the agreement.

The agreement will expire, unless earlier terminated in accordance with its terms, upon the expiration of the last to expire of the patents covering a product licensed pursuant to the agreement. The parties may terminate the Servier License Agreement at any time by mutual consent. At its sole discretion, Servier has the right to terminate the agreement in its entirety or with respect to specific products, upon three months' prior written notice to us.

In addition, either party may terminate the agreement following the other party's uncured material breach upon 90 days' prior written notice to the breaching party, or 30 days' notice if such breach relates to a payment obligation. The agreement immediately and automatically terminates upon the expiration of Servier's last license option in the event Servier has not exercised any option to license in accordance with the agreement prior to such expiration. Servier may terminate the agreement at any time for product-related safety reasons. Either party may terminate the agreement in the event of the other party's bankruptcy or insolvency.

On September 15, 2022, Servier sent to us and Allogene a notice of discontinuation of its involvement in the development of the CD19 Products. In May 2024, Allogene announced the signature of an amendment and settlement agreement which amended the license agreement between Servier and Allogene. In accordance with this amendment, the licensed territory has been putatively extended to the European Union and the United Kingdom and Allogene has been granted an option to extend its licensed territory to China and Japan subject to certain conditions. See "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."

Research Collaboration and Exclusive License Agreement with Iovance Biotherapeutics

On December 30, 2019, we entered into a research collaboration and exclusive worldwide license agreement with Iovance. Iovance licensed our TALEN technology in order to develop tumor infiltrating lymphocytes (TIL) that have been genetically edited to create more potent cancer therapeutics. The worldwide exclusive license enables Iovance to use our TALEN technology to address multiple gene targets to modify TIL for therapeutic use in several cancer indications. Financial terms of this license include development, regulatory and sales milestone payments to us, as well as royalty payments based on net sales of TALEN-modified TIL products.

Collaboration and Investment Agreements with AstraZeneca

On November 1, 2023, Cellectis and AstraZeneca announced that they entered into a Joint Research and Collaboration Agreement, an Initial Investment Agreement and the SIA (as defined below), each as discussed below.

Joint Research and Collaboration Agreement

On November 1, 2023, we entered into the AZ JRCA. Pursuant to the AZ JRCA, the parties will 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 will be responsible for performing research and development activities based on research plans to be agreed upon throughout the initial five-year collaboration term under the AZ JRCA.

During the period in which research activities are being conducted, Cellectis grants to AZ Ireland and its affiliates a non-exclusive, royalty-free, sublicensable (under certain conditions) license to certain know-how and patents of Cellectis that are necessary for AZ Ireland to perform its research activities (the "Licensed Technology").

Cellectis also granted AZ Ireland an exclusive option, on a candidate product by candidate product basis, to receive a worldwide, exclusive, royalty-bearing, sublicensable (under certain conditions) license under the Licensed Technology to exploit (to make, have made, import, use, sell, or offer for sale) the relevant candidate product (any candidate product for which AZ Ireland exercises this option, a "Licensed Product"). AZ Ireland will have the sole right, at its expense, to develop and commercialize the Licensed Products following the exercise of such option, and Cellectis will provide a knowledge transfer of product, technology, and certain manufacturing information necessary to enable AZ Ireland to do the foregoing.

Prior to AZ Ireland's exercise of an option with respect to any Licensed Product, Cellectis will have sole responsibility for all manufacturing activities for candidate products, at AZ Ireland's cost and expense to the extent such costs constitute research costs under the AZ JRCA.

Until the earlier of the fifth anniversary of the effective date or the date upon which ten candidate products have been selected by AZ Ireland, Cellectis and its affiliates may not directly or indirectly exploit any product that is directed to a target identified under the AZ JRCA. Additionally, Cellectis and its affiliates may not, during the term, directly or indirectly exploit any product that is of the same modality as a candidate product or Licensed Product and directed to the same target (excluding specified targets).

In addition to an upfront payment of $25 million made by AZ Ireland to Cellectis, AZ Ireland will 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 approximately $80 million up to $253 million, per each of the 10 candidate products, plus tiered royalties, which may range from mid-single to low-double digits, based on the sale of Licensed Products.

Activities under the AZ JRCA will be implemented through joint research teams with oversight from a joint steering committee, each comprising representatives of Cellectis and AZ Ireland.

Unless earlier terminated in accordance with its terms, the AZ JRCA will expire on a Licensed Product by Licensed Product and country by country basis, upon the later of (i) the expiration of the last to expire of the patent rights covering a Licensed Product, (ii) the expiration of the first to expire regulatory exclusivity period in a given country, and (iii) the expiration of a customary term following the first commercial sale of a Licensed Product in a given country. If AZ Ireland does not exercise any options for Licensed Products, then the AZ JRCA will expire sixty days following the completion of the last research plan. Both parties may also terminate (i) for a material breach by the other party that is not cured within 90 days of the breaching party's receipt of notice from the non-breaching party of such material breach, and (ii) for the other party's insolvency or bankruptcy.

The AZ JRCA includes customary provisions in respect of confidentiality obligations, representations and warranties, indemnification, and audit and information rights.

Initial Investment Agreement

Pursuant to an Initial Investment Agreement dated November 1, 2023 between the Company and AZ Holdings (the "IIA"), AZ Holdings made an initial equity investment of $80 million in Cellectis by subscribing for 16,000,000 ordinary shares, at a price of $5.00 per share (the "Initial Investment"). At the time of the closing of the Initial Investment, AZ Holdings owned approximately 22% of the share capital, and 21% of the voting rights of the Company.

Subsequent Investment Agreement

On November 7, 2023, the Company and AZ Holdings entered into the Subsequent Investment Agreement (the "SIA").

Following clearance from the French Ministry of Economy and satisfaction of all other closing conditions, AZ Holdings completed in May 2024 the additional equity investment of $140 million in Cellectis, as previously announced by Cellectis (the "Subsequent Investment"). Under the SIA, AZ Holdings made a further equity investment in Cellectis of $140 million by subscribing for two newly created classes of convertible preferred shares of Cellectis: 10,000,000 Class A Preferred Shares and 18,000,000 Class B Preferred Shares, in each case at a price of $5.00 per share (the "Additional Investment"). The Additional Investment closed on May 6, 2024.

Until they convert into ordinary shares, the "Class A" Preferred Shares have single voting rights and will not be eligible for double voting right under any circumstances, and the "Class B" Preferred Shares do not carry voting rights for a period of 74 years, except with respect to any distribution of dividends or reserves. Both class of preferred shares have a liquidation preference (if any liquidation surplus remains after repayment of Cellectis' creditors and of par value to all shareholders) and are convertible at any time, at AstraZeneca's election, into the same number of ordinary shares with the same rights as the outstanding ordinary shares, provided that any conversion of Class B Preferred Shares may only be made upon twelve months prior notice.

As of December 31, 2025, considering the ordinary shares held by AZ Holdings as well as all Class A Preferred Shares, which AZ Holdings has the right to acquire within the next 60 days, AZ Holdings beneficially owns approximately 32% of our ordinary shares. As of December 31, 2025, considering the ordinary shares held by AZ Holdings and giving effect to the conversion of all Class A Preferred Shares and Class B Preferred Shares without regarding for when they may first be converted, AZ Holdings would beneficially own approximately 44% of our ordinary shares. As of December 31, 2025, AZ Holdings may exercise voting power with respect to approximately 40% of the voting rights outstanding with respect to our share capital (inclusive of (i) the ordinary shares held by AZ Holdings and (i) the voting rights of the Class A Preferred Shares, which vote together with our ordinary shares).

Pursuant to the SIA and implemented by the Company's shareholders decision dated December 22, 2023, Mr. Marc Dunoyer and Mr. Tyrell Rivers serve on the Company's board of directors as members designated by AZ Holdings. AZ Holdings shall remain entitled to designate two members of the Board for so long as it holds 40% of the shares and voting rights of the Company and one member of the Board for so long as it holds 20% of the shares and voting rights of the Company. Further, pursuant to the SIA, for so long as AZ Holdings holds 20% of the shares and voting rights of the Company, certain business decisions are subject to AZ Holdings' approval, including, in particular, the winding up of any company of the Cellectis group, the issuance of securities senior to or pari passu with the convertible preferred shares, the issuance of any shares of stock without offering AZ Holdings the option to purchase its pro rata share of such securities (subject to customary exceptions, including issuances under employee equity incentive plans), the declaration or payment of dividends, the prepayment of indebtedness before due, and any disposition of any material assets concerning gene editing tools or manufacturing facilities and any sale, assignment, licensing, encumbering or other disposition of certain material IP rights.

Pursuant to the SIA and the IIA, the Company granted certain registration rights to AZ Holdings, including agreeing to register the resale of any shares acquired by AZ Holdings pursuant to the Initial Investment and the Additional Investment. AZ Holdings' registration rights include demand rights, including with respect to up to two underwritten offerings in any calendar year, as well as customary piggyback rights, in each case subject to customary suspension and cut-back provisions.

The Additional Investment was approved on December 22, 2023, at an extraordinary general meeting of the shareholders of Cellectis.

Immunotherapy: Turning the Immune System into "Smart Drugs"

The immune system has evolved to protect the body from invading pathogens or external harmful materials by identifying these foreign bodies through "non-self" antigens, which are molecular signatures that they carry and are foreign to the body. A central function of the immune system is to discriminate between "self," which is recognized through antigens normally present in the body and borne by cells, proteins, sugars or lipids, and "non-self", which is detected through abnormal or foreign antigens. Cancer cells thrive, in part, because they trick the immune system into treating them as self, even though they express abnormal antigens, and thus immune tolerance occurs when the immune system fails to recognize and attack tumors. Breaking immune tolerance is an important aspect of most immuno-oncology-based therapeutics because it enables the immune system to recognize and treat tumors as non-self and leads to tumor destruction.

The immune system recognizes non-self danger signals and responds to threats at a cellular level. The immune system may be conceptualized as comprising two arms. The first arm, known as the innate immune system, recognizes non-specific signals of infection or abnormalities as a first line of defense. The innate immune system is the initial response to an infection, and the response is the same every time regardless of prior exposure to the infectious agent. The second arm, known as the adaptive immune system, is composed of highly specialized cells and provides long-term specific recognition and protection from infectious agents and abnormal processes such as cancer. The adaptive immune response is further subdivided into antibody-based responses and cellular responses, which include T-cell-based immune responses. The most significant components of the cellular aspect of the adaptive immune response are T-cells, which are specialized cells that generally mature in the thymus. T-cells are involved in sensing and killing infected or abnormal cells, as well as coordinating the activation of other cells and mounting an immune response.

Although the immune system is designed to identify and destroy foreign or abnormal protein-bearing tumor cells, this process is often defective in cancer patients. Additionally, cancer cells employ a number of mechanisms to escape immune detection and attack to suppress the effect of the immune response.

Immunotherapy is a type of treatment that modifies, stimulates, or re-directs certain parts of the immune system to fight diseases, such as cancer. Immunotherapy works by stimulating a patient's own immune system or by turning its attacks towards harmful targets, such as cancer cells. Immunotherapy can also be pursued by giving patients engineered immune cells, such as CAR T-cells to target certain cells. Immunotherapy is playing an increasingly large role in treating cancer, chronic infectious diseases, autoimmune diseases and allergic diseases.

T-cells and T-cell Receptors (TCRs)

T-cells are a class of white blood cells that carry a specific TCR at their surface that allows them to recognize and kill other cells that express antigens foreign to the individual. Normal cells express a set of specific molecules, called human leukocyte antigen, or HLA, at their surface. HLA is associated with small fragments, or peptides of the proteins expressed by the cell or processed from the extracellular body fluids. Fragments of abnormal or foreign proteins (viruses, for example) can attach to HLAs, be presented at the cell's

surface, be recognized by T-cells through these HLA-peptide complexes and identified as foreign antigens. This recognition triggers the activation of the T-cells, which destroy the foreign HLA-peptide complex-bearing cell, secrete specific cytokines attracting other immune-competent cells to their location, and start multiplying to establish a full immune response.

Unlike antibodies that mainly diffuse passively through the body and its circulating fluids, T-cells actively leave blood vessels or lymphoid organs and travel through the tissues of the body where they can attack foreign antigens. Once the antigen is eliminated from the body, the T-cells run out of stimulation and die off, with only a fraction surviving as "memory T-cells," which can react promptly should the antigen reappear in the body.

There is a high variability of HLA molecules in the population. Therefore, if a cell is introduced into a person and originally comes from another individual that is not HLA-matched, it will bear, at its surface, HLA-peptide complexes that are recognized as foreign and will be killed by the T-cells of the recipient. This mechanism of graft rejection has been a major limitation to transplanting patients with allogeneic tissues. Reciprocally, if T-cells are grafted from one individual to another and start recognizing as foreign the normal HLA-peptide complexes at the surface of all tissues of the grafted individual, then they may attack and kill those healthy tissues, leading to Graft-versus-Host disease (GvHD), which can be very severe, and potentially fatal, if left untreated.

Cancerous cells express abnormal antigens and can be killed by T-cells. However, cancer may grow and spread to various organs when T-cells with cancer-specific receptors are in low numbers, of poor quality, or rendered inactive by suppressive mechanisms employed by tumor tissues. T-cells are a key armament when fighting cancers. They play a particularly significant role if they are tailored to target tumors, and potentially even more so if their genes are edited to overcome tumor defenses, to make T-cells compatible with other anti-cancer drugs that can be combined with them, and to prevent GvHD, which would allow the use of allogeneic T-cells.

Chimeric Antigen Receptor (CAR)

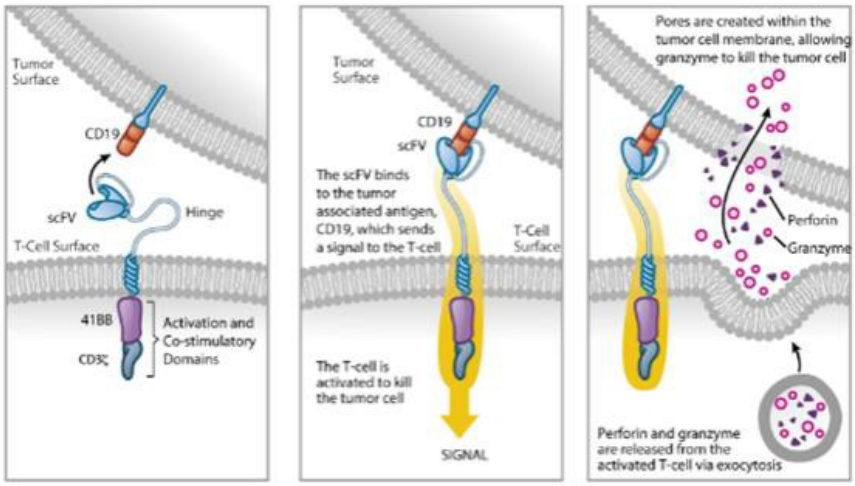
CARs are engineered molecules that, when present at the surface of T-cells, enable them to recognize specific proteins or antigens that are present on the surface of other cells. These receptors are typically used to graft the specificity of an antibody derived from a single cell, or a monoclonal antibody, onto a T-cell and provide it with a specific targeting mechanism to seek, identify, interact with and destroy the tumor cells bearing a selected antigen associated with that tumor also known as tumor-associated antigen, or TAA and tumor-specific antigens, or TSA. The expression of some genes, or combinations of genes, can be associated with certain classes of cancers. It is sometimes possible to identify TAAs that are expressed at various levels by tumor cells from a given cancer type. These TAAs may also be normally expressed by other tissues at different stages of development.

T-cells with CARs are referred to as CAR T-cells. Whereas natural T-cell receptors, or TCRs, only recognize antigens bound to an HLA molecule at a cell's surface, a CAR is able to directly recognize antigens that are present at the targeted cell's surface. It is believed that upon cell-to-cell contact between a CAR T-cell and an antigen-bearing targeted cell, antigen recognition by the CAR "activates" the CAR T-cell, triggering it to multiply, attack and kill its target through the release of "hole-forming" proteins, known as perforins, and "degradation enzymes," known as granzymes, that enter the targeted cell through the perforin-formed holes and carry out the killing. The activation of a T-cell through a CAR results in a target-associated "kill and amplify" chain reaction that eradicates the tumor.

CARs are constructed by assembling components, or domains, from different proteins, including:

- In the extracellular space, one or more target binding domains, coming from ligands, such as antibodies or receptors, that can recognize their targets on the outside of the T-cell;
- A hinge that helps position the target binding domains relative to their targets;
- Transmembrane domains that anchor the CAR at the T-cell's surface relative to the T-cells; and
- A set of activating or signaling domains, which are located within the T-cell's interior, that deliver appropriate signals to the T-cells leading to T-cell activation or repression according to the T-cell environment. Such signals may induce tumor cell killing, cytokine secretion and CAR T-cell multiplication.

The following diagram shows the mechanism by which a CAR T-cell is believed to attack a tumor cell:



Recent immuno-oncology advancements have supported the potential to cure certain cancers by harnessing the body's immune system to fight cancer cells (see "Competition" section for more details). Based on these, immuno-oncology has become a new frontier for treatment, and we believe it is one of the most promising areas of development within oncology.

Our Gene-Editing Approach to Allogeneic CAR T-cell Therapy

The most fundamental challenge of genome engineering is the need to target a precise DNA sequence specifically and efficiently target a precise DNA sequence within a complex genome. Our founder and CEO, Dr. André Choulika, was one of the pioneers and first researchers in nuclease-based genome engineering in the early 1990s and has been integral in the development and advancement of gene-editing tools.

Our proprietary gene-editing platform relies on our capacity to custom design DNA-sequence specific cutting enzymes, or nucleases, for any chosen gene we need to modify and our capability to introduce such custom-made nucleases into the living cells we want to engineer. Our platform relies on precisely chosen protein families that can specifically recognize unique DNA sequences and can be tailored to target such sequences in any chosen gene or genetic region.

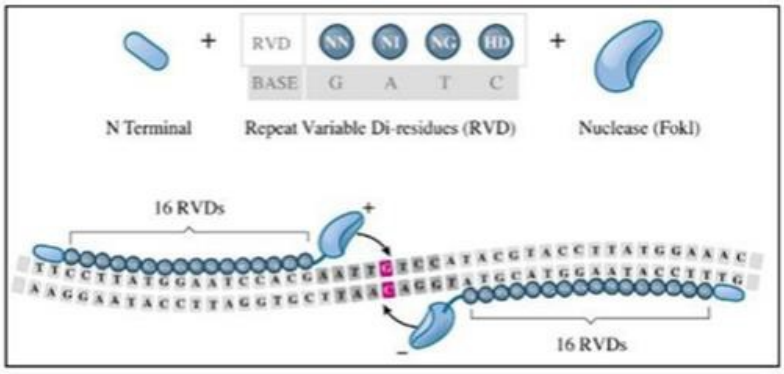
Our allogeneic CAR T-cell therapy approach is based on our technology platform which combines CARs, gene editing tools including TALEN, and PulseAgile, our electroporation device. Our approach aims to deliver off-the-shelf products with the following benefits:

- Market access. Enable products to be shipped globally, thereby reducing deployment obstacles and providing accessibility to a broad patient population;
- Cost-effectiveness and Scalable Manufacturing. Streamlined manufacturing process has the potential to reduce costs, with potentially hundreds of doses per batch;
- Safety. Avoid graft-versus-host disease (GvHD) through the inactivation of the T-cell receptor (TCR), which is responsible for T-cells' recognition of non-self antigens;
- Persistence. Manage rejection and persistence of the UCART product candidate, through the option to inactivate CD52 or beta2- microglobulin (ß2M) genes respectively with or without expression MHC class I antigen E protein.
- Improved or novel functionalities. Develop products with new properties, such as becoming, through PD1 or TGFBR2 inactivation, refractory to tumor-deployed T-cell inhibition mechanisms; or such as boosting CAR T-cell activity by controlled expression of immunomodulatory molecules, through targeted gene insertion at specific chosen loci.
- New strategies to fight against solid tumors. Develop new strategies to enhance killing activity of solid tumors while managing risks of toxicity such as dual CAR T-cells designed to express (i) a constitutive CAR targeting FAP (a critical contributor to immune suppression and T-cell exclusion in most solid tumors) and (ii) a second inducible CAR targeting tumor associated antigen (TAA). CAR FAP engagement in the solid tumor microenvironment induces expression of the TAA-CAR, establishing an AND-gated circuit sensitive to dual antigen sensing and increasing anti-tumor activity.

TALEN—Proprietary Gene-editing Technology

The flagship nuclease structure we use for gene editing is based on a class of proteins derived from transcription activator-like effectors, or TALE. TALEN products are designed by fusing the DNA-cutting domain of a nuclease to TALE domains, which can be tailored to specifically recognize a unique DNA sequence. These fusion proteins serve as readily targetable "DNA scissors" for genome engineering applications that enable us to perform targeted genome modifications such as sequence insertion, deletion, repair and replacement in living cells.

The following diagram shows the structure of a TALEN. The DNA binding domain of TALEN is composed of DNA binding units that individually recognize a single base pair, and that are assembled to collectively recognize a DNA sequence. The specificity of this single base pair recognition is mediated by two of the amino-acids (repeat variable diresidues or RVDs) within each DNA binding units. RVDs (NN, NI, NG, HD, or others) directly interact with the base of the DNA.

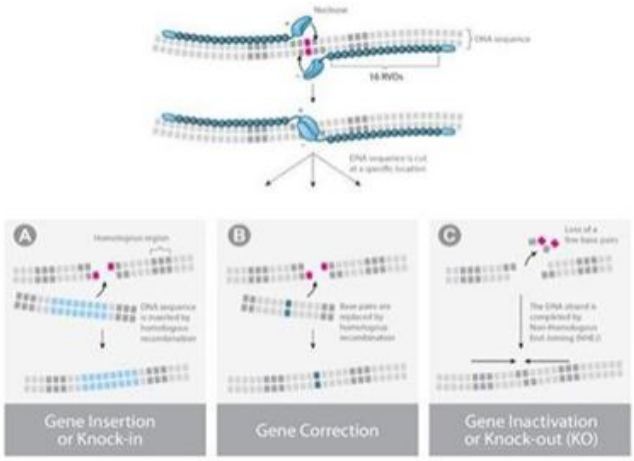


We believe the key benefits of TALEN technology are:

- Precision. It is possible to design a TALEN that will cleave at any selected region in any gene, giving us the ability to achieve the desired genetic outcome with any gene in any living species.
- Specificity and Selectivity. TALEN may be designed to limit its DNA cleavage to the desired sequence and to reduce the risk of cutting elsewhere in the genome. This parameter is essential, especially for therapeutic applications, because unwanted genomic modifications potentially could lead to harmful effects for the patient. In addition, gene editing requires only a transient presence of TALEN, thus preserving the integrity and functionality of the T-cell's genome.

- Efficiency. A large percentage of cells treated by the nuclease bear the desired genomic modification after treatment is completed. In our routine gene-editing processes, over 80% of the T-cells treated by TALEN to inactivate one gene bear the desired genomic modification. We believe TALEN's high efficiency will be important to the cost-effectiveness of a manufacturing process involving the generation of gene-edited T-cells.

The following diagram shows the various gene editing mechanisms enabled by TALEN:



We are able to assemble long arrays of modular domains with predictable specificity for a chosen sequence of DNA unique within a genome.

When a TALEN is present, its TALE domains recognize its target DNA sequence and thereby direct the enzyme to the proper chromosomal location. Once bound to their target DNA sequences, DNA cleaving-domains of the TALEN can induce a DNA break at the targeted location to induce permanent DNA modifications. We believe TALEN stands out among nucleases as exceptionally precise, accurate and efficient to perform gene inactivation.

Other Types of Gene Editing Technologies

We have developed a strong expertise and capacity in meganuclease technologies, which involve enzymes capable of recognizing very large unique DNA sequences. In addition, using the flexibility of the TALE domain, we have developed new classes of custom-designed nucleases, such as compact TALEN and mega-TALE nucleases that combine meganucleases and TALEN technology. Compact-TALEN is built with a single TALE molecule fused to a fragment of a chosen meganuclease that carries limited DNA sequence recognition functionality but fully functional DNA-cleaving activity. These chimeric proteins are smaller in size than classical TALEN, which can facilitate their delivery to cells. In contrast, mega-TALE use a full-size meganuclease to enhance their DNA sequence recognition capacities, while demonstrating enhanced precision. We also have discovered a new class of nuclease that we named BurrH nucleases, also based on arrays of single DNA-base recognizing modular domains.

We also capitalized and we continue to capitalize on our strong expertise to develop new gene editing approaches.

PulseAgile—Electroporation Technology

In order to perform gene editing, we use our proprietary PulseAgile electroporation technology to introduce nucleases inside the target T-cell where they can access the cell's DNA. Electroporation allows messenger RNA, or mRNA, molecules coding for the nuclease to enter into the cell, where they are translated into the nuclease protein that can cut into the cell's DNA. The mRNA molecules are rapidly degraded by the cell, which means that the nuclease is only expressed for a short time.

PulseAgile electroporation uses a unique electrical field wave-form that, in combination with a proprietary buffer solution, enables molecules, such as nucleases, to enter efficiently into the cell while maintaining a high percentage of viable cells. PulseAgile technology is particularly effective due to the shape of the electrical field that includes high voltage peaks, which are optimized to create transient holes in the cell membrane, followed by lower voltage pulses that help mRNA (for example TALEN-encoding mRNA) migrate into the cells. In addition, PulseAgile is optimized to preserve high cell viability and thus suited for large-scale manufacturing.

Nuclease Technology and T-cells: The Design Process

Our T-cell gene-editing process involves two engineering rounds:

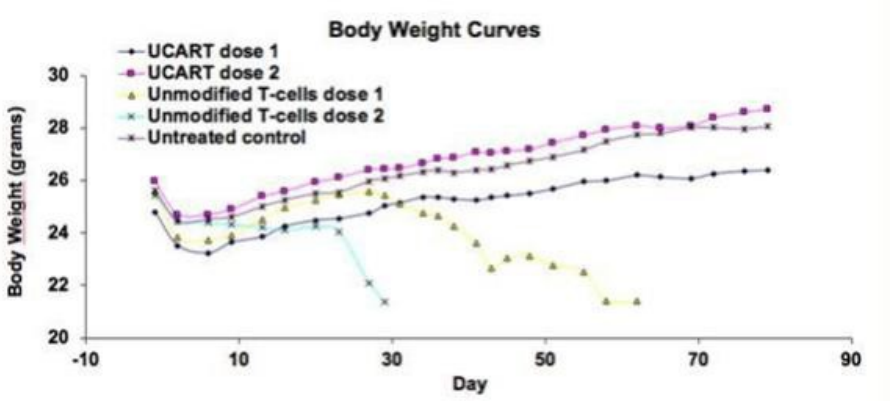
Gene Editing to add Genes, such as a CAR

Genetic material is added to the T-cell's genome using a viral vector—a benign modified virus that cannot replicate autonomously but can efficiently deliver such genetic material into a cell with which it is in contact. The genetic material added includes a gene coding for a CAR, which becomes a new receptor at the T-cell's surface that allows it to recognize and bind to a target molecule that is present at the surface of other cells. At this stage, we can also add other genes to these cells that confer specific properties. For example, we may add "suicide switch" genes, which code for proteins that can make T-cells susceptible to certain drugs and enable us to deplete our engineered T-cells at our discretion by administering a drug to the patient. This system can also be integrated within the CAR itself.

Gene Editing to Inactivate Genes, such as the TCRα and CD52

We use our PulseAgile electroporation technology to introduce specific mRNA, such as TALEN mRNA, into the T-cells to inactivate a number of genes that are naturally present in the genome of these T-cells.

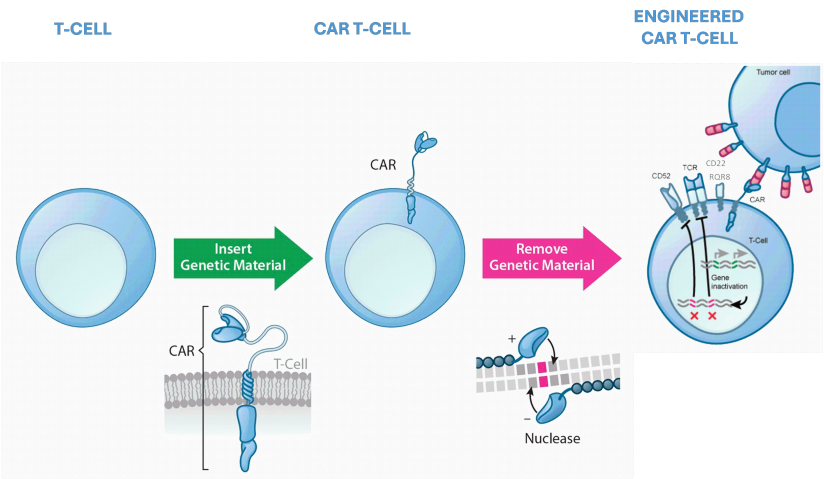
TCRs at the surface of T-cells allow them to recognize cells that express foreign, non-self, antigens (for example, cells infected by a virus or cells coming from another individual). Non-modified allogeneic T-cells bear functional TCRs and, if injected into a patient, can potentially recognize non-self on that patient's tissues and start attacking them. For this reason, to suppress their alloreactivity, all of our UCART product candidates undergo the inactivation of a gene coding for TCRα, a key component of TCRß, the natural antigen receptor of T-cells. The engineered T-cells lack functional TCRs and are no longer capable of recognizing foreign antigens. As a result, when injected into a patient, the engineered T-cell would not recognize the tissues of the host patient as foreign and thus would avoid attacking the patient's tissues. This could avoid the GvHD that can sometimes be observed when allogeneic TCR-positive T-cells are infused into some patients. The figure below depicts the suppression of alloreactivity in T-cells engineered to lack functional TCRs. The figure summarizes experiments in which we injected mice with T-cells engineered for the inactivation of TCRα while injecting other mice with non-engineered T-cells with functional TCRs. We then measured the effects of such injections on mean body weight, which serves as a proxy for the impact of GvHD.



During the manufacturing process, the T cells from a healthy donor are first engineered. The CAR gene is transduced and cell attributes like the TCR alpha gene are knocked out by TALEN. Then, the T-cells of our UCART products are amplified. The desired TCR alpha deleted cells are finally purified from the cells that may still bear a TCR, and are finally frozen. We perform a battery of specialized testing techniques and various quality assurance and quality control assays to further validate cellular functional integrity following gene editing.

The lack of a TCR at the surface of our UCART product candidates is a key feature that allows them to be used as allogeneic off-the-shelf products. Other genes can also be inactivated in this round to confer additional specific attributes to the T-cells. They can be made resistant to, and therefore compatible with, specific medical regimens used during the course of cancer treatments. For example, we inactivate the CD52 gene, which codes for the target of alemtuzumab, a monoclonal antibody sometimes used in CLL patients, that can also be part of the medication given to patient prior to receiving a UCART (a lymphodepletion regimen), and that would otherwise destroy our engineered T-cells. Likewise, we believe we can inactivate the deoxycytidine kinase (dCK) or glucocorticoid receptor (GR) genes in order to make our T-cells respectively resistant to purine nucleotide analogs (e.g., fludarabine, clofarabine or cytarabine) or to corticoids that are used for several types of cancer patients.

The following diagram shows the key stages in our engineering of UCART:



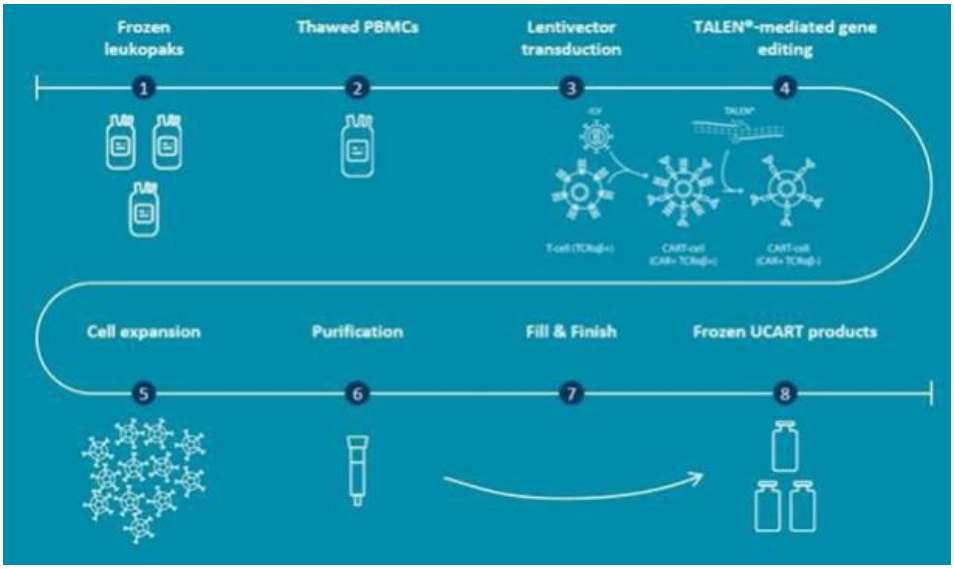
UCART Manufacturing: How can we turn a procedure into a large-scale widely available drug?

Autologous CAR-T cell approaches are therapeutic procedures conducted for each patient, which involve the engineering of T-cells by addition of a transgene coding for a chimeric antigen receptor into the patient's own T cells. Our UCART approach goes one step further in engineering and also in moving the CAR concept from a patient-by-patient therapeutic procedure to an off-the-shelf widely available pharmaceutical compound.

The manufacturing process of our allogeneic CAR T-cell product line, Universal CARTs or UCARTs, yields frozen, off-the-shelf, allogeneic, engineered CAR T-cells. UCARTs are meant to be readily available CAR T-cells for a large patient population. The specificity of those allogeneic product candidates is that T-cells from healthy donors are genetically edited with our proprietary technology, TALEN, to seek and destroy cancer cells. TALEN-based gene editing is designed to suppress T-cell alloreactivity (and, for certain UCART product candidates, to confer resistance to alemtuzumab to the T-cells). New properties may also be introduced by inserting genes with potential therapeutic benefits at various loci.

Our UCARTs are designed and manufactured through a common platform that relies on defined unit operations and technologies combined into a single process adapted to each individual UCART. The process is gradually developed from small to larger scales, incorporating elements that are eventually used in GMP conditions. Notwithstanding this central unit operations-based model, each product is unique and for each new UCART, a developmental phase is necessary to individually customize each engineering step and to create a robust procedure that can later be implemented in a GMP environment to ensure the production of clinical batches. This work is performed in our research & development environment to evaluate and assess variability in each step of the process in order to define the most reliable experimental conditions.

The following diagram summarizes the generic UCART production process made of distinct unit operations. The engineering steps for transduction and electroporation can take place one before another (and several times), depending on the product.



We aim to continuously improve our manufacturing processes for better safety and robustness of our product lines.

Towards manufacturing autonomy with two state-of-the-art plants

In order to enhance our manufacturing autonomy, we have established two manufacturing facilities. First, in Raleigh, North Carolina, USA, we have developed an approximately 80,000 sq. ft. in-house manufacturing facility, which is dedicated to the production of clinical and commercial UCART products. The Raleigh facility commenced production of UCART product candidates in 2021. Our product candidates UCART22 and UCART20x22 used respectively in the BALLI-01 and NaThaLi-01 Studies have been manufactured in our Raleigh site. Second, in Paris, France, we have developed an approximately 14,000 sq. ft. in-house manufacturing facility, which is dedicated to the production of certain critical raw and starting material for clinical supply, with the potential to supply such materials for commercial production. The Paris facility commenced production of such raw and starting materials in 2020. We expect to continue to use certain third-parties manufacturers to complement Cellectis' internal manufacturing facilities.

Raw Materials

We are currently dependent on specialized third parties, who are subject to stringent manufacturing requirements and regulations, for the supply of various critical and biological materials – such as cells, chemicals, water, cytokines, vectors, nucleic acids, antibodies, biological reagents, medium, serum, buffers —that are necessary to produce our product candidates. We source these materials through service agreements or supply agreements and do not systematically have long-term supply contracts in place. However, we believe that competitive pricing is achieved because there are a number of potential long-term replacements to each of our suppliers. Generally, the prices of the principal biological raw and starting materials that we purchase are stable or fluctuate within a limited range. To the extent that we are exposed to price fluctuations, we generally do not expect, in the near term, to be able to pass on cost increases because of the early development stage of our product candidates. However, in light of our manufacturing facility project in Paris, we became independent for the supply of our most critical starting materials.

Intellectual Property

We seek to protect and enhance proprietary technology, inventions, and improvements that are commercially important to the development of our business by seeking, maintaining, and defending patent rights, whether developed internally or licensed from third parties. We will also seek to rely on regulatory protection afforded through orphan drug designations, data exclusivity, market exclusivity and patent term extensions where available.

To achieve this objective, we maintain a strategic focus on identifying and licensing key patents that provide protection and serve as an optimal platform to enhance our intellectual property and technology base.

Historical Perspectives

Cellectis was founded in early 2000. In June 2000, Institut Pasteur provided us with exclusive rights to its gene-editing patent portfolio. This patent portfolio included patents relating to homologous recombination and rare-cutting endonucleases (also named meganucleases), respectively, for genetic engineering in living cells. Our license agreements with Institut Pasteur expired in the first quarter of 2020 with the expiration of the last to expire patents under such agreements.

Since 2002, we have filed a large number of patent applications, many issued as patents, for custom-made meganucleases, and uses thereof, that specifically target a desired genetic sequence in a genome. In 2014, we entered into a cross-licensing agreement with Precision Biosciences, Inc., or Precision, in settlement of patent litigation and patent proceedings related to this technology. Pursuant to this cross-license, we licensed our patents and patent applications in this area to Precision, and Precision licensed its relevant patents and patent applications to us.
In 2010, we acquired a portfolio of patents and patent applications relating to electroporation methods and devices. In 2011, we entered into an exclusive license agreement with the Regents of the University of Minnesota (UMN) pursuant to which we in-licensed one patent family related to customized rare-cutting endonucleases, in connection with which we have registered the trademark TALEN in certain jurisdictions. This patent portfolio comprises ten patents in the United States and three European patents. In addition, in 2014, we entered into a series of agreements with Life Technologies Corporation (controlled by Thermo Fisher Scientific Inc.) pursuant to which we received a non-exclusive sublicense under certain patents related to research and therapeutic uses of TALE-nucleases (the "LTC Agreements") and we granted certain rights to Life Technologies under our TALEN technology. The main patents sublicensed by Life Technologies Corporation under the LTC Agreements are expiring in January 2030. Thermo Fisher Scientific (“Thermo Fisher”) has conducted an audit regarding the amounts reported and paid to them as sublicense revenues, under the LTC Agreement and has alleged that additional sublicense consideration is owed and that we otherwise failed to comply with our obligations under the LTC Agreement. We dispute these allegations and do not believe that any material underpayment or failure to comply has occurred. We have engaged in discussions with Thermo Fisher in an effort to resolve this matter.

In addition, we entered into a license agreement with Calyxt, pursuant to which Calyxt has been granted certain rights in connection with our gene editing and plant intellectual property portfolio.

Since 2012, we have filed about 54 new patent applications families related to the CAR T-cell technology. Included in this patent portfolio are patent applications relating to manufacturing allogeneic immune cells and to CAR design, including multi-subunit CARs and conditional expression CARs. In addition, we have filed a number of patent applications related to new TALEN structures and alternatives to the TALEN structure.

In October 2014 and March 2014, we exclusively in-licensed two patent portfolios from Ohio State Innovation Foundation and University College London, respectively. The Ohio State Innovation Foundation patent portfolio includes patent applications relating to CARs directed to cancer marker CS1. The University College London patent portfolio includes patent applications relating to a polypeptide expressing the “suicide switch” gene RQR8, and uses thereof.

Current Intellectual Property Portfolio

As a result of the licensing opportunities described above and our continuing research and development efforts, our intellectual property estate now contains patent applications that cover our products, including claims that cover:

- methods central to genome engineering and gene editing of blood cells, including gene targeting, replacement, insertions and/or knock-out by using TALE-nucleases;
- the main products we use in the manufacturing process, including nucleases;
- manufacturing steps, including cell electroporation, transformation and genetic modifications;
- resulting engineered cells;
- single-chain and multi-subunit CARs expressed at the surface of T-cells;
- specific gene inactivation and “suicide switch” gene expression; and
- allogeneic and autologous treatment strategies using our T-cell products.

The most relevant issued patents in our portfolio consist of approximately 79 Cellectis-owned and 13 in-licensed U.S. patents, 54 Cellectis-owned and 5 in-licensed European patents, and 239 Cellectis-owned and 27 in-licensed patents in other jurisdictions, such as Australia, Canada, China, Hong Kong, India, Israel, Japan, Korea, Mexico and Singapore.

The most relevant pending patent applications in our portfolio consist of approximately 31 Cellectis-owned and 1 in-licensed U.S. patent applications, 31 Cellectis-owned and European patent applications, 101 Cellectis-owned and 1 in-licensed patent applications pending in other jurisdictions, such as Australia, Brazil, Canada, China, Hong Kong, India, Israel, Japan, Korea, Mexico and Singapore.

Our most relevant portfolio includes a total of 417 owned and in-licensed granted patents, and 165 owned and in-licensed patent applications.

Our UCART product candidates rely for each product candidate upon one or more patent rights protecting various aspects of the technologies, including rights relating to:

- the genetic editing of T-cells, using TALEN technology, covered by approximately twelve Cellectis-owned patent families and three in-licensed patent families;
- the insertion of transgenes into T-cells using electroporation of mRNA, covered by approximately five Cellectis-owned patent families;
- the appending of attributes to T-cells, covered by approximately eight Cellectis-owned patent families and one in-licensed patent family;
- the molecular structure of CARs, covered by approximately six Cellectis-owned patent families; and

- specific CARs that target selected antigen markers are covered by approximately fifteen Cellectis-owned patent applications and one in-licensed patent family.

For additional information, see “Gene Editing Platform” below.

Individual patent terms extend for varying periods of time, depending upon the date of filing of the patent application, the date of patent issuance, and the legal term of patents in the countries in which they are obtained. In most countries in which we file patent applications, including the United States, the patent term is 20 years from the date of filing of the first non-provisional application to which priority is claimed. In certain instances, a patent term can be extended under certain circumstances. For example, in the United States, the term of a patent that covers an FDA-approved drug may be eligible for a patent term restoration of up to five years to effectively compensate for the patent term lost during the FDA regulatory review process, subject to several limitations discussed below under “ —Our Intellectual Property Strategy.” Also, in the United States, a patent’s term may be lengthened by patent term adjustment, which compensates a patentee for administrative delays by the U.S. Patent and Trademark Office in granting a patent, or may be shortened if a patent is terminally disclaimed over an earlier-filed patent. Our issued patents will expire on dates ranging from 2026 to 2041. If patents are issued on our pending patent applications, the resulting patents are projected to expire on dates ranging from 2026 to 2046. However, the actual protection afforded by a patent varies on a product-by-product basis, from country-to-country, and depends upon many factors, including the type of patent, the scope of its coverage, the availability of regulatory-related extensions, the availability of legal remedies in a particular country, and the validity and enforceability of the patent.

The patent portfolio for our and our licensees' most advanced product candidates are summarized below.

Gene Editing Platform

Our UCART product candidates rely upon our gene-editing platform and T-cell and CAR technology platforms. The patent portfolio covering these platforms and technologies, includes approximately 202 patents or pending patent applications in various countries, comprising 30 in-licensed and 112 Cellectis owned issued patents among which 32 are US granted patents and 16 European granted patents. Certain of these issued patents and pending patent applications, which expire between 2030 and 2041, cover product claims or process claims relevant to each of our product candidates.

Our gene-editing platform and each of our UCART product candidates benefits from the protections conferred by several patents and patent applications in our patent portfolio. As a result of this broad range of patent protection, very few individual patents in our portfolio are critical to our ability to effectively conduct our product development activities. Although certain patents relating to our electroporation technology have expired, other patents and patent applications covering this technology remain in force, and additional patents protect the nucleases delivered by our electroporation technology, as well as the methods to modify the cells by use of such nucleases. Among our main patents EP4368705 and EP300439 are under opposition before the European Patent Office.

UCART19

In addition to the patent portfolio relating to our platform and technologies, described above, our patent portfolio relating specifically to UCART19 includes granted patents and pending patent applications from the patent family WO2014184143 (CD19 Specific Chimeric Antigen Receptor and Uses Thereof).

We believe these patents and pending patent applications, which, if issued, would expire in 2034, include claims to cover the composition of matter of UCART19, methods of manufacture of UCART19, and methods to use UCART19 in treatment.

UCART22

In addition to the patent portfolio relating to our platform and technologies, described above, our patent portfolio relating specifically to UCART22 includes pending patent applications from the family WO2018278377. We believe these patent applications, which if issued, would expire in 2038, include claim directed to the composition of matter of UCART22, methods of manufacture of UCART22, and methods to use UCART22 in cancer treatment.

UCART20x22

In addition to the patent portfolio relating to our platform and technologies, described above, our patent portfolio relating specifically to UCART20x22 includes pending patent applications from the family WO2022023529. We believe these patent applications, which if issued, would expire in 2041, include claims directed to the composition of matter of UCART20x22, methods of manufacture of UCART20x22, and methods to use UCART20x22 in cancer treatment.

In each case, some of the issued patents and pending patent applications, if issued, may be eligible for patent term extension and patent term adjustment, thereby extending their terms, as described above.

Material Exclusive Licenses Granted to Cellectis

License from Regents of the University of Minnesota

In January 2011, we entered into an exclusive license agreement with Regents of the University of Minnesota, or UMN. Pursuant to this agreement, as amended in 2012, 2014, 2015 and 2022 we and our affiliates were granted an exclusive, worldwide, royalty-bearing, sublicensable license, under certain patents and patent applications owned by UMN, to make, use, sell, import, and otherwise dispose of products covered by the licensed patents, for all fields of use. These licensed patents relate to TALEN technology. Pursuant to the agreement, we are required to achieve certain specified research- and sales-related milestones

Pursuant to the terms of the agreement, we paid UMN an upfront license fee in the amount of $250,000 upon the effective date of the license agreement, and a second upfront payment in the amount of $1,000,000 following execution of the third amendment. In the non-agricultural field we are also required to pay to UMN low single digit percentage royalties on net sales of licensed products, as well as a percentage of all revenues received by us under sublicenses. Pursuant to the agreement, UMN is entitled to minimum annual royalties of $30,000 per year. In the agricultural field, no royalties are due on net sales of licensed products, but an annual fee of $150,000 per year is due to UMN and commercial milestones are due upon the occurrence of certain commercial sale milestones. We are also

required to pay UMN milestone payments up to a total of $290,000 in the aggregate upon the occurrence of specified events and to pay certain patent-related expenses incurred under the agreement for prosecuting and maintaining the licensed patents. If we undergo a change of control and wish to assign our rights and duties under the agreement, we will be required to pay UMN an additional transfer fee.

The license agreement will expire upon the expiration of the last to expire valid claim of the licensed patents. UMN may terminate the agreement upon advance written notice in the event of our insolvency or bankruptcy, and immediately upon written notice in the event that we challenge the validity or enforceability of any licensed patent in a court or other applicable authority. UMN and we may terminate the agreement by written notice in the event of the other party's breach that has not been cured within a specified number of days after receiving notice of such breach.

Our Intellectual Property Strategy

We believe our current layered patent estate, together with our efforts to develop and patent next generation technologies, provides us with substantial intellectual property protection. However, the area of patent and other intellectual property rights in biotechnology is an evolving one with many risks and uncertainties.

Our strategy is also to develop and obtain additional intellectual property covering innovative manufacturing processes and methods for genetically engineering T-cells expressing new constructs. To support this effort, we have established expertise and development capabilities focused in the areas of pre-clinical research and development, manufacturing and manufacturing process scale-up, quality control, quality assurance, regulatory affairs and clinical trial design and implementation. Thus, we expect to file additional patent applications to expand this layer of our intellectual property estate.

The term of individual patents depends upon the legal term of the patents in the countries in which they are obtained. In most countries in which we file, the patent term is 20 years from the date of filing of the first non-provisional application to which priority is claimed. In the United States, a patent's term may be lengthened by patent term adjustment, which compensates a patentee for administrative delays by the U.S. Patent and Trademark Office in granting a patent, or may be shortened if a patent is terminally disclaimed over an earlier-filed patent. The term of a patent that covers an FDA-approved drug may also be eligible for a patent term restoration of up to five years under the Hatch-Waxman Act, which is designed to compensate for the patent term lost during the FDA regulatory review process. The length of the patent term restoration is calculated based on the length of time the drug is under regulatory review. A patent term restoration under the Hatch-Waxman Act cannot extend the remaining term of a patent beyond a total of 14 years from the date of product approval and only one patent applicable to an approved drug may be restored. Moreover, a patent can only be restored once, and thus, if a single patent is applicable to multiple products, it can only be extended based on one product. Similar provisions are available in Europe and certain other foreign jurisdictions to extend the term of a patent that covers an approved drug. When possible, depending upon the length of clinical trials and other factors involved in the filing of a BLA, we expect to apply for patent term extensions for patents covering our product candidates and their methods of use.

Our commercial success may depend in part on our ability to obtain and maintain patent and other proprietary protection for commercially important technology, inventions and know-how related to our business; defend and enforce our patents; preserve the confidentiality of our trade secrets; and operate without infringing the valid enforceable patents and proprietary rights of third parties. Our ability to stop third parties from making, using, selling, offering to sell or importing our products may depend on the extent to which we have rights under valid and enforceable patents or trade secrets that cover these activities. With respect to both licensed and company-owned intellectual property, we cannot be sure that patents will be granted with respect to any of our pending patent applications or with respect to any patent applications filed by us in the future, nor can we be sure that any of our existing patents or any patents that may be granted to us in the future will be commercially useful in protecting our commercial products and methods of manufacturing the same.

We may rely, in some circumstances, on trade secrets to protect our technology. However, trade secrets can be difficult to protect. We seek to protect our proprietary technology and processes, in part, by entering into confidentiality agreements with our employees, consultants, scientific advisors and contractors. We also seek to preserve the integrity and confidentiality of our data and trade secrets by maintaining physical security of our premises and physical and electronic security of our information technology systems. While we have confidence in these individuals, organizations and systems, agreements or security measures may be breached, and we may not have adequate remedies for any breach. In addition, our trade secrets may otherwise become known or be independently discovered or lawfully reverse-engineered by competitors. To the extent that our consultants, contractors or collaborators use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions.

Competition

The biotechnology and pharmaceutical industries put significant resources toward developing novel and proprietary therapies for the treatment of cancer, which often incorporate novel technologies and incorporate valuable intellectual property. We compete with companies in the immunotherapy space, as well as companies developing novel targeted therapies for cancer. In addition, our products will compete with existing standards of care for the diseases that our product candidates target. We anticipate that we will face intense and increasing competition from many different sources, including new and established biotechnology and pharmaceutical companies, academic research institutions, governmental agencies and public and private research institutions.

The immuno-oncology cell therapy competitive landscape is increasing, with the main approaches including CAR-T cells (autologous and allogeneic), autologous T-cell receptors (TCRs) and natural killer (NK) cells approaches.

The approved autologous CAR-T cell programs are:

- tisagenlecleucel (Kymriah®) commercialized by Novartis AG, first approved by the FDA in August 2017 for the treatment of patients up to 25 years of age with B-cell precursor acute lymphoblastic leukemia (ALL) that is refractory or in second or later relapse;
- axicabtagene ciloleucel (Yescarta®) commercialized by Kite Pharma, a subsidiary of Gilead Sciences, first approved by the FDA in October 2017 for the treatment of adult patients with relapsed or refractory large B-cell lymphoma after two or more lines of systemic therapy;
- brexucabtagene autoleucel (Tecartus™) commercialized by Kite Pharma, a subsidiary of Gilead Sciences, first approved by the FDA in July 2020 for the treatment of adult patients with relapsed or refractory mantle cell lymphoma;

- lisocabtagene maraleucel (Breyanzi™) commercialized by Bristol Myers Squibb, first approved by the FDA in February 2021 for the treatment of adult patients with relapsed or refractory large B-cell lymphoma after two or more lines of systemic therapy;
- idecabtagene vicleucel (Abecma™) commercialized by Bristol Myers Squibb and bluebird bio, first approved by the FDA in March 2021 for the treatment of adult patients with relapsed or refractory multiple myeloma after four or more prior lines of therapy including an immunomodulatory agent, a proteasome inhibitor, and an anti-CD38 monoclonal antibody; and
- ciltacabtagene autoleucel (Carvykti™) commercialized by Janssen Biotech, Inc. and Legend Biotech Corp., first approved by the FDA in February 2022 for the treatment of adult patients with relapsed or refractory multiple myeloma after four or more prior lines of therapy, including a proteasome inhibitor, an immunomodulatory agent, and an anti-CD38 monoclonal antibody.
- obecabtagene autoleucel (Aucatzyl™) commercialized by Autolus Inc., first approved by the FDA in November 2024 for the treatment of adults with relapsed or refractory B-cell precursor acute lymphoblastic leukemia (ALL) after two or more prior lines of systemic therapy or after allogeneic stem cell transplantation.

Due to the therapeutic effect of T-cell therapies in clinical trials, we anticipate substantial direct competition from other existing and new competitors developing these therapies, both focused on autologous therapies and allogeneic CAR-T cell approaches. Here, we differentiate ourselves by using our proprietary gene-editing and manufacturing capabilities to add specific features to our T-cell products. Our competitors include:

- Autologous and Allogeneic CAR T-cell space: Bristol-Myers Squibb, Gilead Sciences Inc., Novartis AG, Johnson & Johnson, Regeneron Pharmaceuticals Inc., Fate Therapeutics Inc., CRISPR Therapeutics Inc., Caribou Biosciences Inc., Takeda Pharmaceutical Company Limited, Mustang Bio, Atara Biotherapeutics Inc., Adaptimmune (in collaboration with Astellas), Poseida Therapeutics Inc. (acquired by F. Hoffman-La Roche AG), Arcellx Inc., Legend Biotech, BioNTech SE, Vor Therapeutics Inc., Autolus Therapeutics plc., and Lyell Immunopharma, Inc.
- Gene-editing space: CRISPR Therapeutics Inc., Editas Medicine, Inc., Intellia Therapeutics, Inc., Precision BioSciences, Inc., Sangamo BioSciences Inc., Vertex Therapeutics, Prime Medicine Inc. Verve Therapeutics Inc. and Beam Therapeutics Inc.

We also face competition from non-cell based treatments offered by companies such as Amgen Inc., AstraZeneca plc, Bristol-Myers Squibb Company, Incyte Corporation, Johnson & Johnson, Merck & Co., Inc., Novartis AG, Pfizer, Inc., and F. Hoffman-La Roche AG, amongst others. Immunotherapy is further being pursued by several biotech companies as well as by large-cap pharmaceuticals. Many of our current or potential competitors, either alone or with their collaboration partners, have significantly greater financial resources and expertise in research and development, manufacturing, pre-clinical testing, conducting clinical trials, and marketing approved products than we do. Mergers and acquisitions in the pharmaceutical, biotechnology and gene therapy industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs.

Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe side effects, are more convenient or are less expensive than any products that we may develop. Our competitors also may obtain FDA or other regulatory approval for their products more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market or make our development more complicated. The key competitive factors affecting the success of all of our programs are likely to be their efficacy, safety, and convenience.

Government Regulation and Product Approval

Government Regulation of Biological Products

We are subject to extensive regulation. Our product candidates, cell based gene therapies, are regulated as biologics. Governmental authorities, including the FDA and comparable regulatory authorities in other countries, regulate the design, development, production / manufacturing, testing, safety, efficacy, labeling, storage, record-keeping, advertising, promotion and marketing of pharmaceutical products, including biologics.

Non-compliance with applicable requirements can result in fines and other judicially imposed sanctions, including product seizures, import restrictions, injunctive actions and criminal prosecutions of both companies and individuals. In addition, administrative remedies can involve requests to recall violative products; the refusal of the government to enter into supply contracts; or the refusal to approve pending product approval applications until manufacturing or other alleged deficiencies are brought into compliance. The FDA and similar authorities around the world also have the authority to cause the withdrawal of approval of a marketed product, to impose labeling restrictions or to require that we redo some non-clinical and/or clinical studies.

The FDA requires clinical trials to demonstrate product safety and efficacy and the submission of a BLA for marketing authorization.

Our product candidates must be approved by the FDA before they may be legally marketed in the United States and by the appropriate foreign regulatory agencies before they may be legally marketed in foreign countries. Generally, our activities in foreign countries will be subject to regulation that is similar in nature and scope as that imposed in the United States, although there can be important differences. Additionally, some significant aspects of regulation in the EU are addressed in a centralized way, but country-specific regulation remains essential in many respects. The process for obtaining regulatory marketing approvals and the subsequent compliance with appropriate federal, state, local and foreign statutes and regulations require the expenditure of substantial time and financial resources.

Ethical, social and legal concerns about gene therapy, gene modifications, genetic testing and genetic research could result in additional regulations restricting or prohibiting the processes we may use. Federal and state agencies, congressional committees and

foreign governments have expressed interest in further regulating biotechnology. More restrictive regulations or claims that our products are unsafe or pose a hazard could prevent us from commercializing any products in one or more jurisdictions. New government requirements may be established that could delay or prevent regulatory approval of our product candidates under development. It is impossible to predict whether legislative changes will be enacted, regulations, policies or guidance changed, or interpretations by agencies or courts changed, or what the impact of such changes, if any, may be.

Set forth below is a description of the process of obtaining U.S. government approval for biological product development. Similar processes apply in other jurisdictions.

U.S. Biological Product Development

In the United States, the FDA regulates biologics under the Federal Food, Drug, and Cosmetic Act, or FDCA, and the Public Health Service Act, or PHSA, and their implementing regulations. Biologics are also subject to other federal, state and local statutes and regulations. The process required by the FDA before biologic product candidates may be marketed in the United States and the subsequent compliance with appropriate federal, state, local and foreign statutes and regulations require the expenditure of substantial time and financial resources. Failure to comply with the applicable U.S. requirements at any time during the product development process, approval process or after approval, may subject an applicant to administrative or judicial sanctions. These sanctions could include, among other actions, the FDA's refusal to approve pending applications, withdrawal of an approval, a clinical hold, untitled or warning letters, product recall requests or withdrawals from the market, labeling restrictions, non-clinical and/or clinical studies to be performed again, product seizures, product destruction, total or partial suspension of production or distribution injunctions, import restrictions, fines, refusals of government contracts, restitution, disgorgement, or civil or criminal penalties for both companies and individuals. Any agency or judicial enforcement action could have a material adverse effect on us.

Our biological product candidates must be approved by the FDA through the Biologics License Application, or BLA, process before they may be legally marketed in the United States. The process required by the FDA before a biologic may be marketed in the United States generally involves the following:

- completion of extensive nonclinical, sometimes referred to as pre-clinical laboratory tests, pre-clinical animal studies and formulation studies in accordance with applicable regulations, including the FDA's GLP regulations;
- production and testing of clinical products according to the current Good Manufacturing Practices, or cGMP, and possible FDA product specific requirements;
- submission to the FDA of an IND, which must become effective before clinical trials may begin and must be updated at least annually;
- performance of adequate and well-controlled clinical trials in accordance with applicable IND and other clinical trial-related regulations, sometimes referred to as Good Clinical Practices, or GCPs, to establish the safety and efficacy of the proposed product candidate for each proposed indication;
- submission to the FDA of a BLA;
- satisfactory completion of an FDA pre-approval inspection of the manufacturing facility or facilities where the active pharmaceutical ingredient, or API, and finished product are manufactured to assess compliance with the IND/BLA and FDA's cGMP requirements to assure that the facilities, methods and controls are adequate to preserve the product's identity, strength, quality, purity and potency;
- FDA review and approval of the BLA prior to any commercial marketing or sale of the product in the United States.

The data required to support a BLA is typically generated in three development segments: manufacturing, pre-clinical and clinical. The manufacturing development stage generally involves laboratory evaluations of drug chemistry and biology properties, formulation and stability. The pre-clinical stage generally involves studies to evaluate pharmacology and toxicity in animals, which support subsequent clinical testing. The conduct of the manufacturing and pre-clinical studies must comply with federal regulations, including GMPs and GLPs for the main Toxicology Studies.

The sponsor must submit the results of the pre-clinical studies, together with manufacturing information, analytical data, any available clinical data or literature and a proposed clinical protocol, to the FDA as part of an IND before any clinical testing may proceed. An IND is a request for authorization from the FDA to administer an investigational drug product to humans. The IND must become effective before clinical trials may begin. The IND is automatically effective 30 days after receipt by the FDA, unless during that time the FDA raises concerns or questions regarding the proposed clinical trials. In such a case, the FDA may place the IND on clinical hold and the IND sponsor and the FDA must resolve any outstanding concerns before the clinical trial can begin. The FDA may also impose clinical holds on a product candidate at any time before or during clinical trials due to safety concerns or non-compliance. Accordingly, we cannot be sure that submission of an IND will result in the FDA allowing clinical trials to begin, or that, once begun, issues will not arise that could cause the trial to be suspended or terminated.

Before the IND becomes active, the clinical protocol will also need to be approved by the relevant Institutional Review Boards, or IRBs, and Institutional Biosafety Committees, or IBCs, which are the cornerstone of institutional oversight of recombinant DNA clinical research.

Clinical trials involve the administration of the investigational product to human subjects under the supervision of qualified investigators, generally physicians not employed by or under the trial sponsor's control, in accordance with GCPs, which include the requirement that all research subjects provide their informed consent for their participation in any clinical trial. Clinical trials are conducted under protocols detailing, among other things, the objectives of the clinical trial, dosing procedures, subject selection and exclusion criteria, and the parameters to be used to monitor subject safety and assess efficacy. Each protocol, and any subsequent amendments to the protocol, must be submitted to the FDA as part of the IND. Further, each clinical trial must be reviewed and approved by an independent institutional review board, or IRB, at or servicing each institution at which the clinical trial will be conducted. An IRB is charged with protecting the welfare and rights of trial participants and considers such items as whether the risks to individuals participating in the clinical trials are minimized and are reasonable in relation to anticipated benefits. The IRB also approves the informed consent form that must be provided to each clinical trial subject or his or her legal representative and must monitor the clinical trial until completed.

All gene therapy experiments and clinical trials are also subject to review and oversight by an IBC, a local institutional committee that reviews and oversees basic and clinical research conducted at that institution. The IBC assesses the safety of the research and identifies any potential risk to public health or the environment.

There are also requirements governing the reporting of ongoing clinical trials and completed clinical trial results to public registries. Sponsors of applicable clinical trials of FDA-regulated products, including biologics, are required to register and disclose certain clinical trial information, which is publicly available at www.clinicaltrials.gov. Information related to the product, patient population, phase of investigation, study sites and investigators, and other aspects of the clinical trial is then made public as part of the registration. Sponsors are also obligated to disclose the results of their clinical trials after completion. Disclosure of the results of these trials can be delayed until the new product or new indication being studied has been approved.

Human clinical trials are typically conducted in three sequential phases. However, these phases may overlap or be combined:

- Phase 1. The biological product candidate is initially introduced into healthy human subjects and tested for safety. In the case of some products for severe or life-threatening diseases, especially when the product may be too inherently toxic to ethically administer to healthy volunteers, if pre-clinical testing warrants, the initial human testing may be conducted in patients with the condition of interest.
- Phase 2. The biological product candidate is evaluated in a limited patient population with the condition of interest to identify possible adverse effects and safety risks, to preliminarily evaluate the efficacy of the product for specific targeted diseases and to determine dosage tolerance, optimal dosage and dosing schedule.
- Phase 3. Clinical trials are undertaken to further evaluate dosage, clinical efficacy, potency and safety in an expanded patient population with the condition of interest at geographically dispersed clinical trial sites. These clinical trials are intended to establish the overall risk to benefit ratio of the product and provide an adequate basis for approval, including appropriate product labeling.

Post-approval clinical studies, sometimes referred to as “Phase 4” clinical trials, may be conducted after initial marketing approval. These clinical studies are used to gain additional experience from the treatment of patients in the intended therapeutic indication, particularly for long-term safety follow-up. The FDA recommends that sponsors observe subjects for potential gene therapy-related delayed adverse events for a 15-year period following exposure to the investigational product, including a minimum of five years of annual examinations followed by ten years of annual queries, either in person or by questionnaire, of study subjects.

During all phases of clinical development, regulatory agencies require extensive monitoring and auditing of all clinical activities, clinical data, and clinical trial investigators. Annual progress reports detailing the results of the clinical trials must be submitted to the FDA. Written IND safety reports must be promptly submitted to the FDA, IRB, and the investigators for serious and unexpected adverse events, any findings from other studies, tests in laboratory animals or in vitro testing that suggest a significant risk for human patients, or any clinically important increase in the rate of a serious suspected adverse reaction over that listed in the protocol or investigator brochure. The sponsor must submit an IND safety report within 15 calendar days after the sponsor determines that the information qualifies for reporting. The sponsor also must notify the FDA of any unexpected fatal or life-threatening suspected adverse reaction within seven calendar days after the sponsor’s initial receipt of the information.

Phase 1, Phase 2 and Phase 3 clinical trials may not be completed successfully within any specified period, if at all. The FDA or the sponsor or its data safety monitoring board may suspend or terminate a clinical trial at any time on various grounds, including a finding that the research patients are being exposed to an unacceptable health risk, including risks inferred from other unrelated immunotherapy trials. Similarly, an IRB can suspend or terminate approval of a clinical trial at its institution if the clinical trial is not being conducted in accordance with the IRB’s requirements or if the biological product has been associated with unexpected serious harm to patients.

Human immunotherapy products and gene therapy products are a new category of therapeutics. Because this is a relatively new and expanding area of novel therapeutic interventions, there can be no assurance as to the length of the trial period, the number of patients the FDA will require to be enrolled in the trials in order to establish the safety, efficacy, purity and potency of immunotherapy products, or that the data generated in these trials will be acceptable to the FDA to support marketing approval.

Concurrently with clinical trials, companies usually complete additional animal studies and must also develop additional information about the biological and physical characteristics of the biological product as well as finalize a process for production and testing the product in commercial quantities in accordance with cGMP requirements. To help reduce the risk of the introduction of adventitious agents with use of biological products, the PHSA emphasizes the importance of manufacturing control for products whose attributes cannot be precisely defined. The manufacturing process must be capable of consistently producing quality batches of the product candidate and, among other things, the sponsor must develop and validate methods for testing the identity, strength, quality, potency and purity of the final biological product. Additionally, appropriate packaging must be selected and tested and stability studies must be conducted to demonstrate that the biological product candidate does not undergo unacceptable deterioration over its shelf life.

U.S. Review and Approval Processes for Biological Product Candidates

After the completion of clinical trials, non-clinical and manufacturing activities of a biological product candidate, FDA approval of a BLA must be obtained before commercial marketing of the biological product. The BLA must include results of product development, laboratory and animal studies, human trials, information on the manufacture and composition of the product, proposed labeling and other relevant information. The approval processes require substantial time and effort and there can be no assurance that the FDA will accept the BLA for filing and, even if filed, that any approval will be granted on a timely basis, if at all.

Under the Prescription Drug User Fee Act, or PDUFA, as amended, each BLA must be accompanied by a significant user fee. The FDA adjusts the PDUFA user fees on an annual basis. PDUFA also imposes an annual product fee for biological products and an annual establishment fee on facilities used to manufacture prescription biological products. Fee waivers or reductions are available in certain circumstances, including a waiver of the application fee for the first application filed by a small business. Additionally, no user fees are assessed on BLAs for products designated as orphan drugs, unless the product also includes a non-orphan indication.

Within 60 days following submission of the BLA, the FDA reviews the application to determine if it is substantially complete before the agency accepts it for filing. The FDA may refuse to file any BLA that it deems incomplete or not properly reviewable at the

time of submission and may request additional information. In this event, the BLA must be resubmitted with the additional information. The resubmitted application also is subject to review before the FDA accepts it for filing. Once the submission is accepted for filing, the FDA begins an in-depth substantive review of the BLA. The FDA reviews the BLA to determine, among other things, whether the proposed product is safe and potent, or effective, for its intended use, and has an acceptable purity profile, and whether the product is being manufactured in accordance with cGMP regulations to assure and preserve the product's identity, safety, strength, quality, potency and purity. The FDA may refer applications for novel biological products or biological products that present difficult questions of safety or efficacy to an advisory committee, typically a panel that includes clinicians and other experts, for review, evaluation and a recommendation as to whether the application should be approved and under what conditions. The FDA is not bound by the recommendations of an advisory committee, but it considers such recommendations carefully when making decisions. During the biological product approval process, the FDA also will determine whether a Risk Evaluation and Mitigation Strategy, or REMS, is necessary to assure the safe use of the biological product candidate. A REMS may be imposed to ensure safe use of the drug, and could include medication guides, physician communication plans, or elements to assure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. If the FDA concludes a REMS is needed, the sponsor of the BLA must submit a proposed REMS. The FDA will not approve a BLA without a REMS, if required.

Before approving a BLA, the FDA will inspect the facilities at which the product candidate, the associated vector and other key raw or starting materials are manufactured. The FDA will not approve the product candidate unless it determines that the manufacturing processes and facilities are in compliance with cGMP requirements and adequate to assure consistent production of the product within required specifications. For cell based immunotherapy products, the FDA also will not approve the product if the manufacturer is not in compliance with the current good tissue practice, or GTP requirements, to the extent applicable. These requirements are set out in FDA regulations and guidance documents and govern the methods used in, and the facilities and controls used for, the manufacture of human cells, tissues, and cellular and tissue based products, or HCT/Ps, which are human cells or tissue intended for use in implantation, transplantation, infusion, or transfer into a human recipient. The primary intent of the GTP requirements is to ensure that cell and tissue based products are manufactured in a manner designed to prevent the introduction, transmission and spread of communicable disease. FDA regulations also require tissue establishments to register and list their HCT/Ps with the FDA and, when applicable, to evaluate donors through screening and testing. Additionally, before approving a BLA, the FDA may inspect one or more clinical sites to assure that the clinical trials were conducted in compliance with IND trial requirements and GCP requirements. To assure cGMP, GTP and GCP compliance, an applicant must incur significant expenditure of time, money and effort in the areas of training, record keeping, production, and quality control.

Notwithstanding the submission of relevant data and information, the FDA may ultimately decide that the BLA does not satisfy its regulatory criteria for approval and deny approval. Data obtained from clinical trials are not always conclusive and the FDA may interpret data differently than we interpret the same data. If the agency decides not to approve the BLA in its submitted form, the FDA will issue a complete response letter that describes all of the specific deficiencies in the BLA identified by the FDA. The deficiencies identified may be minor, for example, requiring labeling changes, or major, for example, requiring additional clinical trials. Additionally, the complete response letter may include recommended actions that the applicant might take to place the application in a condition for approval. If a complete response letter is issued, the applicant may either resubmit the BLA, addressing all of the deficiencies identified in the letter, or withdraw the application.

If a product candidate receives regulatory approval, the approval may be significantly limited to specific diseases and dosages or the indications for use may otherwise be limited, which could restrict the commercial value of the product.

Further, the FDA may require that certain contraindications, warnings or precautions be included in the product labeling. The FDA may impose restrictions and conditions on product distribution, prescribing, or dispensing in the form of a REMS, or otherwise limit the scope of any approval. In addition, the FDA may require post marketing clinical trials, sometimes referred to as Phase 4 clinical trials, or additional studies like safety studies, designed to further assess a biological product's safety and effectiveness, and testing and surveillance programs to monitor the safety of approved products that have been commercialized.

In addition, unless a waiver is granted, under the Pediatric Research Equity Act, or PREA, a BLA or supplement to a BLA must contain data to assess the safety and effectiveness of the product for the claimed indications in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective. The Food and Drug Administration Safety and Innovation Act, or FDASIA, requires that a sponsor who is planning to submit a marketing application for a drug or biological product that includes a new active ingredient, new indication, new dosage form, new dosing regimen or new route of administration submit an initial Pediatric Study Plan, or PSP, within sixty days after an end-of-Phase 2 or an end-of-Phase 1 meeting or as may be agreed between the sponsor and FDA. The initial PSP must include, among other things, an outline of the pediatric study or studies that the sponsor plans to conduct, including to the extent practicable study objectives and design, age groups, relevant endpoints and statistical approach, or a justification for not including such detailed information, and any request for a deferral of pediatric assessments or a full or partial waiver of the requirement to provide data from pediatric studies along with supporting information. FDA and the sponsor must reach agreement on the PSP. A sponsor can submit amendments to an agreed-upon initial PSP at any time if changes to the pediatric plan need to be considered based on data collected from nonclinical studies, early phase clinical trials, and/or other clinical development programs. The FDA may grant deferrals for submission of data or full or partial waivers. Unless otherwise required by regulation, PREA does not apply to any product for an indication for which orphan designation has been granted. However, if only one indication for a product has orphan designation, a pediatric assessment may still be required for any applications to market that same product for the non-orphan indications.

One of the performance goals agreed to by the FDA under the PDUFA VII (regarding FDA FY 2023-2027) is to review 90% of standard BLAs in 10 months and 90% of priority BLAs in six months, whereupon a review decision is to be made. The FDA does not always meet its PDUFA goal dates for standard and priority BLAs and its review goals are subject to change from time to time. The review process and the PDUFA goal date may be extended by three months if the FDA requests or the BLA sponsor otherwise provides additional information or clarification regarding information already provided in the submission within the last three months before the PDUFA goal date.

Orphan Drug Designation

Under the Orphan Drug Act, a sponsor may request and the FDA may grant orphan designation to a drug or biologic intended to treat a rare disease or condition, which is generally a disease or condition that affects fewer than 200,000 individuals in the United States, or if it affects more than 200,000 individuals in the United States and there is no reasonable expectation that the cost of developing and making available in the United States drug or biologic for this type of disease or condition will be recovered from sales in the United

States for that product. Orphan drug designation must be requested before submitting a BLA. After the FDA grants orphan drug designation, the generic and trade name, if any, of the drug or biologic and the rare disease or condition for which orphan-drug designation was granted are disclosed publicly by the FDA. While the orphan drug designation affords the holder certain incentives in terms of tax credits, user fee waiver, eligibility for orphan drug exclusivity, and financial incentives, the orphan drug designation does not convey any advantage during, or shorten the duration of, the regulatory review or approval process.

If a product that has orphan drug designation subsequently receives the first FDA approval for the disease or condition for which it has such designation, FDA may grant the product orphan product exclusivity, which means that the FDA may not approve any other applications, including a full BLA, to market the same drug or biologic for the same indication for seven years, except in limited circumstances, such as a showing of clinical superiority of the subsequent product to the product with orphan drug exclusivity. Orphan drug exclusivity does not prevent FDA from approving a different drug or biologic for the same disease or condition, or the same drug or biologic for a different disease or condition. Among the other benefits of orphan drug designation are tax credits for certain research and a waiver of the BLA application user fee.

A designated orphan drug may not receive orphan drug exclusivity if it is approved for a use that is broader than the indication for which it received orphan designation. Orphan exclusivity also could block the approval of one of our products for seven years if a competitor obtains approval of the same drug or biologic for the same use as defined by the FDA or if our product candidate is determined to be contained within the competitor's product for the same indication or disease. In addition, exclusive marketing rights in the United States may be lost if the FDA later determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantities of the product to meet the needs of patients with the rare disease or condition.

In the EU, the designation as an "orphan medicinal product" can be requested in the case of products that are intended for the diagnosis, prevention or treatment of a life-threatening or chronically debilitating condition and either (a) such condition affects no more than five in 10,000 persons in the EU when the application is made, or (b) the product, without the benefits derived from orphan status, would unlikely generate sufficient return in the EU to justify the necessary investment. Moreover, in order to obtain orphan designation it is necessary to demonstrate that there exists no satisfactory method of diagnosis, prevention or treatment of such condition authorized for marketing in the EU, or if such a method exists, the product will be of significant benefit to those affected by the condition. Orphan designation is lost in the EU if it is established that the product no longer meets the orphan criteria before market authorization is granted.

In the EU, orphan medicinal products are eligible for financial incentives as well as specific regulatory assistance and scientific advice. Products receiving orphan status in the EU can receive ten years of market exclusivity, during which time no application may be accepted, or marketing authorization granted, for a similar medicinal product for the same indication; which means that no similar product may be placed on the market. An orphan product can also obtain an additional two years of orphan exclusivity in the EU for pediatric studies. No extension to any supplementary protection certificate can be granted on the basis of pediatric studies for orphan indications.

However, the ten-year orphan exclusivity may be reduced to six years in certain circumstances, including for example if, at the end of the fifth year, it is established that the product is sufficiently profitable not to justify maintenance of market exclusivity.

There can be no assurance that we will receive and/or maintain orphan drug designation for any product candidates in the United States, in the EU or in any other market. Additionally, it is possible orphan exclusivity from a competitor could block the approval of one of our products for a certain period of time, in the United States, in the EU or in any other market.

Expedited Development and Review Programs

The FDA has a Fast Track program that is intended to facilitate the development, and expedite the process for reviewing new drugs and biological products that meet certain criteria. Specifically, new products are eligible for Fast Track designation if they are intended to treat a serious or life-threatening disease or condition and demonstrate the potential to address unmet medical needs for the disease or condition. Fast Track designation applies to the combination of the product and the specific indication for which it is being studied. The sponsor of a new drug or biologic may request the FDA to designate the drug or biologic as a Fast Track product candidate at any time during the clinical development of the product candidate. Under the Fast Track program, the FDA may consider the review of sections of the BLA on a rolling basis before the complete application is submitted, if the sponsor provides a schedule for the submission of the sections of the BLA, the FDA agrees to accept sections of the BLA and determines that the schedule is acceptable, and the sponsor pays any required user fees upon submission of the first section of the BLA.

Any product candidate for a serious condition, submitted to the FDA for approval, including a product with a Fast Track designation, may also be eligible for other types of FDA programs intended to expedite development and review, such as priority review and accelerated approval. A product candidate is eligible for priority review if it has the potential to treat a serious condition and, if approved, would provide safe and effective therapy where no satisfactory alternative therapy exists or is a significant improvement in the treatment, diagnosis or prevention of a disease compared to marketed products. The FDA will attempt to direct additional resources to the evaluation of an application for a new product candidate designated for priority review in an effort to facilitate the review, and aims to review such applications within six months as opposed to ten months for standard review. Additionally, a product candidate may be eligible for accelerated approval. Product candidates studied for their safety and effectiveness in treating serious or life-threatening illnesses and that provide meaningful therapeutic benefit over existing treatments may receive accelerated approval which means that they may be approved on the basis of adequate and well-controlled clinical trials establishing that the product candidate has an effect on a surrogate endpoint that is reasonably likely to predict clinical benefit, or on the basis of an effect on a clinical endpoint other than irreversible morbidity or mortality or other clinical benefit, taking into account the severity, rarity, or prevalence of the condition and the availability or lack of alternative treatments. As a condition of approval, the FDA may require that a sponsor of a drug or biological product candidate receiving accelerated approval perform adequate and well-controlled post-marketing clinical trials. In addition, the FDA currently requires as a condition for accelerated approval pre-approval of promotional materials, which could adversely impact the timing of the commercial launch of the product. Fast Track designation, priority review and accelerated approval do not change the standards for approval but may expedite the development or approval process.

Rare Pediatric Disease Designation

The FDA grants Rare Pediatric Disease Designation (RPDD) for serious and life-threatening diseases that primarily affect individuals from birth to 18 years old and fewer than 200,000 persons in the U.S. Under this program, a sponsor who receives an

approval for a drug or biologic for a "rare pediatric disease" designation may qualify for a pediatric priority review voucher (pPRV) that can be redeemed to receive a priority review of a subsequent marketing application for a different product.

Breakthrough Therapy / Regenerative Medicine Advanced Therapy Designation

Under the provisions of the Food and Drug Administration Safety and Innovation Act, or FDASIA, enacted in 2012, the FDA established a Breakthrough Therapy Designation which is intended to expedite the development and review of products that treat serious or life-threatening conditions. A breakthrough therapy is defined as a drug that is intended, alone or in combination with one or more other drugs, to treat a serious or life-threatening disease or condition, and preliminary clinical evidence indicates that the drug may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. The designation includes all of the features of Fast Track designation, as well as more intensive FDA interaction and guidance. The Breakthrough Therapy Designation is a distinct status from both accelerated approval and priority review, but these can also be granted to the same product candidate if the relevant criteria are met.

The FDA must take certain actions, such as holding timely meetings and providing advice, intended to expedite the development and review of an application for approval of a breakthrough therapy. All requests for breakthrough therapy designation will be reviewed within 60 days of receipt, and FDA will either grant or deny the request.

In addition, as described in Section 3033 of the 21st Century Cures Act, signed into law in December 2016, a drug is eligible for Regenerative Medicine Advanced Therapy, or RMAT, designation if:

- the drug is a regenerative medicine therapy, which is defined as a cell therapy, therapeutic tissue engineering product, human cell and tissue product, or any combination product using such therapies or products, except for those regulated solely under Section 361 of the Public Health Service Act and part 1271 of Title 21, Code of Federal Regulations;
- the drug is intended to treat, modify, reverse, or cure a serious or life-threatening disease or condition; and
- preliminary clinical evidence indicates that the drug has the potential to address unmet medical needs for such disease or condition.

The RMAT designation carries all of benefits of Breakthrough and Fast Track therapy designations, including: intensive interaction with FDA on an efficient drug development program beginning as early as Phase 1, organizational commitment involving senior FDA personnel, and rolling BLA review. RMAT designees are also eligible for accelerated approval and priority review if relevant criteria are met.

Where applicable, we plan to request Fast Track and/or Breakthrough Therapy Designation for our product candidates. Even if we receive one of these designations for our product candidates, the FDA may later decide that our product candidates no longer meet the conditions for qualification. In addition, these designations may not provide us with a material commercial advantage.

Post-Approval Requirements

Maintaining compliance with applicable federal, state, and local statutes and regulations requires the expenditure of substantial time and financial resources. Rigorous and extensive FDA regulation of biological products continues after approval, particularly with respect to cGMP and pharmacovigilance requirements as well as post marketing commitments. Any products for which we receive FDA approval will be subject to continuing regulation by the FDA, including, among other things, record-keeping requirements, reporting of adverse experiences with the product, providing the FDA with updated safety and efficacy information, product sampling and distribution requirements, and complying with FDA promotion and advertising requirements, which include, among others, standards for direct-to-consumer advertising, restrictions on promoting products for uses or in patient populations that are not described in the product's approved uses (known as off-label use), limitations on industry-sponsored scientific and educational activities, and requirements for promotional activities involving the internet. Although physicians may prescribe legally available products for off-label use that they deem to be appropriate in their professional medical judgment, manufacturers may not market or promote such off-label uses.

Other post-approval requirements applicable to biological products include reporting of cGMP deviations that may affect the identity, potency, purity and overall safety of a distributed product, record-keeping requirements, reporting of adverse effects, reporting updated safety and efficacy information, and complying with electronic record and signature requirements. After a BLA is approved, the product may also be subject to official lot release. In this case, as part of the manufacturing process, the manufacturer is required to perform certain tests on each lot of the product before it is released for distribution. If the product is subject to official release by the FDA, the manufacturer submits samples of each lot of product to the FDA together with a release protocol showing a summary of the history of manufacture of the lot and the results of all of the manufacturer's tests performed on the lot. The FDA also may perform certain confirmatory tests on lots of some products before releasing the lots for distribution by the manufacturer. In addition, the FDA conducts laboratory research related to the regulatory standards on the safety, purity, potency, and effectiveness of biological products.

In addition, we and any third-party manufacturers of our products will be required to comply with applicable requirements in the cGMP regulations, including quality control and quality assurance and maintenance of records and documentation. We rely, and expect to continue to rely, on third parties for the production of clinical and commercial quantities of our products in accordance with cGMP regulations. cGMP regulations require among other things, quality control and quality assurance as well as the corresponding maintenance of records and documentation and the obligation to investigate and correct any deviations from cGMP. Manufacturers and other entities involved in the manufacture and distribution of approved products are required to register their establishments with the FDA and certain state agencies, and are subject to periodic announced and unannounced inspections by the FDA and certain state agencies for compliance with cGMP and other laws. The FDA also may require post-marketing studies, known as Phase 4 studies, and surveillance to monitor the effects of an approved product. Accordingly, manufacturers must continue to expend time, money, and effort in the area of production and quality control to maintain cGMP compliance. Discovery of problems with a product after approval may result in restrictions on a product, manufacturer, or holder of an approved BLA, including, among other things, recall or withdrawal of the product from the market. In addition, changes to the manufacturing process are strictly regulated, and depending on the significance of the change, may require prior FDA approval before being implemented. Other types of changes to the approved product, such as adding new indications and claims, are also subject to further FDA review and approval.

Discovery of previously unknown problems with a product or the failure to comply with applicable FDA requirements can have negative consequences, including adverse publicity, judicial or administrative enforcement, warning letters from the FDA, mandated corrective advertising or communications with doctors, and civil or criminal penalties, among others. Newly discovered or developed safety or effectiveness data may require changes to a product's approved labeling, including the addition of new warnings and contraindications, and also may require the implementation of other risk management measures. Also, new government requirements, including those resulting from new legislation, may be established, or the FDA's policies may change, which could delay or prevent regulatory approval of our products under development.

U.S. Patent Term Restoration and Pediatric Marketing Exclusivity

The Biologics Price Competition and Innovation Act, or BPCIA, amended the PHSA to authorize the FDA to approve similar versions of innovative biologics, commonly known as biosimilars. A competitor seeking approval of a biosimilar must file an application to establish its molecule as highly similar to an approved innovator biologic, among other requirements. The BPCIA, however, bars the FDA from approving biosimilar applications for 12 years after an innovator biological product receives initial marketing approval. This 12-year period of data exclusivity may be extended by six months, for a total of 12.5 years, if the FDA requests that the innovator company conduct pediatric clinical investigations of the product.

Under the BPCIA, the first biological product submitted under the abbreviated approval pathway that is approved as interchangeable with the reference product has exclusivity against other biologics submitting applications under the abbreviated approval pathway for the lesser of (1) one year after the first commercial marketing, (2) 18 months after approval if there is no legal challenge, (3) 18 months after the resolution in the applicant's favor of a lawsuit challenging the reference biologic's patents if an application has been submitted, or (4) 42 months after the application has been approved if a lawsuit is ongoing within the 42-month period.

Depending upon the timing, duration and specifics of the FDA approval of the use of our product candidates, some of our U.S. patents, if granted, may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, commonly referred to as the Hatch-Waxman Act. The Hatch-Waxman Act permits a patent restoration term of up to five years, as compensation for patent term lost during product development and the FDA regulatory review process. However, patent term restoration cannot extend the remaining term of a patent beyond a total of 14 years from the product's approval date. The patent term restoration period is generally one-half the time between the effective date of an IND and the submission date of a BLA plus the time between the submission date of a BLA and the approval of that application. Only one patent applicable to an approved product is eligible for the extension and the application for the extension must be submitted prior to the expiration of the patent. The U.S. Patent and Trademark Office, in consultation with the FDA, reviews and approves the application for any patent term extension or restoration. In the future as applicable, we may apply for restoration of patent term for one of our currently owned or licensed patents seeking restored patent life beyond its current expiration date, depending on the expected length of the clinical trials and other factors involved in the filing of the relevant BLA.

In addition to the forms of exclusivity previously described, pediatric exclusivity is an available market exclusivity in the United States. Pediatric exclusivity, if granted by the FDA, adds six months to existing periods of exclusivity and patent terms. This six-month exclusivity, which attaches to and runs from the end of other exclusivity protection or patent term, may be granted based on the voluntary completion of a pediatric trial in accordance with an FDA-issued "Written Request" for such a trial.

Other U.S. Healthcare Laws and Compliance Requirements

In the United States, our activities are subject to regulation by various federal, state and local authorities in addition to the FDA, including but not limited to, the Centers for Medicare and Medicaid Services, or CMS, other divisions of the U.S. Department of Health and Human Services (e.g., the Office of Inspector General), the U.S. Department of Justice, or DOJ, and individual U.S. Attorney offices within the DOJ, and state and local governments. For example, sales, marketing and scientific/educational grant programs must comply with the anti-fraud and abuse provisions of the Social Security Act, the false claims laws, the privacy provisions of the Health Insurance Portability and Accountability Act, or HIPAA, and similar state laws, each as amended.

The federal Anti-Kickback Statute prohibits, among other things, any person or entity, from knowingly and willfully offering, paying, soliciting or receiving any remuneration, directly or indirectly, overtly or covertly, in cash or in kind, to induce or in return for purchasing, leasing, ordering or arranging for the purchase, lease or order of any item or service reimbursable under Medicare, Medicaid or other federal healthcare programs. The term remuneration has been interpreted broadly to include anything of value. The Anti-Kickback Statute has been interpreted to apply to arrangements between pharmaceutical manufacturers on one hand and prescribers, purchasers, and formulary managers on the other. There are a number of statutory exceptions and regulatory safe harbors protecting some common activities from prosecution. The exceptions and safe harbors are drawn narrowly and practices that involve remuneration that may be alleged to be intended to induce prescribing, purchasing or recommending may be subject to scrutiny if they do not qualify for an exception or safe harbor. Failure to meet all of the requirements of a particular applicable statutory exception or regulatory safe harbor does not make the conduct per se illegal under the Anti-Kickback Statute. Instead, the legality of the arrangement will be evaluated on a case-by-case basis based on a cumulative review of all of its facts and circumstances. Our practices may not in all cases meet all of the criteria for protection under a statutory exception or regulatory safe harbor.

Additionally, the intent standard under the Anti-Kickback Statute was amended by the ACA to a stricter standard such that a person or entity no longer needs to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. In addition, the ACA codified case law that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the federal False Claims Act (discussed below).

The civil monetary penalties statute imposes penalties against any person or entity who, among other things, is determined to have presented or caused to be presented a claim to a federal health program that the person knows or should know is for an item or service that was not provided as claimed or is false or fraudulent.

The federal False Claims Act prohibits, among other things, any person or entity from knowingly presenting, or causing to be presented, a false claim for payment to, or approval by, the federal government or knowingly making, using, or causing to be made or used a false record or statement material to a false or fraudulent claim to the federal government. As a result of a modification made by the Fraud Enforcement and Recovery Act of 2009, a claim includes "any request or demand" for money or property presented to the U.S. government. Recently, several pharmaceutical and other healthcare companies have been prosecuted under these laws for allegedly providing free product to customers with the expectation that the customers would bill federal programs for the product. Other companies

have been prosecuted for causing false claims to be submitted because of the companies' marketing of the product for unapproved, and thus non-reimbursable, uses.

HIPAA created new federal criminal statutes that prohibit knowingly and willfully executing, or attempting to execute, a scheme to defraud or to obtain, by means of false or fraudulent pretenses, representations or promises, any money or property owned by, or under the control or custody of, any healthcare benefit program, including private third-party payors and knowingly and willfully falsifying, concealing or covering up by trick, scheme or device, a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services.

Also, many states have similar fraud and abuse statutes or regulations that apply to items and services reimbursed under Medicaid and other state programs, or, in several states, apply regardless of the payor.

We may also be subject to data privacy and security regulations by both the federal government and the states in which we conduct our business. HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act, or HITECH, and its implementing regulations, imposes requirements relating to the privacy, security and transmission of individually identifiable health information. Among other things, HITECH makes HIPAA's privacy and security standards directly applicable to business associates independent contractors or agents of covered entities that receive or obtain protected health information in connection with providing a service on behalf of a covered entity. HITECH also created four new tiers of civil monetary penalties, amended HIPAA to make civil and criminal penalties directly applicable to business associates, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorneys' fees and costs associated with pursuing federal civil actions.

In addition, state laws govern the privacy and security of health information in specified circumstances, many of which differ from each other in significant ways and may not have the same effect, thus complicating compliance efforts.

Additionally, the federal Physician Payments Sunshine Act, enacted as part of the ACA, and its implementing regulations, require certain manufacturers of drugs, devices, biological and medical supplies for which payment is available under Medicare, Medicaid or the Children's Health Insurance Program (with certain exceptions) to report information related to certain payments or other transfers of value made or distributed to physicians and teaching hospitals, or to entities or individuals at the request of, or designated on behalf of, the physicians and teaching hospitals and to report annually certain ownership and investment interests held by physicians and their immediate family members.

In order to distribute products commercially, we will need to comply with federal and state laws and regulations that require the registration of manufacturers and wholesale distributors of drug and biological products in a state, including, in certain states, manufacturers and distributors who ship products into the state even if such manufacturers or distributors have no place of business within the state. Some states also impose requirements on manufacturers and distributors to establish the pedigree of product in the chain of distribution, including some states that require manufacturers and others to adopt new technology capable of tracking and tracing product as it moves through the distribution chain. Several states have enacted legislation requiring pharmaceutical and biotechnology companies to establish marketing compliance programs, file periodic reports with the state, make periodic public disclosures on sales, marketing, pricing, clinical trials and other activities, and/or register their sales representatives, as well as to prohibit pharmacies and other healthcare entities from providing certain physician prescribing data to pharmaceutical and biotechnology companies for use in sales and marketing, and to prohibit certain other sales and marketing practices. All of our activities are also potentially subject to federal and state consumer protection and unfair competition laws.

If our operations are found to be in violation of any of the federal and state healthcare laws described above or any other governmental regulations that apply to us, we may be subject to penalties, including without limitation, civil, criminal and/or administrative penalties, damages, fines, disgorgement, exclusion from participation in government programs, such as Medicare and Medicaid, injunctions, private "qui tam" actions brought by individual whistleblowers in the name of the government, or refusal to allow us to enter into government contracts, contractual damages, reputational harm, administrative burdens, diminished profits and future earnings, and the curtailment or restructuring of our operations, any of which could adversely affect our ability to operate our business and our results of operations.

Coverage, Pricing and Reimbursement

Sales of our products will depend, in part, on the extent to which our products, if approved, will be covered and reimbursed by third-party payors, such as government health programs, commercial insurance and managed healthcare organizations. These third-party payors are increasingly reducing reimbursements for medical products and services. The process for determining whether a third-party payor will provide coverage for a drug product typically is separate from the process for setting the price of a drug product or for establishing the reimbursement rate that a payor will pay for the drug product once coverage is approved. Third-party payors may limit coverage to specific drug products on an approved list, also known as a formulary, which might not include all of the approved drugs for a particular indication.

In order to secure coverage and reimbursement for any product candidate that might be approved for sale, we may need to conduct expensive pharmacoeconomic studies in order to demonstrate the medical necessity and cost-effectiveness of the product candidate, in addition to the costs required to obtain FDA or other comparable regulatory approvals. Whether or not we conduct such studies, our product candidates may not be considered medically necessary or cost-effective. A third-party payor's decision to provide coverage for a drug product does not imply that an adequate reimbursement rate will be approved. Further, one payor's determination to provide coverage for a product does not assure that other payors will also provide coverage for the product. Even if coverage is obtained from third party payors, reimbursement may not be sufficient to enable us to maintain price levels high enough to realize an appropriate return on our investment in product development.

The containment of healthcare costs has become a priority of federal, state and foreign governments, and the prices of drugs have been a focus in this effort. The U.S. government, state legislatures and foreign governments have shown significant interest in implementing cost-containment programs, including price controls, restrictions on reimbursement and requirements for substitution of generic products. Similar policies and laws have been adopted by many EU Member States. Adoption of price controls and cost-containment measures, and adoption of more restrictive policies in jurisdictions with existing controls and measures, could further limit our net revenue and results. Decreases in third-party reimbursement for our product candidate or a decision by a third-party payor to not

cover our product candidate could reduce physician usage of the product candidate and have a material adverse effect on our sales, results of operations and financial condition.

In addition, in some foreign countries, the proposed pricing for a drug must be approved before it may be lawfully marketed. The requirements governing drug pricing vary widely from country to country. For example, the EU provides options for its Member States to restrict the range of medicinal products for which their national health insurance systems provide reimbursement and to control the prices of medicinal products for human use. A Member State may approve a specific price for the medicinal product or it may instead adopt a system of direct or indirect controls on the profitability of the company placing the medicinal product on the market. For example, in France, effective access to the market assumes that our future products will be approved for use by the hospital (through a ministerial order) and reimbursed by social security. The price of medications is negotiated with the Economic Committee for Health Products, or CEPS. There can be no assurance that any country that has price controls or reimbursement limitations for pharmaceutical products will allow favorable reimbursement and pricing arrangements for any of our product candidates. Historically, products launched in the EU do not follow price structures of the United States and generally tend to be significantly lower.

Healthcare Reform and Subsequent Legislation

In March 2010, President Obama signed the ACA, which continues to have the potential to substantially change healthcare financing and delivery by both governmental and private insurers, and significantly impact the pharmaceutical and biotechnology industry. The ACA has and will continue to impact existing government healthcare programs and will result in the development of new programs.

Among the ACA's provisions of importance to the pharmaceutical and biotechnology industries, in addition to those otherwise described above, are the following:

- an annual, nondeductible fee on any entity that manufactures or imports certain specified branded prescription drugs and biologic agents apportioned among these entities according to their market share in some government healthcare programs;
- an increase in the statutory minimum rebates a manufacturer must pay under the Medicaid Drug Rebate Program to 23.1% and 13% of the average manufacturer price for most branded and generic drugs, respectively and a cap on the total rebate amount for innovator drugs at 100% of the Average Manufacturer Price, or AMP;
- a Medicare Part D coverage gap discount program, in which manufacturers must agree to offer 50% point-of-sale discounts off negotiated prices of applicable brand drugs to eligible beneficiaries during their coverage gap period, as a condition for the manufacturers' outpatient drugs to be covered under Medicare Part D;
- extension of manufacturers' Medicaid rebate liability to covered drugs dispensed to individuals who are enrolled in Medicaid managed care organizations;
- expansion of eligibility criteria for Medicaid programs by, among other things, allowing states to offer Medicaid coverage to additional individuals and by adding new mandatory eligibility categories for individuals with income at or below 133% of the federal poverty level, thereby potentially increasing manufacturers' Medicaid rebate liability;
- expansion of the entities eligible for discounts under the Public Health Service pharmaceutical pricing program; and
- a Patient-Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for such research.

The ACA is intended to exert additional downward pressure on coverage and the price that we receive for any approved product in the United States, and could seriously harm our business. Any reduction in reimbursement from Medicare and other government programs may result in a similar reduction in payments from private payors. The implementation of cost containment measures or other healthcare reforms may prevent us from being able to generate revenue, attain profitability, or commercialize our product candidates, if approved. In addition, it is possible that there will be further legislation or regulation that could change parts of the ACA that affect public and private healthcare coverage. Those changes could harm our business, financial condition, and results of operations.

Other legislative changes have been proposed and adopted in the United States since the ACA was enacted. On August 2, 2011, the Budget Control Act of 2011 among other things, created measures for spending reductions by Congress. A Joint Select Committee on Deficit Reduction, tasked with recommending a targeted deficit reduction of at least $1.2 trillion for the years 2013 through 2021, was unable to reach required goals, thereby triggering the legislation's automatic reduction to several government programs. This includes aggregate reductions to Medicare payments to providers of 2% per fiscal year, which started in April 2013. On January 2, 2013, President Obama signed into law the American Taxpayer Relief Act of 2012, or the ATRA, which, among other things, also reduced Medicare payments to several providers, including hospitals, imaging centers and cancer treatment centers, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. Congress may also consider subsequent legislation to replace elements of the ACA that are repealed or to enhance the coverage and operation of the ACA. As a result, the full impact of the ACA, any law repealing and/or replacing elements of it, and the political uncertainty surrounding any repeal or replacement legislation remains unclear.

These initiatives culminated in the enactment of the Inflation Reduction Act, or IRA, in August 2022, which, among other things, will allow the U.S. Department of Health and Human Services, or HHS, to negotiate the selling price of certain biologics that CMS reimburses under Medicare Part B and Part D, although this will only apply to high-expenditure single-source biologics that have been approved for at least 11 years. The negotiated prices, which will first become effective in 2026, will be capped at a statutory ceiling price representing a significant discount from average prices to wholesalers and direct purchasers. Also, beginning in October 2023, the law will penalize manufacturers that increase prices of Medicare Part B and Part D drugs at a rate greater than the rate of inflation. In addition, the law eliminates the "donut hole" under Medicare Part D beginning in 2025 by significantly lowering the beneficiary maximum out-of-pocket cost through a newly established manufacturer discount program. The IRA permits the Secretary of HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years. For that and other reasons, the full impact of the IRA on the biotechnology industry cannot yet be fully determined, although it has the potential to be significant. Although a full repeal of the IRA may be unlikely due to budgetary impact, the new U.S. administration could change some of the IRA provisions, including Medicare drug price negotiations.

Additional Regulation

In addition to the foregoing, state and federal laws regarding environmental protection and hazardous substances, including the Occupational Safety and Health Act, the Resource Conservancy and Recovery Act and the Toxic Substances Control Act, affect our business. These and other laws govern our use, handling and disposal of various biological, chemical and radioactive substances used in, and wastes generated by, our operations. If our operations result in contamination of the environment or expose individuals to hazardous substances, we could be liable for damages and governmental fines. We believe that we are in material compliance with applicable environmental laws and that continued compliance therewith will not have a material adverse effect on our business. We cannot predict, however, how changes in these laws may affect our future operations.

European Union Drug Development

Similarly to the U.S., pharmaceutical product development in the EU typically involves preclinical laboratory and animal tests, the submission to the applicable regulatory agency of a Clinical Trial Application (CTA), as well as appropriate filings with Ethics Committees, before clinical testing may commence.

Analogously as to the U.S., clinical trials that are deployed to support marketing authorization application are typically conducted in three sequential phases, but the phases may overlap or be combined.

On January 31, 2022, Regulation EU No 536/2014 (CTR) became fully effective in the EU. The CTR established a centralized application procedure where one of the National Competent Authorities (NCA) of the EU Member States where the trial is to be deployed takes the lead in reviewing certain aspects of the application, while the other NCAs have a lesser involvement than they had under the previous regime established by Directive 2001/20/EC (CTD). The CTD indeed introduced the first set of harmonized rules on clinical trials in the EU but resulted in a patchwork of different national regimes. The CTR was adopted with a view to introducing a more uniform set of the rules across the EU for the authorization of clinical trials. Such authorization still involves NCAs and Ethics Committees of each of the EU Member States where the trial is to be conducted. However, the relevant procedures have now been streamlined with a view to facilitating a swifter and more seamless authorization and deployment of multi-center trials occurring in more than one EU Member State. More in particular, the CTR allows sponsors to rely on one single submission for CTAs regardless of the number of EU Member States where the trial takes place and based on a single harmonized application.

Furthermore, under the CTR, deadlines for regulatory approvals are shortened with a view to accelerating the authorization process. The CTR also established an EU Portal which is designed to act as a single entry point for submission of data and information relating to clinical trials. The CTD continued to apply in parallel to the CTR until January 30, 2025 to certain trials only. From January 31, 2025 onwards, only the CTR applies, and all ongoing clinical trials that are under the regime of the CTD and expected to be ongoing after January 30, 2025 needed to be transitioned to the legal framework of the CTR by means of the Clinical Trials Information System (CTIS).

Under the CTR, NCAs may order the temporary halt or permanent discontinuation of a clinical trial at any time or impose other sanctions if they believe that the clinical trial is not being conducted in accordance with applicable requirements or presents an unacceptable risk to the clinical trial patients. An Ethics Committee may also require the clinical trial to be halted, either temporarily or permanently, for failure to comply with the applicable requirements, or may impose other conditions.

After completion of the required clinical testing, as in the United States, an application for a marketing authorization is prepared and submitted to the EMA (or NCA in case of a purely national authorization procedure).

EU Marketing Authorization

In the EU, medicinal products can only be commercialized after obtaining a Marketing Authorization, or MA. The same rules also apply in the EEA Member States (Norway, Iceland and Liechtenstein). There are two types of marketing authorizations, namely: (i) the Community MA, which is issued by the European Commission through the Centralized Procedure, based on the opinion of the Committee for Medicinal Products for Human Use (CHMP) of the EMA, and which is valid throughout the entire territory of the EEA; and

(ii) "national MAs," which are issued by the competent NCAs and only cover their respective national territory.

The Centralized Procedure is mandatory for certain types of products, namely: medicinal products derived from certain biotechnology processes, orphan medicinal products, medicinal products containing a new active substance indicated for the treatment of HIV/AIDS, cancer, neurodegenerative disorders, diabetes, autoimmune diseases and other autoimmune dysfunctions and viral diseases. The Centralized Procedure is also mandatory for ATMPs, which comprise gene therapy, somatic cell therapy and tissue engineered products. In this regard, on May 28, 2014, the EMA issued a recommendation that Cellectis' UCART19 be considered a gene therapy product under Regulation (EC) No 1394/2007 on ATMPs. The Centralized Procedure is optional for other products containing a new active substance not yet authorized in the EEA, or for products that are deemed to constitute a significant therapeutic, scientific or technical innovation or which are in the interest of public health in the EU. Under the Centralized Procedure, the CHMP serves as the scientific committee that renders opinions about the safety, efficacy and quality of human products on behalf of the EMA. The CHMP is composed of experts nominated by each Member State's national drug authority, with one of them appointed to act as Rapporteur for the co-ordination of the evaluation with the possible assistance of a further member of the Committee acting as a Co-Rapporteur. The CHMP has 210 days to adopt an opinion as to whether a MA should be granted. The process usually takes longer as additional information is requested, which triggers clock-stops in the procedural timelines. Based on the CHMP's opinion the European Commission will adopt a decision on the granting of the marketing authorization. In case of ATMPs, the CHMP must consult with the CAT on any scientific assessment necessary to draw up its scientific opinion.

Under the above-described procedures, before granting the MA, the relevant authorities make an assessment of the risk-benefit balance of the product on the basis of scientific criteria concerning its quality, safety and efficacy.

EU Adaptive Pathways

The EMA has an adaptive pathways approach which allows for early and progressive patient access to a medicine in cases of high medical need. To achieve this goal, several approaches are envisaged including for example identifying small populations with severe

disease where a medicine's benefit-risk balance could be favorable or making more use of real-world data where appropriate to support clinical trial data. The adaptive pathways concept applies primarily to treatments in areas of high medical need where it is difficult to collect data via traditional routes and where large clinical trials would unnecessarily expose patients who are unlikely to benefit from the medicine. The approach builds on regulatory processes already in place within the existing EU legal framework. These include: scientific advice; compassionate use; the conditional MA; patient registries and other pharmacovigilance tools that allow collection of real-life data and development of a risk-management plan for each medicine.

A conditional MA may be granted prior to the submission of comprehensive clinical data if the benefit of the immediate availability on the market of the product is deemed to outweigh the risk inherent in the fact that additional data are still required. In emergency situations, a MA for such medicinal products may be granted also where comprehensive pre-clinical or pharmaceutical data have not been provided. Under this procedure a MA can be granted as soon as sufficient data becomes available to demonstrate that the drug's benefits outweigh its risks, with safeguards and controls in place post-authorisation. This procedure can also be combined with a rolling review of data during the development of a promising medicine, to further expedite its evaluation. Conditional MAs are typically subject to obligations that are reviewed annually. These include the obligation to complete ongoing studies, or to conduct new studies, with a view to confirming that the risk-benefit balance is favourable. Conditional MAs are valid for one year, renewable.

EMA PRIME Scheme

The EMA launched its PRIME regulatory initiative to enhance support for the development of therapies that target an unmet medical need. The initiative focuses on drugs that may offer a major therapeutic advantage over existing treatments, or benefit patients with no treatment options. These therapies are considered priority medicines within the EU. Through PRIME, the EMA offers early, proactive and enhanced support to drug developers to optimize the generation of robust data on a therapy's benefits and risks and enable accelerated assessment of drug applications.

Post-approval Requirements in the EU

Following approval, the EMA, or the NCAs, as applicable, may impose certain post-approval requirements related to a product such obligation to perform post-authorization efficacy studies (PAES) or post-authorization safety studies (PASS) imposed as conditions to the MA, or other Risk Minimization Measures (RMMs), such as educational programs or controlled access programs, which may sometimes vary from one EU Member State to another. Moreover, if a company obtains original approval for a product via an accelerated approval pathway, the company will be typically required to conduct a post-marketing confirmatory trial to verify and describe the clinical benefit in support of full approval. An unsuccessful post-marketing study or failure to complete such a study could result in the withdrawal of the MA for a product.

Moreover, NCAs closely regulate the marketing and promotion of approved products, including standards and regulations for direct-to-consumer advertising (which is prohibited in the EU for prescription products), industry-sponsored scientific and educational activities and promotional activities involving the Internet. Furthermore, approved products may be marketed only for the approved indications and in accordance with the provisions of the approved label while off-label promotion is prohibited. Changes to some of the conditions established in an approved application, including changes in indications, labeling, or manufacturing processes or facilities, may require a submission to and approval by the European Commission, or by the NCA, as applicable.

In addition, adverse event reporting and submission of periodic reports is required following marketing approval. Either the European Commission, or NCAs, as applicable, may also require post-marketing testing, known as Phase 4 testing, a risk evaluation and mitigation strategy, and surveillance to monitor the effects of an approved product or place conditions on an approval that could restrict the distribution or use of the product. In addition, quality control as well as the manufacture, packaging, and labeling procedures must continue to conform to cGMPs after approval. Drug and biological product manufacturers and certain of their subcontractors are subject to periodic unannounced inspections during which the inspectors audit manufacturing facilities to assess compliance with cGMPs. MAs may be suspended or withdrawn if, for example, the MA holder fails to comply with regulatory standards, if it encounters problems following initial marketing, or if previously unrecognized problems are subsequently discovered. Moreover, stringent rules have been introduced in the EU to fight medicine falsifications and to ensure that the trade in medicines is subject to rigorous controls.

Furthermore, EU harmonized rules prohibit gifts, pecuniary advantages or benefits in kind to Health Care Professionals (HCPs) unless they are inexpensive and relevant to the practice of medicine or pharmacy. Similarly, strict rules apply to hospitality at sales promotion events. Based on these rules, a body of industry guidelines and sometimes national laws in force in individual EU Member States has been introduced to fight improper payments or other transfers of value to HCPs, and in general inducements that may have a broadly promotional character. Historically, pharmaceutical companies have been the target of anti-corruption and similar investigations, as well as of wide media attention, sometimes resulting in significant penalties, image and other costs for such companies.

Finally, very stringent data privacy requirements apply in the EU. In particular, Regulation (EU) 2016/679 (GDPR) requires that personal data only be collected for specified, explicit and legal purposes, and the data may then only be processed in a manner consistent with those purposes. Personal data collected and processed must be adequate, relevant and not excessive in relation to the purposes for which it is collected and processed, it must be held securely, not transferred outside of the EEA (unless certain steps are taken to ensure an adequate level of protection), and must not be retained for longer than necessary for the purposes for which it was collected. The GDPR also requires companies processing personal data to implement adequate technical measures in order to ensure the most appropriate level of security which may vary depending on different factors such as the categories of processed personal data, the state of the art, the costs of implementation and the nature, scope, context and purposes of processing as well as the risk of varying likelihood and severity for the rights and freedoms of natural persons. In addition, the GDPR requires companies processing personal data to take certain organizational steps to ensure that they have adequate records, policies, security, training and governance frameworks in place to ensure the protection of data subject rights, including as required to respond to complaints and requests from data subjects. For instance, the GDPR requires companies to make detailed disclosures to data subjects, requires disclosure of the legal basis on which personal data is processed, provides for conditions under which a valid consent for processing can be obtained, requires the appointment of a data protection officer where sensitive personal data (e.g., health data) is processed on a large scale, imposes mandatory data breach notification throughout the EEA and imposes additional obligations when contracting with service providers or partners. In addition, to the extent a company processes, controls or otherwise uses "special category" of personal data (including patients' health or medical information, genetic information and biometric information), more stringent rules apply, further limiting the circumstances and the manner in which a company is legally permitted to process that data.

Data Exclusivity And Market Exclusivity in the EU

In the EU, new products authorized for marketing (i.e., reference products) qualify for eight years of data exclusivity and an additional two years of market exclusivity upon marketing authorization. The data exclusivity period prevents generic applicants from relying on the pre-clinical and clinical trial data contained in the dossier of the reference product when applying for a generic marketing authorization in the EU during a period of eight years from the date on which the reference product was first authorized in the EU. The market exclusivity period prevents a successful generic applicant from commercializing its product in the EU until ten years have elapsed from the initial authorization of the reference product in the EU. The ten-year market exclusivity period can be extended to a maximum of eleven years if, during the first eight years of those ten years, the marketing authorization holder obtains an authorization for one or more new therapeutic indications which, during the scientific evaluation prior to their authorization, are held to bring a significant clinical benefit in comparison with existing therapies.

Moreover, products receiving orphan designation in the EU can receive ten years of market exclusivity, during which time no similar medicinal product for the same indication may be placed on the market. An orphan product can also obtain an additional two years of market exclusivity in the EU for pediatric studies. No extension to any supplementary protection certificate can be granted on the basis of pediatric studies for orphan indications.

The criteria for designating an "orphan medicinal product" in the EU are similar in principle to those in the United States. Under Article 3 of Regulation (EC) 141/2000, a medicinal product may be designated as orphan if (1) it is intended for the diagnosis, prevention or treatment of a life-threatening or chronically debilitating condition; (2) either (a) such condition affects no more than five in 10,000 persons in the EU when the application is made, or (b) the product, without the benefits derived from orphan status, would not generate sufficient return in the EU to justify investment; and (3) there exists no satisfactory method of diagnosis, prevention or treatment of such condition authorized for marketing in the EU, or if such a method exists, the product will be of significant benefit to those affected by the condition, as defined in Regulation (EC) 847/2000. Orphan medicinal products are eligible for financial incentives such as reduction of fees or fee waivers. The application for orphan drug designation must be submitted before the application for marketing authorization.

The 10-year market exclusivity may be reduced to six years if, at the end of the fifth year, it is established that the product no longer meets the criteria for orphan designation, for example, if the product is sufficiently profitable not to justify maintenance of market exclusivity. Additionally, marketing authorization may be granted to a similar product for the same indication at any time if:

- The second applicant can establish that its product, although similar, is safer, more effective or otherwise clinically superior;
- The applicant consents to a second orphan medicinal product application; or
- The applicant cannot supply enough orphan medicinal product.

EU Supplementary Protection Certificates

In the EU, Supplementary Protection Certificates (SCPs) are available to extend a patent term for up to five years to compensate patent protection lost during regulatory review. Although all EU Member States must provide SPCs, SPCs must currently be applied for and granted on a country-by-country basis. On April 27, 2023, the European Commission issued proposals for a new EU regime for a unitary SPC complementing the unitary patent. If adopted, these new rules could introduce a centralized procedure for the grant of national SPCs, as well as a centralized examination procedure for the grant of a new unitary SPC.

Additional Protection for Pediatric Indications in the EU

In the EU, companies developing a new medicinal product must agree to a PIP with the EMA and must conduct pediatric clinical trials in accordance with that PIP, unless a deferral or waiver is granted by the EMA on request by the applicant (e.g., because the relevant disease or condition occurs only in adults). The PIP requirement also applies when a MA holder intends to add a new indication, pharmaceutical form or route of administration for a medicinal product that has already been authorized. The MA application for the product must include the results of pediatric clinical trials conducted in accordance with the PIP, unless a waiver applies, or a deferral has been granted, in which case the pediatric clinical trials must be completed at a later date. Once all the studies and measures agreed have been conducted in accordance with the PIP, products are eligible for a six month extension of the protection under a supplementary protection certificate – or "SPC"—(if any is in effect at the time of approval) or, in the case of orphan medicinal products, a two year extension of the orphan market exclusivity. This pediatric reward is granted subject to specific conditions. These conditions include that the applicant demonstrates having complied with all the measures contained in the PIP, that the summary of product characteristics, and if appropriate the package leaflet, reflects the results of studies conducted in compliance with such PIP, and that the product is authorized in all EU Member States. The rewards for conducting studies in the pediatric population can be granted irrespective of the fact that the information generated in compliance with the agreed PIP fails to lead to the authorization of a pediatric indication.

EU Pharmaceutical Reform

On December 11, 2025, the European Parliament and the Council reached a political agreement on the proposed revision of several legislative instruments related to medicinal products, including orphan and pediatric products. Amongst other things, the revision will amend the duration of the data and market exclusivity, the marketing authorization procedure, the possible post-authorization conditions, the reasons for a refusal of a marketing authorization, the PIP waivers and the possible PIP obligations. In particular, the regulatory data protection period (during which other companies cannot access product data) would amount to eight years, with one additional year of market protection (during which generic or biosimilar products cannot be sold), following a marketing authorization. Pharmaceutical companies would be eligible for additional periods of market protection under certain conditions, with a cap of eleven years on the combined regulatory protection period. Orphan medicinal products addressing a disease with no current available medicinal treatment ("breakthrough orphan medicinal products") would benefit from up to eleven years of market exclusivity. Moreover, with a view to ensure earlier market entry of generic and biosimilar medicinal products, the new rules clarify that the so-called "Bolar" exemption (which allows generic/biosimilar manufacturers to conduct certain activities during the patent protection period of the original product) allows the conduct of necessary studies, trials and other activities for the purposes of obtaining marketing authorizations, conducting health technology assessments, obtaining pricing and reimbursement approvals, or submitting procurement tender applications. These

rules, which are awaiting formal approval by the European Parliament and the Council to become law, could adversely affect our products.

Other Regulatory Matters

French Pharmaceutical Company Status

To date, we do not have the status of pharmaceutical establishment, and therefore, cannot either manufacture the product candidates we develop for use in France or directly consider their marketing in France. Obtaining the pharmaceutical establishment license, either as distributor, operator, importer, exporter or as manufacturer, requires the submission of a request file specific to each of the mentioned qualifications with the Agence nationale de sécurité du médicament et des produits de santé (ANSM), which only grants it after review of this file and evaluation, usually after verification that the company has adequate premises, the necessary personnel and an adapted structure with satisfactory procedures for carrying out the proposed pharmaceutical activities.

We currently entrust CMOs to export, import and certify clinical batches of our product candidates into the European Union, the United States, and other countries.

Legal Proceedings

From time to time, we may be involved in various claims and legal proceedings relating to claims arising out of our operations. Other than as set forth in "Item 8.A—Financial Information—Consolidated Statements and Other Financial Information—Legal Proceedings", we are not currently a party to any legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

C. Organizational Structure

Cellectis, or Cellectis S.A., is a société anonyme, or S.A., organized under the laws of the French Republic.

Group Structure as of December 31, 2025

Subsidiary Name	Jurisdiction of Incorporation	Ownership & Voting Interest Held By Cellectis S.A.
Cellectis, Inc.	Delaware	100% (held directly)
Cellectis Biologics, Inc.	Delaware	100% (held indirectly through Cellectis, Inc.)

See “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Transactions with subsidiaries

D. Property, Plant and Equipment

Cellectis S.A. leases a 5,846 square-meter facility in Paris for administrative and research and development activities. The lease commenced on April 1, 2011 and has a term that expires on November 30, 2028. This property includes, our approximately 14,000 sq. ft. in-house manufacturing facility, which is dedicated to the production of certain raw and starting material for clinical supply, with the potential to supply commercial raw and starting material.

Cellectis, Inc. leases a 24,375 square feet facility in New York, New York for administrative and research and development activities. The lease, which commenced on March 30, 2015, has a term that expires on March 1, 2031 (128 months from July 1st, 2020). In June 2022, a partial sublease of Cellectis’ New York commercial facility was signed with Sanavia for a total square feet of 3,562.

Cellectis Biologics, Inc. leases an 82,783 square feet facility in Raleigh, North Carolina. The lease, which commenced in April 2019 has a term that expires on December 31, 2034. We completed construction of our manufacturing facility at this property in 2021, which is dedicated to the production of clinical and commercial UCART products.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following Operating and Financial Review and Prospects should be read in conjunction with our audited consolidated financial statements and related notes included elsewhere in this Annual Report. In addition to historical consolidated financial information, this discussion also contains forward-looking statements, based on current expectations and related to future events and our future financial performance, that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to those set forth under "Risk Factors" and elsewhere in this Annual Report.

This Annual Report contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act and as defined in the Private Securities Litigation Reform Act of 1995. See "Special Note Regarding Forward-Looking Statements".

Financial Overview

The following selected statements of consolidated operations data for the years ended December 31, 2023, 2024 and 2025 and the selected statement of consolidated financial position data as of December 31, 2024 and 2025 have been derived from our audited consolidated financial statements included elsewhere in this Annual Report. Our audited consolidated financial statements have been prepared in accordance with IFRS Accounting standards, as issued by the International Accounting Standards Board, or IASB.

The audited consolidated financial statements as of December 31, 2024 and 2025 and for the years ended December 31, 2023, 2024 and 2025 are presented in US dollars, which differs from the functional currency of Cellectis S.A., which is the Euro.

The following selected consolidated financial data for the periods and as of the dates indicated are qualified by reference to and should be read in conjunction with our consolidated financial statements and related notes beginning on page F-1 of this Annual Report.

Our historical results for any prior period do not necessarily indicate our results to be expected for any future period.

	For the year ended December 31,		
	2023	2024	2025
		$ in thousands	
Revenues and other income	**9,193**	**49,217**	**79,592**
Operating expenses			
Cost of revenue	(737)	-	-
Research and development expenses	(87,646)	(90,536)	(93,517)
Selling, general and administrative expenses	(16,812)	(19,085)	(19,790)
Other operating income and expenses	(1,300)	849	638
Operating income (loss)	**(97,302)**	**(59,554)**	**(33,076)**
Financial gain (loss)	**(19,163)**	**22,793**	**(34,940)**
Income tax	(371)	(0)	423
Income (loss) from continuing operations	(116,835)	(36,761)	(67,593)
Income (loss) from discontinued operations	8,392	-	-
Net income (loss)	**(108,443)**	**(36,761)**	**(67,593)**
Attributable to shareholders of Cellectis	(101,059)	(36,761)	(67,593)
Attributable to non-controlling interests	(7,384)	-	-
Earnings per share attributable to shareholders of Cellectis (1)			
Basic and diluted (2)	(1.77)	(0.41)	(0.67)
Number of shares used for computing			
Basic and diluted (1)	57,012,815	90,566,346	100,279,276
Other operating data			
Adjusted Net Income (Loss) attributable to shareholders of Cellectis (3)	(93,973)	(33,594)	(61,483)

(1) See Note 19 to our consolidated financial statements for further details on the calculation of basic and diluted loss per ordinary share.
(2) Potential ordinary shares resulting from the exercise of share warrants and employee warrants are antidilutive.
(3) Adjusted Net Income (Loss) attributable to shareholders of Cellectis is not a measure calculated in accordance with IFRS® Accounting Standards. We define Adjusted Net Income (Loss) attributable to shareholders of Cellectis as our Net Income (Loss) attributable to shareholders of Cellectis, adjusted to eliminate the impact of Non-cash stock-based compensation expense. See "Note Regarding Use of Non-IFRS Financial Measures" for important information. Please refer below for a reconciliation of Adjusted Net Income (Loss) attributable to shareholders of Cellectis to Net Income (Loss) attributable to shareholders of Cellectis, which is the most directly comparable financial measure calculated in accordance with IFRS Accounting Standards. See "Note Regarding Use of Non-IFRS Financial Measures.

Statement of Consolidated Financial Position Data

	As of December 31,		
	2023	2024	2025
	$ in thousands		
Current financial assets and Cash and cash equivalents	203,815	260,306	208,663
Other assets	130,456	123,238	116,057
Total assets	**334,270**	**383,544**	**324,720**
Shareholders' equity	84,695	131,033	75,901
Non current liabilities	94,431	86,241	103,067
Current liabilities	155,144	166,269	145,752
Total shareholders' equity and liabilities	**334,270**	**383,545**	**324,720**

Reconciliation of Adjusted Net Income (Loss) attributable to shareholders of Cellectis to Net Income (Loss) attributable to shareholders of Cellectis

	For the year ended December 31,		
	2023	2024	2025
	$ in thousands		
Net Income (Loss) attributable to shareholders of Cellectis	**(101,059)**	**(36,761)**	**(67,593)**
Adjustment of non-cash stock-based compensation expense from continued operations:			
Research and development expenses	3,952	2,028	4,142
Selling, general and administrative expenses	1,281	1,139	1,968
Total non-cash stock-based compensation expense from continued operations	5,233	3,167	6,110
Adjustment of non-cash stock-based compensation expense from discontinued operations	3,859	0	0
Non-cash stock-based compensation expense attributable to non controlling interests	(2,006)	0	0
Adjusted Net Income (Loss) attributable to shareholders of Cellectis *	**(93,973)**	**(33,594)**	**(61,483)**

*** Non-IFRS financial measure. See "Note Regarding Use of Non-IFRS Financial Measures" for important information.*

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 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, 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 developing gene therapy product candidates in other therapeutic indications.

As from June 1, 2023 and the deconsolidation of Calyxt, we view our operations and manage our business in a single operating and reportable segment corresponding to the Therapeutics segment. Our Therapeutics segment is focused on the development of products in the field of immuno-oncology and monogenic diseases. Our former Plants segment is presented as discontinued operations for the year-end period ended December 31, 2023. All tables referring to the year-end period ended December 31, 2023 present Calyxt's results over a five-month period from January 1, 2023 to May 31, 2023.

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-cell immunotherapy and gene 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 therapeutics products approved for sale and have not generated any revenues from therapeutic product sales.

As of December 31, 2025, we were eligible to receive potential development and commercial milestone payments pursuant to (i) the License, Development and Commercialization Agreement dated March 6, 2019 between Servier and Cellectis, as amended on March 4, 2020 (the "Servier License Agreement"), estimated of up to $340 million and (ii) the License Agreement dated March 8, 2019 between Allogene and Cellectis (the "Allogene License Agreement") in a per target aggregate amount of up to $185.0 million, with aggregate

milestone payments received as of the date of this Annual Report of $15.0 million. Under the Allogene License Agreement, we are eligible to receive tiered royalties on annual worldwide net sales of any products that are commercialized by Allogene that contain or incorporate, are made using or are claimed or covered by, our intellectual property licensed to Allogene under the Allogene License Agreement at rates in the high single-digit percentages. Under the Servier License Agreement, we are eligible to receive flat low double-digit royalties based on annual net sales of commercialized products as well as a low double-digit royalty on certain development milestone payments received by Servier under sublicenses.

As of December 31, 2025, we were eligible to receive payments pursuant to the AZ JRCA of an option exercise fee and development, regulatory and sales-related milestone payments, ranging from $80 million up to $253 million, per each of the 10 candidate products covered by the AZ JRCA, plus tiered royalties, which may range from mid-single to low-double digits, based on the sale of Licensed Products.

For the twelve-month period ended December 31, 2025, we mainly derived our Therapeutics revenues from the JRCA with AstraZeneca, and from other license agreements for the use of our gene editing technology.

On September 15, 2022, Servier sent to us and Allogene a notice of discontinuation of its involvement in the development of the CD19 Products (including notably UCART19 V1 and cema-cel) and in May 2024, Allogene announced the signature of an amendment and settlement agreement which amended the license agreement between Servier and Allogene. Pursuant to this amendment, the licensed territory has been extended to the European Union and the United Kingdom and Allogene has been granted an option to extend its licensed territory to China and Japan subject to certain conditions. See “Risk Factors— Risks Related to Our Reliance on Third Parties—Servier’s discontinuation of its involvement in the development of CD19 Products may have adverse consequences.”

As of the date of this Annual Report, we are sponsoring clinical studies with respect to two proprietary Cellectis UCART product candidates: the BALLI-01 Study and the NATHALI-01 Study. For more information, see “Item 4. Information on the Company-B.Business Overview-Our Strategy.”

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

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 near-term future periods. We anticipate that such expenses will increase substantially if and as we:

- progress our clinical studies 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 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 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 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 consolidated financial statements for 2023, 2024 and 2025 have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, or IASB.

Financial Operations Overview

Revenues and Other Income

Collaboration agreements and licenses

We derive substantially all of our therapeutics revenues from milestone payments, services and royalties on licensed technologies and collaboration agreements. For the year ended December 31, 2025, substantially all of our revenues were derived from the AZ JRCA and from other license agreements for the use of our gene editing technology.

All consideration payments for research and development programs are deferred as a contract liability and recognized when the performance obligation is satisfied, as the partner receives the benefits of the services. When a specific research and development program is put on hold, as agreed by our partner as part of a joint executive committee decision, the revenue recognition continues to be deferred until research and development efforts resume. If the joint decision is to abandon the project, deferred revenue is fully recognized.

The triggering event for a milestone payment may be scientific results achieved by us or another party to the arrangement, regulatory approvals, or the marketing of products developed under the arrangement.

Research and development costs reimbursements are recognized on a time and material basis over the length of the specific research and development project.

Royalties are based on sales of licensed products or technologies. They are recognized in accordance with the terms of the licensing agreement at the later when (i) the subsequent sale or usage occurs; and (ii) the performance obligation to which the sales-based or usage-based royalties relates has been satisfied.

Our ability to generate product revenues and become profitable depends upon our and our collaborators' ability to successfully develop and commercialize products. If we fail to become profitable or are unable to sustain profitability on a continuing basis, then we may be unable to continue our operations at planned levels and be forced to reduce our operations.

Sales of products and services

Revenues on sales of products are recognized once the control over the delivered products is transferred to the customer. Sales include shipping and handling charges if billed to the customer and are reported net of trade promotion and other costs, including estimated allowances for returns, unsalable products and prompt pay discounts. Sales, use, value-added and other excise taxes are not recognized in revenue. Trade promotions are recorded based on estimated participation and performance levels for offered programs at the time of sale. We generally do not allow a right of return.

We also offer research services, which revenue is recognized over time, as the customer receives the benefits of the services.

Other Income

Research Tax Credit

The main research tax credit that we benefit from is the *Crédit d'Impôt Recherche*, or CIR, which is granted to companies by the French tax authorities in order to encourage them to conduct technical and scientific research. Companies demonstrating that they have research expenditures that meet the required CIR criteria receive a tax credit that may be used for the payment of their income tax due for the fiscal year in which the expenditures were incurred and during the next three fiscal years. Any unused portion of the tax credit is then refunded by the French treasury. If a company meets certain criteria in terms of sales, headcount or assets to be considered a small/middle size company, such company can request immediate refund of the remaining tax credit, without application of the three-year period. As from January 2021, Cellectis S.A. no longer meets such criteria.

The expenditures taken into account for the calculation of the CIR only involve research expenses.

The main characteristics of the CIR are the following:

- the CIR results in a cash inflow to us from the tax authorities;
- a company's corporate income tax liability does not limit the amount of the CIR; and
- the CIR is not included in the determination of the corporate income tax.

We have concluded that the CIR meets the definition of a government grant as defined in IAS 20, Accounting for Government Grants and Disclosure of Government Assistance, and that the classification as other income within operating loss in our statement of operations is appropriate.

Operating Expenses

Our operating expenses consist primarily of research and development expenses and selling, general and administrative expenses.

Research and Development Expenses

We engage in substantial research and development efforts to develop innovative CAR T-cell immunotherapy.

Research and development expenses consist primarily of:

- personnel costs, including salaries, related benefits and share-based compensation, for our employees engaged in scientific research and development functions;
- cost of third-party contractors such as contract research organizations, or CROs, and academic institutions involved in pre-clinical or clinical trials that we may conduct, or third-party contractors involved in field trials;

- purchases and manufacturing of biological materials, real-estate leasing costs as well as conferences and travel costs;
- costs to write and support the research for filing patents;
- expenses related to several license agreements we have entered into to obtain access to technology that we use in our product development efforts; and
- certain other expenses, such as expenses for use of laboratories and facilities for our research and development activities.

We classify personnel and other costs related to information technology, human resources, business development, legal, intellectual property and general management in research and development expense based on the contribution of each of these departments to research and development activities versus general and administrative activities.

Our research and development efforts are focused as of the date of this report on our product candidates: (i) lasme-cel (previously known as UCART22), currently evaluated in the BALLI-01 Study, (ii) eti-cel (previously known as UCART20x22), currently evaluated in the NATHALI-01 Study and (iii) other product candidates which are in the pre-clinical development phases. We use our employee and infrastructure resources across multiple research and development programs directed toward developing our cell-based platform and for identifying and developing product candidates. We manage certain activities such as pre-clinical and clinical research and manufacture of product candidates through our partner institutions or other third-party vendors. Due to the number of ongoing projects and our ability to use resources across several projects, we do not record or maintain information regarding the costs incurred for our research and development programs on a program-specific basis.

Our research and development efforts are central to our business and account for a significant portion of our operating expenses. We expect that our research and development costs will increase in the foreseeable future as we continue to implement our new clinical trials, manufacture pre-commercial clinical trial and pre-clinical study materials, expand our research and development and process development efforts, seek regulatory approvals for our product candidates that successfully complete clinical trials, as well as access and develop additional technologies, and hire additional personnel to support our research and development efforts. This is because product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of development, primarily due to the increased size and duration of later-stage clinical trials.

We cannot determine with certainty the duration and completion costs of our future clinical trials of our therapeutic product candidates or if, when, or to what extent we will generate revenues from the commercialization and sale of any of such product candidates, or those of our collaborators, that might obtain regulatory approval. We may never succeed in achieving regulatory approval for any therapeutic product candidates. The duration, costs and timing of clinical trials and development of our product candidates will depend on a variety of factors, including:

- the scope, rate of progress and expense of our ongoing as well as any additional pre-clinical studies, clinical trials and other research and development activities;
- clinical trial and early-stage results;
- the terms and timing of regulatory approvals;
- the expense of filing, prosecuting, defending and enforcing patent claims and other intellectual property rights;
- the ability to market, commercialize and achieve market acceptance for any product candidate that we may develop in the future.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of employee-related expenses for executive, business development, finance, legal and human resources functions. Administrative expenses also include facility-related costs and service fees, other professional services and recruiting fees.

We classify personnel and other costs related to information technology, human resources, business development, legal and general management in general and administrative expenses based on the contribution of each of these departments to general and administrative activities versus research and development activities.

We anticipate that our selling, general and administrative expenses will increase in the future as we increase our headcount to support the expected growth in our research and development activities and the potential commercialization of our product candidates. We also expect to continue to incur significant expenses associated with Cellectis S.A. being a public company in the United States, including costs related to audit, legal, regulatory and tax-related services associated with maintaining compliance with U.S. exchange listing and SEC requirements, director and officer insurance premiums, and investor relations costs.

Financial Gain (Loss)

Financial gain (loss) mainly consists of (i) interest income related to our savings accounts and bank deposits, (ii) exchange gains and losses associated with transactions in foreign currencies, (iii) changes in the fair value of our financial assets and derivative instruments, and (iv) interests associated with lease debts and financial liabilities.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rate at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate effective at the period end date. Differences arising on settlement or translation of monetary items are recognized as financial income or expenses in profit or loss.

Critical Accounting Policies and Estimates

Some of the accounting methods and policies used in preparing our financial statements under IFRS Accounting Standards are based on complex and subjective assessments by our management or on estimates based on past experience and assumptions deemed realistic and reasonable based on the circumstances concerned. The actual value of our assets, liabilities and shareholders' equity and of

our losses could differ from the value derived from these estimates if conditions changed and these changes had an impact on the assumptions adopted. We believe that the most significant management judgments and assumptions in the preparation of our financial statements are named below. For further details, see Notes to our consolidated financial statements.

- Revenue Recognition: Collaboration Agreements (Notes 2.6 and 4.1 of the Consolidated Financial Statements)

A significant portion of our revenue relates to collaboration agreements and is recognized over time based on the progress made to complete our performance obligation. We estimate such progress based on research costs incurred in relation to the total budgeted costs for that Research Plan. We use judgment to determine remaining costs to be incurred included in total budgeted costs. We also used judgment to identify performance obligations in accordance with IFRS 15 in those collaboration agreements.

- Research Tax Credit

The amount of the research tax credit for which we are eligible depends on internal and external research and development expenditures. The calculation of eligible expenditures requires management to make judgments and estimates as to whether expenditures qualify as eligible research and development expenditures according to the French tax code (code général des impôts) and the relevant official guidelines, as the amount of tax credit granted is based on our claimed amounts of eligible expenditures.

We do not expect the impact of a potential discrepancy between the management calculation and the actual amount collected to have a material impact on our Consolidated Financial Statements.

- Share-Based Compensation (Note 18 of the Consolidated Financial Statements)

We account for share-based compensation in accordance with IFRS 2 Share-based payment.

We use judgment to determine the fair value of share-based awards at the grant date. Fair value is estimated using the Black-Scholes valuation model for stock options valuation. The determination of the fair value using an option-pricing model is affected by assumptions and variables including the expected term, expected volatility, risk-free interest rates and expected dividends.

If any of the assumptions change significantly, share-based compensation for future awards may differ materially compared with the awards granted previously.

We use judgment to determine the expected outcome and timing of realization of non-market performance obligations related to free shares awards.

A potential discrepancy between the Company’s estimate and the actual realization of the non-market performance conditions could have a material impact on our Consolidated Financial Statements.

- Provisions (Note 20 of the Consolidated Financial Statements)

A provision is recognized if, as a result of a past event, we have a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the reporting date.

A potential discrepancy between the management estimate and the actual settlement of a litigation or commitment could have a material impact on our Consolidated Financial Statements.

- Valuation of our EIB Warrants (Note 14.1 of the Consolidated Financial Statements)

On December 28, 2022, we entered into a finance contract (the “Finance Contract”) with the EIB for up to €40.0 million in loans to support our research and development activities to advance our 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, each associated with the issuance of share subscription warrants to the benefit of the EIB.

At issuance date and at the end of each reporting period, the warrants (including related put and call options) are measured at fair value, with changes in fair value recorded as gains or losses in our consolidated statement of operations in accordance with IFRS 9 and IFRS 13. We use a Longstaff Schwartz model to estimate the fair value of the EIB warrants which is affected by assumptions and variables including the expected term, the expected volatility, the Company's stock price, risk-free rates, put option cap and expected dividends. Considering the complexity of the valuation model applicable to this instrument, we decided to engage an independent valuation expert to assist us on its valuation.

If any of the assumptions changes significantly, subsequent valuations may differ materially compared with previous valuations.

A. Operating Results

Preliminary Note Regarding Calyxt

Since June 1, 2023 and the deconsolidation of Calyxt, we view our operations and manage our business in a single operating and reportable segment corresponding to the Therapeutics segment. As of May 31, 2023, immediately prior the consummation of the Merger, we owned a 48.0% equity interest in Calyxt. This former segment was only related to assets held for sale until May 31, 2023. This segment is presented as discontinued operations for the year ended December 31, 2023. For more information on our reportable segments, see Note 4.3 to our consolidated financial statements. All tables referring to the years ended December 31, 2023 present Calyxt’s results over a five-month period from January 1, 2023 to May 31, 2023.

Operating Results

The following table sets forth our selected consolidated statement of income data:

	For the year ended December 31,		
	2023	2024	2025
		$ in thousands	
Revenues and other income			
Revenues	755	41,505	72,949
Other income	8,438	7,712	6,644
Total revenues and other income	**9,193**	**49,217**	**79,592**
Operating expenses			
Cost of revenue	(737)	-	-
Research and development expenses	(87,646)	(90,536)	(93,517)
Selling, general and administrative expenses	(16,812)	(19,085)	(19,790)
Other operating income (expenses)	(1,300)	849	638
Total operating expenses and other operating income	**(106,495)**	**(108,771)**	**(112,669)**
Operating income (loss)	**(97,302)**	**(59,554)**	**(33,076)**
Financial income	21,479	44,407	16,124
Financial expenses	(40,642)	(21,614)	(51,064)
Net Financial gain (loss)	**(19,163)**	**22,793**	**(34,940)**
Income tax	(371)	(0)	423
Income (loss) from continuing operations	(116,835)	(36,761)	(67,593)
Income (loss) from discontinued operations	8,392	-	-
Net income (loss)	**(108,443)**	**(36,761)**	**(67,593)**
Attributable to shareholders of Cellectis	(101,059)	(36,761)	(67,593)
Attributable to non-controlling interests	(7,384)	-	-

Revenues

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Collaboration agreements	0	40,898	72,074	43.3%
Other revenues	755	608	875	43.90%
Revenues	**755**	**41,505**	**72,949**	**75.8%**

The increase in revenues of $31.4 million between the years ended December 31, 2024 and 2025 is mainly driven by the evolution of activities performed in connection with the Research Plans and the fulfillment of our performance obligations under the AstraZeneca Joint Research and Collaboration Agreement. Revenues as recorded in the year ended December 31, 2024 included a $5.4 million development milestone under the License Agreement with Servier.

The increase in revenues of $40.8 million between the years ended December 31, 2023 and 2024 mainly reflects (i) the recognition of $35.5 million recognized in 2024 in connection with our performance obligation rendered pursuant to three Research Plans adopted under the AZ JRCA, and (ii) the recognition of a $5.4 million milestone paid by Servier pursuant to the Servier License Agreement.

Other income

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Research tax credit	6,582	6,447	6,644	3.1%
Other income	1,856	1,265	-	-100.0%
Other income	**8,438**	**7,712**	**6,644**	**-13.9%**

The decrease in other income of $1.1 million between the years ended December 31, 2024 and 2025 is mainly due to a decrease in a government grant received from Bpifrance ("BPI").

The decrease in other income of $0.7 million between the years ended December 31, 2023 and 2024 is mainly due to a decrease in a government grant received from Bpifrance ("BPI") under the grant and refundable advance agreement signed with BPI (the "BPI Grant and Advance Agreement") to partially support a R&D program related to Cellectis' UCART20x22 signed in March 2023.

Cost of revenue

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Royalty expenses	(737)	-	-	-
Cost of revenue	**(737)**	**0**	**0**	**-**

The decrease in cost of revenues between the years ended December 31, 2024 and 2023 is the consequence of the reclassification in R&D expenses of our license-related expenses as a result of a change in business model.

Research and development expenses

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Personnel expenses	(37,158)	(34,253)	(38,466)	12.3%
Purchases, external expenses	(32,996)	(36,611)	(35,083)	-4.2%
Depreciation and amortization expenses (incl. right of use amortization)	(16,511)	(18,391)	(18,665)	1.5%
Other	(981)	(1,281)	(1,301)	1.6%
Research and development expenses	**(87,646)**	**(90,536)**	**(93,517)**	**3.3%**

Starting the year ended December 31, 2024, the license-in costs were presented in research and development expenses.

Between the years ended December 31, 2024 and 2025, research and development expenses increased by $3.0 million mainly due to (i) a $4.2 million increase in personnel expenses driven by an evolution of our R&D headcount consistent with our roadmap, higher fair market value of stock-based compensation instruments due to underlying stock dynamics, and foreign exchange effects; (ii) a $0.3 million increase in depreciation and amortization; compensated by (iii) a $1.5 million decrease in purchases and external expenses (from $36.6 million in 2024 to $35.1 million in 2025).

Between the years ended December 31, 2023 and 2024, research and development expenses increased by $2.9 million mainly due to (i) a $3.6 million increase in purchases and external expenses (from $33.0 million in 2023 to $36.6 million in 2024) primarily related to additional manufacturing activities to support our R&D pipeline and (ii) an increase in depreciation and amortization of $1.9 million mostly related to a license of patents accounted for as intangible asset for $1.2 million. The increase in purchases and external expenses and depreciation and amortization is partly offset by (iii) a decrease in personnel expenses of $2.9 million mainly related to a $1.9 million decrease in stock-based compensation expense. The decrease in stock-based compensation expense is primarily due to the lower fair value of the instruments under vesting in 2024 compared to 2023, as well as higher than expected forfeitures in 2024 due to employee terminations.

Selling, general and administrative expenses

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Personnel expenses	(7,381)	(7,493)	(7,681)	2.5%
Purchases, external expenses	(6,682)	(9,182)	(9,797)	6.7%
Depreciation and amortization expenses (incl. right of use amortization)	(2,012)	(1,483)	(1,397)	-5.8%
Other	(738)	(927)	(915)	-1.3%
Selling, general and administrative expenses	**(16,812)**	**(19,085)**	**(19,790)**	**3.7%**

Selling, general and administrative expenses increased by $0.7 million between the years ended December 31, 2024 and 2025 mainly due to a $0.6 million increase in purchases and external expenses (from $9.2 million in 2024 to $9.8 million in 2025).

Between the years ended December 31, 2023 and 2024, selling, general and administrative expenses increased by $2.3 million mainly due to a $2.5 million increase in purchases and external expenses (from $6.7 million in 2023 to $9.2 million in 2024) primarily related to legal and finance external support.

Other operating income and expenses

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Other operating income (expenses)	**(1,300)**	**849**	**638**	**-24.9%**

The other operating income (expenses) decreased slightly by $0.2 million between the years ended December 31, 2024 and 2025.

The decrease in other operating income (expenses) between the years ended December 31, 2023 and 2024 amounted to $2.0 million and is primarily related to non-recurring expenses recorded in 2023 in connection with (i) a research tax credit litigation for which $0.7 million were paid in 2023 and $0.5 million were accrued in 2023 and settled in 2024, and (ii) a commercial litigation accrued in 2023 for $0.5 million and not yet settled as of December 31, 2024.

Financial income and expenses

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Financial income	21,479	44,407	16,124	-63.7%
Financial expenses	(40,642)	(21,614)	(51,064)	136.3%
Net Financial gain (loss)	**(19,163)**	**22,793**	**(34,940)**	**-253.3%**

The decrease in financial income of $28.3 million between the year ended December 31, 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 $7.2 million decrease in foreign exchange gains, (iii) a $1.8 million decrease in income from cash, cash equivalents and financial assets in line with the interest rate curve evolution in FY2025, (iv) a $ 5.7 million gain recognized in the year ended December 31, 2024 on the fair value measurement of the Tranches A, B and C warrants issued to the

European Investment Bank ("EIB"), partially offset by (v) a $0.8 million increase in FX derivatives fair value gains in the year ended December 31, 2025.

The increase in financial expenses of $29.5 million between the year ended December 31, 2024 and 2025 is mainly attributable to a (i) $22.2 million increase in foreign exchange loss over the period due to the devaluation of the USD against the EUR which resulted in foreign exchange losses on our cash, cash equivalents and financial assets, (ii) a $6.7 million increase in loss on fair value measurement mainly explained by a $14.7 million loss on the fair value measurement of the Tranches A, B and C warrants issued to the EIB partly offset by a $7.8 million decrease in the loss on fair value measurement of our investment in shares of Cibus which was entirely sold in the first quarter of 2025, and (iii) a $0.7 million increase in interest on our financial and lease liabilities.

The increase in financial income of $22.9 million between the year ended December 31, 2023 and 2024 was mainly attributable to (i) an increase in income from cash, cash equivalents and financial assets of $7.7 million, (ii) a $14.3 million gain in change in fair value of SIA derivative instrument (compared to a loss in 2023, see below), (iii) a $5.7 million gain in change in fair value of European Investment Bank ("EIB") Tranches A and B warrants (compared to a loss in 2023, see below) partially offset by (iv) a decrease in the foreign exchange gain of $4.5 million (from a $17.6 million gain in 2023 to a $13.1 million gain in 2024).

The decrease in financial expenses of $19.0 million between the year period ended December 31, 2023 and 2024 is mainly attributable to (i) a $7.8 million non-recurring financial loss before derecognition of a convertible note issued to us by Cytovia in 2023, (ii) a $7.6 million decrease in foreign exchange loss (from a $13.4 million loss in 2023 to a $5.8 million loss in 2024), (iii) a $5.7 million loss in 2023 related to the change in the fair value of the derivative instrument on the SIA with AstraZeneca (see Note 2.6 of the Consolidated Financial Statements) compared to a gain in 2024, (iv) a $2.4 million loss in 2023 related to the change in the fair value of the EIB Tranche A and Tranche B warrants (see Note 14.1 of the Consolidated Financial Statements) compared to a gain in 2024, (v) a $0.4 million decrease in interest on lease liabilities, partially offset by (vi) an increase in interest on the EIB loan of $2.0 million, and (vii) an $2.3 million increase in the loss related to the change in fair value of our investment in Cibus (Calyxt).

Income (loss) from discontinued operations

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Income (loss) from discontinued operations	8,392	0	0	-

Income (loss) from discontinued operations includes Calyxt loss until deconsolidation. All tables referring to the year-end period ended December 31, 2023 present Calyxt's results over a five-month period from January 1, 2023 to May 31, 2023.

Income tax

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Income tax	(371)	(0)	423	100.0%

The income tax benefit of the year ended December 31, 2025 corresponds to a true-up following the filing of Cellectis Inc. and Cellectis Biologics Inc.'s tax return for 2024 (both entities filing a consolidated tax return).

The income tax expense of the year ended December 31, 2024 is nil and corresponds to the income tax expense of Cellectis Inc. and Cellectis Biologics Inc. for $0.5 million, both entities filing a consolidated tax return, offset by the partial capitalization of deferred tax assets.

The income tax expense of the year ended December 31, 2023 amounting to $0.4 million corresponds to the income tax expense of Cellectis Inc. and Cellectis Biologics Inc.

Net Income / loss

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Net income (loss)	(108,443)	(36,761)	(67,593)	83.9%

Net income includes net income from discontinued operations.

The increase in net loss of $30.8 million between the years ended December 31, 2024 and 2025 was mainly due to (i) a $30.4 million increase in revenues and other income, offset by (ii) a $3.0 million increase in research and development expenses and (iii) a net financial loss of $34.9 million in the year ended December 31, 2025, compared to a net financial gain of 22.8 million in the year ended December 31, 2024.

The decrease in net loss of $71.7 million between the years ended December 31, 2023 and 2024 was mainly due to (i) a $40.0 million increase in revenues and other income, (ii) an increase of net financial gain of $42.0 million, partly offset by (iii) a $6.1 million increase in purchases and other external expenses and (iv) a non-recurring income from discontinued operations of $8.4 million in 2023 related to Calyxt, Inc. our former subsidiary.

Gain/Loss attributable to non-controlling interests

	For the year ended December 31,			% change
	2023	2024	2025	2025 vs 2024
Gain (loss) attributable to non-controlling interests	(7,384)	0	0	-

During the year ended December 31, 2024 and 2025, no gain or loss attributable to non-controlling interests has been recorded. The decrease in net loss attributable to non-controlling interests of $7.4 million as of December 31, 2024 compared to the year ended December 31, 2023 is due to the deconsolidation of Calyxt.

B. Liquidity and Capital Resources

We have incurred losses and cumulative negative cash flows from operations since our inception in 2000, and we anticipate that we will continue to incur losses for at least the next several years. 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, alliances and licensing arrangements.

We have funded our operations since inception primarily through private and public offerings of our equity securities, grant revenues (including payments of research tax credits), and payments received under collaboration and licensing agreements with Allogene, Servier and AstraZeneca.

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 December 31, 2025, we had cash and cash equivalents of $61.5 million and fix-term deposits (classified as current financial assets) of $144.8 million.

Restricted cash amounts to $4.4 million and is classified in current and 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, money market funds, and fixed bank deposits, in each case primarily in France. The portion of cash and cash equivalents denominated in U.S. dollars is $31.2 million as of December 31, 2025. Current financial assets, excluding restricted cash, denominated in U.S. dollars amounted to $138.9 million as of December 31, 2025.

Historical Changes in Cash Flows

The table below summarizes our sources and uses of cash for the years ended December 31, 2023, 2024 and 2025.

Cash flows from Calyxt, which is classified as discontinued operations in the financial statements as of December 31, 2023, are included in the figures presented below for the year 2023.

	For the year ended December 31,		
	2023	2024	2025
	$ in thousands		
Net cash flows provided by (used in) operating activities	(24,746)	22,989	(39,401)
Net cash flows provided by (used in) investing activities	(15,510)	(102,808)	(29,484)
Net cash flows provided by (used in) financing activities	82,865	89,113	(16,761)
Total	**42,608**	**9,295**	**(85,647)**
Effect of exchange rate changes on cash	884	(2,752)	3,928

With respect to Calyxt, see Note 3 to our consolidated financial statements for more information on our scope of consolidation and non-consolidated entities, and Note 5 to our consolidated financial statements for more information on discontinued operations.

Year Ended December 31, 2025

Our net cash flows used in operating activities of $39.4 million are mainly due to cash payments from Cellectis to suppliers of $50.5 million, Cellectis' wages, bonuses social expenses paid of $40.0 million, partially offset by $36.9 million cash-in from our license and collaboration agreements, $8.4 million of interest received on financial investments, $2.2 million cash in from R&D tax credit and $3.2 million cash-in from credit VAT payments.

Our net cash flows used in investing activities of $29.5 million mainly reflect the net cash invested in bank fixed term deposits (classified as current financial assets in the consolidated statement of financial position) for $26.1 million and the payments of capital expenditures for $3.5 million.

Our net cash flows used in financing activities of $16.8 million reflect mainly repayment for $5.4 million of financial borrowings (related to the PGE loan), the payments of lease debts for $10.8 million and the payments of interest on financial debts for $0.6 million.

Year Ended December 31, 2024

Our net cash flows provided by operating activities of $23.0 million mainly come from $42.8 million of cash received from our license and collaboration agreements, $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), $6.4 million of interest received on our financial investments, $1.0 million of government grants received pursuant to the BPI Grant and Advance Agreement, $1.8 million of cash-in from value-added tax reimbursement, and $0.7 million of sublease revenue related to our premises in New York, partially offset by payments to suppliers for $47.0 million, wages, bonuses and social expenses paid for $39.6 million, and a reimbursement of the fiscal years 2017 and 2018 French research tax credit for $0.7 million pursuant to Paris Administrative Court's decision.

Our net cash flows used in investing activities of $102.8 million were primarily driven by $99.0 million used for purchases of current financial assets (net of maturities), $1.2 million related to the acquisition of a right to license certain patents accounted as an intangible asset, $1.7 million of investments in R&D equipment and building fittings under construction in France and $1.0 million in the United States.

Our net cash flows provided by financing activities of $89.2 million were mainly driven by the closing of the SIA with AstraZeneca which resulted in net cash proceeds of $139.8 million cash, of which $57.0 million were recorded as cash-flows from operating activities and $82.8 million as financing activities (see Note 2.6 of the Consolidated Financial Statements), $21.6 million cash received from EIB pursuant to the disbursement of the Tranche B and C, $1.7 million refundable advance and grant received from BPI, partially offset by the payments of lease debts for $11.1 million, the repayment of the PGE loan for $5.0 million, and $0.8 million of interest paid on our borrowings.

Year Ended December 31, 2023

Our net cash flows used in operating activities of $24.7 million are mainly due to cash payments from Cellectis to suppliers of $47.7 million, Cellectis' wages and social expenses paid of $39.7 million and Calyxt's operating payments of $3.6 million, offset mainly by the $35.7 million of the proceeds from the IIA with AstraZeneca reallocated to the AZ JRCA and therefore classified within operating activities, $25.0 million of upfront payment from the AZ JRCA, $2.0 million of cash-in from licensing revenue of Cellectis, $1.0 million of cash-in on from tax refund related to stock-options and $3.6 million of cash-in from income on financial investments.

Our net cash flows used in investing activities of $15.5 million primarily reflect the contracting of a $15.0 million term deposit classified as a current financial asset, the cash and cash equivalents disposed of following the loss of control over Calyxt of $1.6 million and $1.1 million of investments in R&D equipment and building fittings under construction in France, partially offset by the reimbursement of a security deposit from a supplier in the United States of $0.4 million and the $1.3 million change to our current financial assets denominated in a currency other than the functional currency due to foreign exchange impact.

Our net cash flows provided by financing activities of $82.9 million reflect mainly a $44.9 million inflow from AZ Holdings' $80.0 million initial investment after reallocation of $35.7 million to operating activities, the $25.0 million gross proceeds from Cellectis' follow-on offering in February 2023, the $21.2 million cash received from EIB pursuant to the disbursement of the Tranche A net of transaction costs, the $5.7 million received in respect of the 2022 research tax credit pre-financing, the $2.8 million refundable advance received from BPI, $2.5 million of Interim Funding received by Calyxt from Cibus, partially offset by transaction costs related to AZ Holdings' initial investment of $0.6 million and to Cellectis' follow-on offering of $1.5 million, the payments of lease debts of $11.8 million and the repayment of the PGE loan of $5.0 million.

Operating capital requirements—Cellectis S.A.

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 LifeTechnologies 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 primarily through private and public offerings of our equity securities, grant revenues, payments received under intellectual property licenses, and reimbursements of research tax credits.

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 $61.5 million and fixed-term deposits of $144.8 million as of December 31, 2025, the Company believes such amounts 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; and
- 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.

Sources of capital

Until we can generate a sufficient amount of revenues from our products, if ever, we expect to finance a portion of future cash needs through public or private equity or debt offerings. Additional capital may not be available on reasonable terms, if at all. If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of one or more of our product candidates. If we raise additional funds through the issuance of additional debt or equity securities, it could result in dilution to our existing shareholders, increased fixed payment obligations and these securities may have rights senior to those of our ordinary shares. If we incur indebtedness, we could become subject to covenants that would restrict our operations and potentially impair our competitiveness, such as limitations on our ability to incur additional debt, limitations on our ability to acquire, sell or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. Any of these events could significantly harm our business, financial condition and prospects.

EIB Finance Contract

On December 28, 2022, we entered into a Finance Contract with the EIB for up to €40.0 million in loans to support research and development activities to advance our 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"); (ii) a second tranche of €15.0 million ("Tranche B"); and (iii) a third tranche of €5.0 million ("Tranche C," and each of Tranche A, Tranche B, and Tranche C, a "Tranche"), each issuable only in full. Each of our material subsidiaries guarantees our obligations under the Finance Contract. References to our subsidiaries in this discussion of the EIB Finance Contract exclude Calyxt, Inc.

The disbursement of each Tranche is conditioned upon certain documentary conditions, including the execution of a warrant agreement with respect to the EIB Warrants (as defined below). On March 3, 2023, the Company and the EIB entered into a Subscription Agreement for Warrants to be issued by Cellectis S.A. (the "Warrant Agreement") in satisfaction of the foregoing condition.

Borrowings under the Finance Contract mature with respect to each Tranche six years from the respective disbursement date for such Tranche. Interest on each Tranche shall be paid in kind, shall be capitalized annually by increasing the principal amount of the respective Tranche, and shall accrue at a rate equal to (i) 8.0% per annum with respect to Tranche A, (ii) 7.0% per annum with respect to Tranche B, and (iii) 6.0% per annum with respect to Tranche C. Interest on any overdue amounts related to a Tranche shall be payable in cash and shall accrue from the due date through the actual payment of such overdue amount at an annual rate equal to the higher of the rate applicable to a relevant Tranche as noted above plus 2.0% and the one-month EURIBOR rate plus 2.0%.

Mandatory prepayment events include: (i) any reduction in the total cost of our R&D Activities such that the €40.0 million amount of the Finance Contract, together with certain other funds from the European Union, exceeds specified percentages of the aggregate cost of our R&D Activities, in which case the prepayment amount shall be the amount by which such limits are exceeded, together with accrued interest and all other accrued and outstanding amounts, (ii) any voluntary prepayment, in whole or in part, by us or its subsidiaries has occurred or is likely to occur of any indebtedness or other repayment obligation granted by a party other than EIB, in which case the prepayment amount shall be proportionate to the prepaid amount of such non-EIB indebtedness, together with accrued interest, (iii) any change of control of us or any change in law or regulation that would materially impair our or the guarantors' ability to perform under the Finance Contract, in which case the prepayment amount shall be the full outstanding amount, together with accrued interest and all other accrued and outstanding amounts, and (iv) any event that renders performance under the Finance Contract unlawful, in which case the prepayment amount shall be the full outstanding amount, together with accrued interest and all other accrued and outstanding amounts, and the remaining undisbursed portion shall be cancelled. In addition, any Tranche may be voluntarily prepaid by us, in whole or in part, upon 30 days' notice. Except in connection with a prepayment pursuant to clause (iii) or (iv), all prepayments prior to the expiration of a period of three years after disbursement of a relevant Tranche are subject to a prepayment fee representing a low single-digit percentage of the prepayment amount, which steps down at each anniversary of the applicable disbursement date.

The Finance Contract also includes customary events of default, including: payment defaults; defaults arising from the provision of incorrect, incomplete or misleading representations to the EIB; cross defaults resulting in acceleration or cancellation of any other loan or obligation; cross defaults with respect to any other obligation granted by EIB or the European Union; the occurrence of any material adverse change; any EIB Warrants ceasing to be in full force and effect (other than as a result of exercise), and certain bankruptcy and insolvency events of default. Upon the occurrence of an event of default, EIB may demand immediate repayment by us of all or part of the outstanding funds, together with accrued interest, and all other accrued or outstanding amounts under the Finance Contract.

In connection with the Finance Contract, we agreed to certain customary affirmative and negative undertakings. The negative undertakings include: restrictions on dispositions of assets by us and our subsidiaries, restrictions on changes to the general nature of our business, restrictions on us and our subsidiaries engaging in mergers and other restructuring transactions, restrictions on certain ownership changes with respect to subsidiaries, restrictions on us and our subsidiaries engaging in acquisitions or making investments, restrictions on us and our subsidiaries incurring additional indebtedness or guarantees, restrictions on the making of intercompany loans, restrictions on us and our subsidiaries engaging in certain hedging or derivative transactions, restrictions on us and our subsidiaries making specified restricted payments including dividends and share repurchases, restrictions on us and our subsidiaries becoming creditors in respect of certain indebtedness, and restrictions on the incurrence of security over any of our or our subsidiaries' assets. In addition, we granted EIB most favored nation rights with respect to any obligation, clause or undertaking, whether positive or negative (including, without limitation, events of default, mandatory prepayment events, a loss-of-rating clause or financial covenants) included in any other financing agreement (excluding underwriting agreements in connection with securities offerings). We also granted certain information and inspection rights to the EIB in connection with the Finance Contract. The Finance Contract contains certain customary representations and warranties by us and is governed by French law.

The EIB Warrants

On March 30, 2023, the Company and EIB entered into the Warrant Agreement, the execution of which was a condition precedent to the Company's ability to draw amounts under the Finance Contract.

The Warrant Agreement establishes the terms and conditions of the EIB Warrants.

Each EIB Warrant will entitle its holder to one ordinary share of the Company in exchange for the exercise price, subject to all applicable adjustments.

The EIB Warrants expire on the twentieth anniversary of their issuance date at which time they will be automatically deemed null and void. Any outstanding EIB Warrants will become exercisable upon the earliest to occur of (i) a change of control event, (ii) the maturity date of Tranche A, (iii) a public take-over bid approved by the Company's board of directors, (iv) a sale of all or substantially all of the 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 of 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 Contract (each an "Exercise Event").

Following any Exercise Event and until expiration of the applicable EIB Warrants, the EIB may exercise a put option by which the EIB may request the Company to repurchase all or part of such then-exercisable EIB Warrants. The exercise of such put options would be at the fair market value of the EIB Warrants, subject to a cap equal to the aggregate principal amount disbursed by EIB pursuant to the Finance Contract, 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, in the context of a group of specified Company shareholders acting in concert, the Company shall be entitled to repurchase all, but not less than all, of the EIB Warrants at a price equal to the greater of (a) 0.3 times the amount disbursed 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 also 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 do not apply if the contemplated sale occurs within the scope of a public take-over bid by a third-party.

Subject to the right of first refusal and compliance with applicable securities laws, the EIB Warrants may be transferred following an Exercise Event, to certain affiliates of EIB, or otherwise with the prior written approval of the Company.

The Warrant Agreement provides for customary anti-dilution adjustments in connection with changes to the structure of the Company's share capital.

In connection with the Warrant Agreement, the Company agreed to certain customary affirmative and negative undertakings. The negative undertakings include: restrictions on certain dispositions of assets by the Company and its subsidiaries and restrictions on the Company and its subsidiaries making specified restricted payments, including loan repayments, dividends and share repurchases.

The Warrant Agreement contains certain customary representations and warranties by the Company and is governed by French law.

Drawdowns under the Finance Contract – Tranches A, B and C

On March 30, 2023, the Company announced the drawdown of the first tranche under the Finance Contract in the amount of €20 million ("Tranche A"), disbursed by the EIB in April 2023.

In connection with the drawdown of Tranche A on March 28, 2023, the Company issued 2,799,188 Tranche A Warrants to the EIB, representing approximately 5.0% of the Company's outstanding share capital at their issuance date, with an exercise price of €1.92 (corresponding to 99% of the volume-weighted average price of the Company's ordinary shares over the 3 trading days preceding the decision of the board of directors of the Company to issue the Tranche A Warrants).

Tranche A matures six years from the disbursement date and interest on Tranche A shall be paid in kind, shall be capitalized annually by increasing the principal amount of Tranche A, and shall accrue at a rate equal to 8.0% per annum.

The EIB may cancel any undisbursed amount of Tranche A upon the occurrence of, or any event or circumstance that would, with notice or the passage of time constitute, any event of default or mandatory prepayment event. In the event of such a cancellation by the EIB prior to the expiration of a period of three years after disbursement of Tranche A.

On January 16, 2024, Cellectis drew down on the second tranche of €15 million under the Finance Contract. In connection with the drawdown of Tranche B, the Company issued 1,460,053 Tranche B Warrants to the EIB, representing approximately 2.0% of the Company's outstanding share capital at their issuance date, with an exercise price of €2.53 (corresponding to 99% of the volume-weighted average price 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 the Tranche B Warrants).

Tranche B matures six years from its disbursement date and will accrue interest at a rate of 7% per annum capitalized annually and payable at maturity.

On December 10, 2024, Cellectis drew down the third tranche of €5 million under the Finance Contract. In connection with the drawdown of Tranche C, the Company issued 66,426 Tranche C Warrants to the EIB, representing approximately 0.6% of the Company's outstanding share capital at their issuance date, with an exercise price of €1.70 (corresponding to 99% of the volume-weighted average price 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 the Tranche C Warrants).

Tranche C matures six years from its disbursement date and will accrue interest at a rate of 6% per annum capitalized annually and payable at maturity.

With the drawdown of Tranche C, the Company has drawn the full €40 million available under the Finance Contract.

Follow-on offering

On February 7, 2023, Cellectis launched of a follow-on offering of $22 million of its ADS for which Jefferies LLC and Barclays Capital Inc. acted as joint book-running managers for the Global Offering. Pricing occurred on February 2, 2023, at $2.50 per ADS. Bpifrance Participations, Baillie Gifford & Co. and Long Focus Capital Management LLC, existing shareholders of the Company, were allocated in the aggregate more than half of the ADS sold in the global offering. On February 7, 2023, Cellectis announced the exercise by the underwriters, Jefferies LLC and Barclays Capital Inc., of their option (the "Option") to purchase an additional 1,107,800 ordinary shares (the "Additional Ordinary Shares") of the Company to be delivered in the form of an aggregate of 1,107,800 ADSs. The total number of ordinary shares issued in the form of ADSs amounted to 9,907,800 with gross proceeds of $24.8 million and the aggregate net proceeds to the Company, after deducting underwriting commissions and estimated offering expenses, of approximately $22.8 million.

ATM Program

On January 4, 2023, we entered into an amendment to the Sales Agreement, dated as of March 29, 2021, with Jefferies LLC with respect to an equity offering program (the "ATM") under which we may offer and sell ADS having an aggregate offering price of up to $60.0 million from time to time following January 4, 2023, through Jefferies as our sales agent. In 2024, Cellectis discontinued the ATM.

Joint Research Collaboration Agreement and Investment Agreements with AstraZeneca

In addition to an upfront payment of $25 million made by AZ Ireland to Cellectis, under the AZ JRCA, AZ Ireland will 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 $80 million up to $253 million, per each of the 10 candidate products, plus tiered royalties based on the sale of Licensed Products.

Pursuant to investment agreements with AstraZeneca and on November 1, 2023, AstraZeneca made an initial equity investment of $80 million in Cellectis by subscribing for 16,000,000 ordinary shares, at a price of $5.00 per share, and on May 3, 2024, AstraZeneca made an additional equity investment of $140 million by subscribing for two newly created classes of convertible preferred shares of Cellectis: 10,000,000 Class A Preferred Shares and 18,000,000 Class B Preferred Shares, in each case at a price of $5.00 per share (the "Additional Investment").

State Guaranteed Loan ("PGE")

We received the PGE loan on July 2020 of €18.5 million (or $19.2 million using exchange rate as of December 31, 2024) of which €8.1 million remains outstanding, from a bank syndicate formed with HSBC, Société Générale, Banque Palatine and BPI. Initiated by the French Government to support companies during the COVID-19 crisis, 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. See Note 14 to our consolidated financial statements for more information about the amounts outstanding under the PGE loan.

Cellectis' Contractual Obligations and Commitments

As of December 31, 2025, Cellectis had the following contractual obligations:

As of December 31, 2025	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
			$ in thousands		
Lease agreements	43,438	10,151	15,739	9,667	7,881
IT licensing agreements	2,812	1,081	1,731	-	-
State Guaranteed loan « PGE »	4,129	4,129	-		-
EIB loan	72,076	-	-	72,076	-
Conditional advances	6,316	-	1,612	4,703	-
Research Tax Credit financing and others	7,443	6,593	408	408	34
Total contractual obligations	**136,212**	**21,954**	**19,489**	**86,854**	**7,915**

Cellectis' short-term and long-term material requirements are reflected in the table above and mainly relate to:

- lease agreements regarding Cellectis' corporate headquarters in Paris, France, its administrative and research and development facility in New York, New York, and its manufacturing facilities in Paris, France, and Raleigh, North Carolina, as well as leased equipment for a total of $43.4 million, of which $10.2 million are payable in 2026;
- IT licensing agreements for $2.8 million, of which $1.1 million is payable in 2026;
- a State Guaranteed loan "PGE" of $4.1 million, payable in 2026;
- Research Tax Credit financing of $6.4 million, payable in 2026;
- a long-term loan with the EIB of $72.1 million;
- long-term conditional advances with Bpifrance of $6.3 million.

An analysis as to Cellectis' ability to meet these requirements is provided under the caption "Operating capital requirements – Cellectis S.A.", discussed above.

Calyxt Lease Guaranty

In September 2017, Calyxt entered into a lease agreement with a third party for its corporate headquarters and laboratory facilities in Roseville, Minnesota, which encompasses approximately 44,000 square feet including office and research and development space. The lease has a term of twenty years with four options to extend its term for five years each subject to there being no default under the lease terms beyond any cure period and Calyxt occupying the property at the time of extension.

The lease commenced in May 2018. Under the lease, Calyxt pays an annual base rent of eight percent of the total project cost with scheduled increases in rent of 7.5 percent on the sixth, eleventh, and sixteenth anniversaries of the start of the lease commencement as well as on the first day of each renewal term.

Concurrent with entering the lease, Cellectis guaranteed the lease agreement for Calyxt's headquarters. However, 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 December 31, 2025, our lease guaranty represents a potential obligation in the amount of $19.9 million over the remaining 12 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 Cibus's lease or enter into any amendment that would increase our liability 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. Cibus' most recent financial statements included in its quarterly report on Form 10-Q for the quarter ended September 31, 2025 note that there is substantial doubt about Cibus' ability to continue as a going concern for at least one year from the date of issuance of those financial statements.

C. Research and Development, Patents and Licenses, etc.

Our research and development teams utilize our deep expertise to contribute to the growth of our business. As of December 31, 2025, we had 186 employees engaged in research and development activities. In the years ended December 31, 2023, 2024 and 2025 we spent $87.6 million, $90.5 million and $93.5 million respectively, on research and development. For a discussion of our research and development activities, see "Item 4.B—Business Overview" and "Item 5.A—Operating Results."

D. Trend Information

For a discussion of trends, see "Item 4.B—Business Overview," "Item 5.A—Operating Results" and "Item 5.B—Liquidity and Capital Resources." Other than as disclosed in these sections, we are not aware of any trends, uncertainties, demands, commitments or events since December 31, 2025 that are reasonably likely to have a material adverse effect on our revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial condition.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following table sets forth information regarding our executive officers and directors as of the date of this Annual Report:

Name	Age	Position(s)
Executive Officers:		
André Choulika, Ph.D.	61	Director, Chief Executive Officer and Co-Founder
Adrian Kilcoyne, M.D, MPH	56	Chief Medical Officer
Steven Doares, Ph.D.	66	Senior Vice President of US Manufacturing
Philippe Duchateau, Ph.D.	63	Chief Scientific Officer
Kyung Nam-Wortman	56	Chief Human Resources Officer
Stephan Reynier	56	Chief Regulatory & Pharmaceutical Compliance Officer
David Sourdive, Ph.D.	59	Director, Deputy Chief Executive Officer, Executive Vice President, CMC and Manufacturing
Arthur Stril	37	Chief Financial Officer & Chief Business Officer
Marie-Bleuenn Terrier	44	General Counsel
Non-Employee Directors:		
Jean-Pierre Garnier, Ph.D.	78	Chairman of the Board and Director
Laurent Arthaud	63	Director
Donald A. Bergstrom, Ph.D.	54	Director
Rainer Boehm	65	Director
Cécile Chartier, Ph.D.	59	Director
Marc Dunoyer	73	Director
André Muller	62	Director
Tyrell Rivers, Ph.D.	53	Director

Executive Officers

André Choulika, Ph.D., is one of the founders of Cellectis and served as Chief Executive Officer since the Company's inception in 1999. He served as Chairman of our board of directors from 2011 to November 2020 and Chairman of the board of directors of Calyxt from August 2010 to July 2020. He is CEO and Chairman of Cellectis, Inc. since December 2014 and Cellectis Biologics, Inc. since January 2019. From 1997 to 1999, Dr. Choulika worked as a post-doctoral fellow in the Division of Molecular Medicine at Boston Children's Hospital, where he was one of the inventors of nuclease-based genome editing technologies and a pioneer in the analysis and use of meganucleases to modify complex genomes. After receiving his Ph.D. in molecular virology from the University of Paris VI (Pierre et Marie Curie), he completed a research fellowship in the Harvard Medical School Department of Genetics. His management training is from the HEC (Challenge +). Since June 2019, Dr. Choulika served at the board of directors of Institut Pasteur. André Choulika was awarded Chevalier of the Légion d'Honneur in France.

Adrian Kilcoyne, M.D., MPH, MBA was appointed Cellectis' Chief Medical Officer in August 2024. Before joining Cellectis, he served as Chief Medical Officer and Head of Research and Development at Celularity, advancing their oncology allogeneic CAR-T and NK Cell therapy programs. Prior to this, he was Chief Medical Officer at Humanigen. He has held numerous Oncology leadership roles across Research and Development, Medical Affairs, Commercial, Health Economic Outcome Research and Evidence Generation in both large pharmaceutical and biotechnology companies such as AstraZeneca and Celgene. Dr. Kilcoyne graduated from Trinity College, Dublin Medical School. He initially trained in Gynecological Oncology at the Hammersmith Hospital in London and subsequently in Public Health Medicine at Oxford during which time he completed a Master's in Public Health. Dr. Kilcoyne then trained in pharmaceutical medicine and completed his MBA.

Steven Doares, Ph.D. joined Cellectis in July 2020 as Senior Vice President, US Manufacturing and Site Head of the Raleigh, North Carolina manufacturing facility. Dr. Doares is responsible for the deployment of Cellectis' manufacturing facility in Raleigh, for clinical and commercial supplies of the Cellectis' current immuno-oncology UCART product candidates. Prior joining Cellectis, Dr. Doares worked at Biogen, Inc. from 2010 to 2020, most recently serving as Vice President, Global Manufacturing Sciences, responsible for technology transfer into cGMP manufacturing of processes from clinical through commercialization stages for Biogen's therapeutic product portfolio, both internally and externally. Dr. Doares holds a Ph.D. in Biochemistry from the University of Georgia.

Philippe Duchateau, Ph.D., joined Cellectis in 2001 to pioneer the field of genome engineering and has served as Chief Scientific Officer since 2012. After receiving his Ph.D. in 1993 in biochemistry and molecular biology at the Institut Pasteur (Lille, France), he completed a research fellowship from 1993 to 2001 at the University of California, San Francisco (United States) within the Cardiovascular Research Institute. He is co-inventor of numerous patents in the field of nucleases and genome engineering and co-author on more than 50 scientific publications and co-editor of one book entitled "Site-directed Insertion of Transgenes." As head of Cellectis's Research department since 2004, he helped to the development of the key Cellectis technologies.

Kyung Nam-Wortman, joined Cellectis in November 2020 as Executive Vice President, Chief Human Resources Officer. Before joining Cellectis, Ms. Nam-Wortman was Senior Vice President, Head of Human Resources, Head of Information Technology, Facilities and Internal Communications at Achillion (acquired by Alexion in January 2020) since October 2014. Prior to her tenure at Achillion, Ms. Nam-Wortman was Vice President and Head of Global Talent and Organization Capability at Zoetis, where she supported the spin-off of Pfizer's animal health business unit through its IPO and was responsible for the stand up of Zoetis' global talent management function to support the company's growth worldwide. She also held various human resource leadership roles for Pfizer's business units, divisions, and functions with regional and global accountabilities. In addition to her experience in biotech/biopharma, Ms. Nam-Wortman has significant experience in the consulting industry focused on strategic and organization change management from Delta Consulting Group and IBM. She received her bachelor's degree in marketing from New York University Stern School of Business and MS in human resources management and organization development from the New School of Social Research.

Stephan Reynier, MSc, joined Cellectis in April 2011. He serves as Chief Regulatory and Pharmaceutical Compliance Officer. Mr. Reynier has extensive experience, from his previous positions as Senior Director at Voisin Consulting Life Sciences and European

Associate Director Medical Affairs at Gilead Sciences, in the design and implementation of regulatory strategies for the development of drugs and biologics, with a strong focus on cell and gene therapy. Mr Reynier graduated as Agro-Engineer in France and received a Master of Science in Chemical Engineering from the University of Toronto, Canada.

David Sourdive, Ph.D., is a co-founder of Cellectis and holds the position of Executive Vice President, CMC and Manufacturing since 2017. Prior to that date, Dr. Sourdive served as Executive Vice President, Corporate Development since 2008. Dr. Sourdive is also a member of our board of directors since 2000. Since June 2023 Dr. Sourdive serves on the board of directors of hema.to GmbH, from October 2023, he serves at the board of directors of Aqemia SAS, and from September 2024, he serves on the board of Hephaistos S.A.S. From September 2019 to October 2025, he served on the board of directors of Exeloim S.A.S. From February 2021 to September 2025, he served on the board of directors of Cell-Easy S.A.S. From February 2014 to April 2024, he served on the board of directors of Mediterranean Institute for Life Sciences (MEDILS). From 2021 to December 2023, he served on the board of directors of Mablink S.A.S. From December 2018 to December 2021, he served on the board of directors of Enobraq SAS. From October 2017 to May 2020, Dr. Sourdive served on the Board of Omics SAS. Before his tenure at Cellectis, Dr. Sourdive directed the biotechnologies laboratory of the Centre d'Etudes du Bouchet for the French Ministry of Defense. From 1997 to 1998, Dr. Sourdive worked at one of the leading laboratories in viral immunology at Emory University in Atlanta, Georgia. His work there was focused on immunological T-cell memory. Dr. Sourdive graduated from the École Polytechnique and received his PhD in molecular virology at the Institut Pasteur. He also has management training from the HEC (Challenge +).

Arthur Stril joined Cellectis in 2018 as Vice President, Corporate Development. He was appointed Chief Business Officer in 2020 and Chief Business Officer and Interim Chief Financial Officer in 2024. He currently serves as Chief Financial Officer and Chief Business Officer since January 2025. Mr. Stril serves on the board of directors of Primera Therapeutics, Inc. since 2023, serving as a director designated by Cellectis. Mr. Stril began his career at the European Commission's Directorate-General for Competition, controlling global pharmaceutical mergers. He later became Head of the Hospital Financing Unit at the French Ministry of Health. Mr. Stril graduated from the École Normale Supérieure, Paris and Cambridge University, and holds a diploma in Immunotherapy from the Université Paris-Descartes. Mr. Stril is also a member of the French Corps des Mines and is a member of the advisory board of Life Science Cares, a not-for profit organisation.

Marie-Bleuenn Terrier joined Cellectis as Legal Counsel in 2008, and was appointed General Counsel in 2013. Prior to joining Cellectis, she worked as Legal Counsel for Pfizer from 2004 to 2006, and for Boehringer-Ingelheim from 2006 to 2008. Marie-Bleuenn Terrier also serves as Secretary of our board of directors since 2015. From July 2020 to September 2022, Mrs. Terrier served as president of Standing Ovation S.A.S. She holds a Master's degree in Law from the Panthéon La Sorbonne University in Paris.

Non-employee Directors

Jean-Pierre Garnier, Ph.D., serves as a member and Chairman of our board of directors since November 2020. Since September 2024, he has served as chairman of the board of directors of BioAge Labs, Inc. From 2019, Dr. Garnier has served as director of the board of directors of Carrier Global Corp., a public company. From 2016 to 2022, Dr. Garnier has served as director of the board of directors of Radius Therapuetic, and from 2018 to 2022, he served as Chairman of the board of directors of Carmat, a public company based in France. From 2018 to 2020, Dr. Garnier was Chairman of Idorsia, a public bio-technology company based in Switzerland and listed on the Swiss Stock Exchange (SIX), which was spun off of Actelion LTD with a billion-dollar investment from Johnson & Johnson (J&J). Previous to his tenure at Idorsia, he was Chairman of Actelion Ltd., a Swiss pharmaceuticals and bio-technology company, sold for $30 billion to Johnson & Johnson. From 2008 to 2010, Dr. Garnier served as Chief Executive Officer of Pierre Fabre, from 2000 to 2008 he served as Chief Executive Officer and Executive Member of the board of directors of GlaxoSmithKline plc, and in 2000, he was Chief Executive Officer of SmithKline Beecham plc. Dr. Garnier has served as board member of Renault S.A., from 2008 to 2016, United Technologies Corporation from 1997 to 2019, and Max Planck Institute from 2013 to 2019. Dr. Garnier holds an MS in pharmaceutical science and a Ph.D. in pharmacology from the Louis Pasteur University of Strasbourg, France. He subsequently earned his MBA at Stanford University, California, as a Fulbright Scholar. He was recently promoted from Chevalier to Officier de la Légion d'Honneur of France.

Laurent Arthaud serves as a member of our board of directors since 2011. Mr. Arthaud is the Managing Director of Life Sciences and Ecotechnologies for Bpifrance Investissement since 2012. He currently serves on the boards of directors of Kurma Life Sciences, Sparingvision, Aledia, and Enyo Pharma. Mr. Arthaud served at the board of directors of Calyxt from 2020 to May 2023, serving as a director designated by Cellectis. He previously served at the Calyxt's board of directors from July 2017 to May 2019. From 2018 to 2025, Mr. Arthaud served on the board of directors of Ribogenics, Inc. He served on the board of directors of Adocia from 2009 to 2022. From 2006 to 2012, Mr. Arthaud held the position of Deputy CEO at CDC Entreprises. Since 2009 Mr. Arthaud has also directed InnoBio, an investment fund managed by Bpifrance Investissement as part of the FSI France Investissement program. From 1999 to 2004 he served as Vice President of Aventis Capital, an investment subsidiary of the pharmaceuticals group Aventis, and as President of Pharmavent Partners from 2004 to 2006. Mr. Arthaud is a graduate of the École Polytechnique and the École Nationale de Statistique et d'Administration Économique.

Donald A. Bergstrom, M.D., Ph.D., serves as a member of our board of directors since 2022, after having served as observer of our board of directors since November 2021. Dr. Bergstrom, currently serves as President, Research and Development at Relay Therapeutics, Inc., a public clinical-stage precision medicines company. Prior to his tenure at Relay Therapeutics, from January 2014 to March 2018, Dr. Bergstrom was Chief Medical Officer at Mersana Therapeutics, where he led the advancement of two products based on Mersana's proprietary antibody-drug conjugate platform through non-clinical development and into Phase 1 clinical trials. Prior to Mersana, he was Global Head of Translational and Experimental Medicine at Sanofi Oncology. At Sanofi, Dr. Bergstrom held roles of increasing responsibility at Merck Research Laboratories, culminating in his role as Oncology Franchise Lead, Experimental Medicine. From 2021 to June 2024, Dr. Bergstrom has served on the board of directors at Fusion Pharmaceuticals, a public biotechnologies company. Dr. Bergstrom holds an M.D. from the University of Washington, Seattle, and a Ph.D. from the Fred Hutchinson Cancer Research Center, where he also completed his post-doctoral training. He was a resident in clinical pathology at the University of Washington.

Rainer Boehm serves as a member of Cellectis' board of directors since 2017. In addition, Mr. Boehm is the founder and owner of Rainer Boehm GmbH and is currently serving on the board of directors of BioCopy AG since February 2020, and Berlin Cure AG since January 2022. From Septembr 2022 to March 2025, Mr. Boehm served on the board of directors of Omega Therapeutics. From 2018 to 2022, Mr. Boehm served on the board of directors of Nordic Nanoverctor SA, and of Humanigen Inc from 2018 to February 2024. Mr. Boehm spent 29 years at Novartis, working locally, regionally and globally in various senior management roles, after building his career in Marketing & Sales and Medical Affairs. At Novartis, he led all emerging markets regions as well as the United States and

Canada, either for Oncology or the Pharmaceuticals division. His most recent assignments were Chief Commercial and Medical Affairs Officer globally for Novartis Pharma from 2010 to 2017, as well as ad interim Chief Executive Officer and Division Head Pharma. Rainer launched and oversaw the commercialization of many brands during his career, amongst them Femara, Zometa and Glivec, as well as Cosentyx and Entresto. Rainer has a medical degree from the University of Ulm in Germany, and a Master of Business Administration from Schiller University in France.

Cécile Chartier serves as a member of our board of directors since 2023. Dr Chartier serves as at the Scientific Board of Advisors of CTRL Therapeutics. From 2022 until December 2024, she was Chief Scientific Officer at NextVivo, Inc. Prior to her tenure at NextVivo, Dr. Chartier was Vice President of Research at Iovance Biotherapeutics Inc. from 2017 to 2021 where she led the development of next generation of tumor-infiltrating lymphocytes (TIL) therapies through research to early-stage clinical trials. Prior to her time at Iovance Biotherapeutics, Inc., she spent 12 years at OncoMed Pharmaceuticals, where she served as Senior Director of Target Validation and led multiple antibody therapeutics project teams through Research and Development to IND filing. She also worked at Shering (US Berlex) and Transgene (France), where she focused on gene therapy. Dr. Chartier also founded Chartier Consulting in 2022. Dr Chartier obtained her Ph.D. in molecular biology from the Université Louis Pasteur in Strasbourg, France and completed post-doctoral training at Harvard Medical School.

Marc Dunoyer serves as a member of our board of directors since May 2024. Mr. Dunoyer serves as Chief Executive Officer of Alexion, AstraZeneca Rare Disease, since August 2021. In addition, he currently serves as a member of the board of directors of JCR Pharmaceuticals. Prior to his tenure at Alexion, Mr. Dunoyer previously served as an executive director and Chief Financial Officer of AstraZeneca from 2013, and was Global Head of Rare Diseases at GSK and concurrently chairman of GSK Japan. Mr. Dunoyer holds an MBA from HEC Paris and a Bachelor of Law degree from Paris University.

André Muller serves as a member of our board of directors since June 2025. Mr. Muller serves as advisor to the board of directors and to the chief executive officer of Idorsia Pharmaceuticals Ltd., since 2025, and as director of Chiron Investment AG. Mr. Muller previously served as chief executive officer of Idorsia Pharmaceuticals Ltd from June 2024 to June 2025 and was chief financial officer of Idorsia Pharmaceuticals Ltd from June 2017 to June 2024. Mr. Muller holds a master's degree in business administration from EMLYON Business School, Lyon, France.

Tyrell Rivers, Ph.D., serves as a member of our board of directors since May 2024. Since May 2024, Mr. Rivers has served as Executive Director within AstraZeneca's Corporate Development Group. Prior to this role, Dr. Rivers was at MedImmune Ventures, where he specialized in biotechnology investing, and at Merck & Co., Inc. where he led the technical support for multiple commercial vaccine franchises and subsequently directed global business initiatives for accessing key technologies for research and development. Dr. Rivers currently serves on the board of directors for ADC Therapeutics S.A., Cerapedics, Fuse Biosciences Limited, Nucleus RadioPharma, Inc., Quell Therapeutics, Ltd, and SixPeaks Bio AG. From 2022 to 2024, he served at the board of BioHealth Innovation, from 2021 to 2022, he served at the board of Goldfinch Bio, Inc., from 2022 to 2023, he served at the board of Regio Biosciences, Inc., and from 2018 to 2021, Dr. Rivers served at the board of Viela Bio, Inc. Dr. Rivers earned his BS in Chemical Engineering from the Massachusetts Institute of Technology, a PhD in Chemical Engineering from University of Texas at Austin, and his MBA from the New York University Stern School of Business.

Family Relationships

While there are no family relationships among any of our executive officers or directors, Dr. Choulika and Ms. Terrier are domestic partners.

Contractual Agreements

Pursuant to the SIA and implemented by the Company's shareholders decision on December 22, 2023, Mr. Marc Dunoyer and Mr. Tyrell Rivers serve on the Company's board of directors as members designated by AZ Holdings. AZ Holdings shall remain entitled to designate two members of the Board for as long as it holds 40% of the shares and voting rights of the Company and one member of the Board for so long as it holds 20% of the shares and voting rights of the Company.

B. Compensation

Compensation of Directors and Executive Officers

The aggregate cash compensation paid and benefits in kind granted by us to our current executive officers and directors, for the year ended December 31, 2025, was $5.6 million. For the year ended December 31, 2025, 3,851,783 stock options with an exercise price of €1.56 per ordinary share, and 270,500 stock options with an exercise price of €1,28 per ordinary share were granted to directors and executive officers as compensation under the 2024 Stock Option Plan.. The total amount set aside or accrued to provide pension, retirement or similar benefits was $0.4 million for the year ended December 31, 2025.

Directors	Compensation (Gross Salary+Bonus)*	Board fees*	Out-of-pocket expenses*	Equity awards granted in 2025
A. Choulika	943,894	—	38,979	880,000
D. Sourdive	620,729	—	15,545	352,500
J.P. Garnier	—	101,698	18,114	171,783
L. Arthaud	—	—	—	—
R. Boehm	—	112,998	7,947	—
D. Bergstrom	—	101,698	136	—
C. Chartier	—	101,698	—	—
M. Dunoyer	—	—	—	—
A-S Malkomes	—	53,674	272	—
A. Muller	—	53,674	—	—
T. Rivers	—	—	—	—

* The conversion rate used is the average rate of the period

Service Agreements

As of December 31, 2025, there were no service agreements between the Company or any of its subsidiaries and any director providing for benefits upon termination of employment.

Change of Control Benefits

We seek to balance the potential costs of change of control provisions with the costs that would arise from fear of job loss and other distractions that may result from potential, rumored or actual changes of control.

As a result, after careful evaluation of the implications and economics of a change of control plan, on September 4, 2014, our board of directors adopted a change of control plan, which was amended by our board of directors on December 11, 2014 applicable to certain of our executive officers and several of our senior employees, as implemented by change of control agreements or amendments to an existing agreement. On March 4, 2020 and November 5, 2020, our board of directors decided to extend the benefits of the change of control plan adopted in 2014 to also cover any members of the Cellectis executive committee not already covered by the plan adopted in 2014. On September 15, 2022, our board of directors amended the change of control plan applicable to all our executive officers including future executive officers.

Accordingly, as of the date of this Annual Report, the change of control plan applies with respect to each member of the executive committee of Cellectis: Dr. Choulika (Chief Executive Officer, and Director), Dr. Adrian Kilcoyne (Chief Medical Officer), Dr. Steve Doares (Senior Vice President, US Manufacturing and Site Head), Dr. Phillippe Duchateau (Chief Scientific Officer), Ms. Kyung Nam-Wortman (Executive Vice President, Chief Human Resources Officer), Mr. Stephan Reynier (Chief Regulatory and Compliance Officer), Dr. David Sourdive (Executive Vice President CMC and Manufacturing, and Director), Mr. Arthur Stril (Chief Financial Officer & Chief Business Officer), and Ms. Marie-Bleuenn Terrier (General Counsel). The change of control plan also applies to one of our senior managers.

Pursuant to the amended change of control plan applicable to our executive officers, a severance package shall be paid if, within the 24-month period following a change of control of Cellectis S.A., one of the following triggering event occurs, in each case without the agreement of such executive officer:

- termination (including by non-renewal) of such person’s employment other than for gross misconduct (faute lourde); or
- for the U.S. executive officers: relocation of more than 50 miles from the initial place of employment, or material reduction of such U.S. executive’s duties, responsibilities or cash compensation; or
- for the French executive officers: relocation of the initial place of employment outside of Ile de France.

Pursuant to the change of control plan applicable to certain of our senior managers, a severance package shall be paid if, within the 24-month period following a change of control of Cellectis S.A., the following triggering event occurs, without the agreement of such employee: termination (including by non-renewal) of such person’s employment other than for gross misconduct (faute lourde).

Under the change of control plan, the severance package shall be equal to 24 months of compensation increased by an amount equal to 1.5 times the annual performance bonus to which the senior managers or executive officers concerned may be entitled for the year of their departure (or for Dr. Choulika only, two times such target bonus). The US executive officers are also eligible for 12 months medical benefits.

In addition, on May 27, 2024, our board of directors adopted a change of control plan applicable to all the employees of the Group, other than the officers covered by the change of control plans described above (hereinafter referred to as the "2024 employees change of control plan"). Pursuant to this 2024 employees change of control plan, a severance package shall be paid if, within the 12-month period following a change of control of Cellectis S.A., one of the following triggering event occurs, in each case without the agreement of such covered employee:

- for French employees: (i) the notification, in the case of individual dismissal, for economic reasons, or (ii) the first information-consultation meeting of the *Comité Social et Economique* (or any other similar body) in the event of collective redundancies for economic reasons, and

- for U.S. employees: (i) the termination of such employee's employment by the Company or its affiliates without cause, or (ii) a resignation by such employee for good reason.

Under the 2024 employees change of control plan, the severance package shall be between 3 and 12 months of compensation, according to the job level of the covered employee.

The severance package required under applicable laws and regulations, including the amount negotiated by the *Comité Social et Economique* (if any) in respect of French employees, will take precedence in the event of any conflict with the Company's plans, provided however such severance package cannot be lower than the severance package determined under the applicable change in control plan established by the Company.

A “change of control” is defined by reference to Article L.233-3 of the French Commercial Code, which provides that one or more persons acting alone or in concert are considered to control a company if (1) they have direct or indirect ownership of a majority of the voting rights or a proportion of the voting rights allowing de facto control of the decisions made by the shareholders, provided that such control is presumed if said persons hold more than 40% of the voting rights and no shareholder holds a greater proportion thereof; or (2) they have the power to appoint or dismiss a majority of the board of directors.

Limitations on Liability and Indemnification Matters

Under French law, provisions of By-laws that limit the liability of directors and officers are prohibited. However, French law allows sociétés anonymes to contract for and maintain liability insurance against civil liabilities incurred by any of their directors and officers involved in a third-party action, provided that they acted in good faith and within their capacities as directors or officers of the company. Criminal liability cannot be indemnified under French law, whether directly by the company or through liability insurance.

We maintain customary liability insurance coverage for our directors and executive officers, including insurance against liability under the Securities Act. With certain exceptions and subject to limitations on indemnification under French law, this insurance coverage will provide for indemnification for damages and expenses including, among other things, attorneys' fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding arising out of his or her actions in that capacity. We believe that this insurance coverage is necessary to attract qualified directors and executive officers.

This insurance coverage may discourage shareholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duty. It also may have the effect of reducing the likelihood of derivative litigation against directors and executive officers, even though such an action, if successful, might otherwise benefit us and our shareholders. Furthermore, a shareholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to this insurance coverage.

Certain of our non-employee directors may, through their relationships with their employers or partnerships, be insured against certain liabilities in their capacity as members of our board of directors.

Equity Incentives

We believe that our ability to grant equity awards is a valuable and necessary compensation tool that allows us to attract and retain the best available personnel for positions of substantial responsibility, provides additional incentives to employees and promotes the success of our business. In accordance with French corporate law and tax considerations, we have granted several different equity incentive instruments to our directors, executive officers, employees and other service providers. These are:

- non-employee warrants (otherwise known as bons de souscription d'actions or BSA), granted only to non-employee directors and other service providers or consultants not eligible for employee warrants;
- restricted, or free, shares (otherwise known as actions gratuites); and
- stock options (otherwise known as options de souscription d'actions).

Our board of directors' authority to grant these equity incentive instruments and the aggregate number of shares authorized to be granted under these instruments must be approved by a two-thirds majority of the votes cast of our shareholders present, represented or voting by mail at the relevant extraordinary shareholders' meeting. Such extraordinary general meeting shall determine the aggregate amount of equity incentive instruments to be granted and the period during which such authorization may be used by our board of directors, which cannot exceed 18 months for non-employee warrants and employee warrants and 38 months for stock option and restricted (free) shares, in each case beginning from the date of the applicable shareholders' approval.

The authority of our board of directors to grant equity incentives may be extended or increased only by extraordinary shareholders' meetings. As a result, we typically request that our shareholders authorize new pools of equity incentive instruments at every annual shareholders' meeting and cancel the unallocated portions of the previous pools.

Non-employee warrants are usually granted under similar terms. They expire ten years after the date of grant if not exercised earlier according to their vesting schedule (see below). In general, non-employee warrants (BSA) no longer continue to vest following termination of the office or service of the holder and all vested shares must be exercised within post-termination exercise periods set forth in the applicable equity award grant documents. In the event of certain changes in our share capital structure, such as a consolidation or share split or dividend, French law and applicable equity award grant documentation provide for appropriate adjustments of the numbers of shares issuable and/or the exercise price of the outstanding warrants or share options.

Non-Employee Warrants (BSA)

Non-employee warrants are granted by our board of directors to EIB (pursuant to the terms of the Finance Contract), third-party service providers, consultants and non-employee directors of the Company. In addition to any exercise price payable by a holder upon the exercise of any non-employee warrant, non-employee warrants need to be subscribed for at fair market value and in any case at a price at least equal to five percent (5%) of the volume weighted average price for a company share on the market or markets on which the company shares are listed during the five (5) trading days prior to the date of the grant of said non-employee warrant by the board of directors (rounded up to the next euro cent, if necessary).

Pursuant to delegations granted at our annual shareholders' meeting, our board of directors determines the recipients, dates of grant and exercise price of non-employee warrants, the number of non-employee warrants to be granted and the terms and conditions thereof, including their vesting schedule. The term of each non-employee warrant is generally 10 years from the date of grant.

Our non-employee warrants are generally granted subject to a three-year vesting, subject to continued service.

As of December 31, 2025, 5,020,167 non-employee warrants were outstanding for an aggregate of 5,025,837 potential ordinary shares at a weighted average exercise price of €2.51 per share. As of December 31, 2025, 169,500 of the 5,020,167 warrants were held by certain of our directors and some of our consultants for an aggregate of 175,170 ordinary shares, and 4,850,667 of the 5,020,167 warrants were held by the EIB. As of December 31, 2025, 117,938 of the 5,020,167 warrants were exercisable.

Free Shares

Under our 2012, 2013, 2014, 2015, 2018, Second 2018, 2021, 2022, 2023, 2024 and 2025 Free Share Plans, or collectively the Free Shares Plans, we have granted free shares to certain of our employees and officers. Our current plan, the 2025 Free Share Plan, was adopted by our board of directors on August 4, 2025 according to the authorization granted by the combined ordinary and extraordinary shareholders' general meeting dated June 26, 2025.

Free shares may be granted to any individual employed by us or by any affiliated company. Free shares may also be granted to our Chief Executive Officer. However, no free share may be granted to a beneficiary holding more than 10% of our share capital or to a beneficiary who would hold more than 10% of our share capital as a result of such grant.

Our board of directors has the authority to administer the Free Share Plans.

Pursuant to the shareholders authorization dated June 26, 2025, the maximum aggregate number of ordinary shares, which may be issued is 6,017,473, provided that our board of directors may decide of new grant of free shares only under our current 2025 Free Share Plan and within the overall limit on the amount of issuance made to grant free shares and upon exercise of stock options, which is 6,017,473. As of the date of this Annual Report, 2,701,060 ordinary shares remain available for issuance under the 2025 Free Share Plan and 2025 Stock Option Plan.

Subject to the terms of the Free Share Plans, our board of directors determines the recipients, the dates of grant, the number of free shares to be granted and the terms and conditions of the free shares, including the length of their vesting period (starting on the grant date, during which the beneficiary holds a right to acquire shares for free but has not yet acquired any shares) and holding period (starting when the shares are issued and definitively acquired but may not be transferred by the recipient) within the limits determined by the shareholders.

For the 2012, 2013, 2014 and 2015 Free Shares Plans, our shareholders have determined that the vesting period must be at least two years from the date of grant and the holding period must be two years from the end of the vesting period, with no holding period applicable to beneficiaries for whom the vesting period was four years or longer.

For the Second 2018 Free Share Plan, our shareholders have determined that the vesting period must be at least one year from the date of grant and the holding period must be one year from the end of the vesting period, with no holding period applicable to beneficiaries for whom the vesting period was two years or longer.

For the 2021, 2022, 2023, 2024 and 2025 Free Share Plans, our shareholders have determined that the vesting period must be at least three years from the date of grant with no holding period applicable, and that the vesting of free shares granted to our corporate officer and members of our executive committee are subject to performance conditions.

The board of directors has the authority to modify awards outstanding under our Free Share Plans, subject to the consent of the beneficiary for any modification adverse to such beneficiary. For example, the board has the authority to release a beneficiary from the continued service condition during the vesting period after the termination of the employment.

The free shares granted under the Free Share Plans will be definitively acquired at the end of the vesting period as set by our board of directors subject to continued service during the vesting period, except if the board releases a given beneficiary from this condition upon termination of his/her employment contract. At the end of the vesting period, the beneficiary will be the owner of the shares. However, the shares may not be sold, transferred or pledged during the holding period. In the event of disability before the end of the vesting period, the free shares shall be definitively acquired by the beneficiary on the date of disability. In the event the beneficiary dies during the vesting period, the free shares shall be definitively acquired at the date of the request of allocation made by his or her beneficiaries in the framework of the inheritance provided that such request is made within six months from the date of death.

Stock Options

Under our 2015, 2016, 2017, 2018, 2021, 2022, 2023, 2024 and 2025 Stock Options Plans, or collectively, the Stock Options Plans, we have granted stock options to certain of our employees, officers and chairman of the board of directors. Our current plan, the 2025 Stock Option Plan, was adopted by our board of directors on August 4, 2025, according to the authorization granted by the combined ordinary and extraordinary shareholders' general meeting dated June 26, 2025.

The Stock Options Plans follow the same rules. Stock Options issued pursuant to the Stock Option Plans provide the holder with the right to purchase a specified number of ordinary shares from the Company at a fixed exercise price payable at the time the Stock Option is exercised, as determined by our board of directors. The Stock Option Plans generally provides that the exercise price for any Stock Option shall be at least equal to the highest closing price of a share of the Company on Euronext Growth or Nasdaq prior to the date of grant, without in any event be less than ninety-five percent (95%) of the average selling prices of a share at close of trading on said market quoted during the twenty trading days immediately preceding the day of our board of directors decision to grant the options.

Pursuant to the shareholders authorization dated June 26, 2025, the maximum aggregate number of ordinary shares, which may be is 6,017,473, provided that our board of directors may decide of new grant of stock options only under our current 2024 Stock Option Plan, and within the overall limit on the amount of issuance made to grant free shares and upon exercise of stock options, which is 6,017,473. Incentive stock options and non-qualified stock options may be granted under the Stock Option Plans, except for the 2021, 2022, 2023, 2024, and 2025 Stock Options under which only non-qualified stock options are available. As of the date of this Annual Report 2,701,060 ordinary shares remain available for issuance under the 2025 Stock Option Plan and 2025 Free Share Plan.

For the 2021, 2022, 2023, 2024 and 2025 Stock Options Plans, our shareholders have determined that the vesting period must be at least over three years from the date of grant, and that the vesting of stock options granted to our corporate officer and members of our executive committee are subject to performance conditions.

Stock options may be granted to any individual employed by us or by any affiliated company. Stock options may also be granted to the chairman of our board of directors, our chief executive officer and to our deputy chief executive officers. No stock options may be granted to a beneficiary holding more that 10% of our share capital.

Our board of directors has the authority to administer and interpret the Stock Option Plans. Subject to the terms of the Stock Option Plans, our board of directors determines the recipients, the dates of grant, the exercise price of the stock options, the number of stock options to be granted and the terms and conditions of the stock options, including the length of their vesting period. Our board of directors is not required to grant stock options with vesting and exercise terms that are the same for every participant. The term of each stock option granted under the Stock Option Plans will generally be ten years from the date of grant. Further, stock options will generally terminate on the earlier of when the beneficiary ceases to be an employee or the Company or upon certain transactions involving the Company. Under the 2015, 2016, 2018, and 2021 Stock Options Plans, in the event of a voluntary retirement of the beneficiary, the beneficiary will continue to benefit from the stock options which may be exercised according to the vesting schedule decided by the board of directors during the grant of the corresponding stock options until their expiration date.

The board of directors has the authority to modify awards outstanding under our Stock Option Plans, subject to the written consent of the beneficiary for any modification adverse to such beneficiary. For example, the board has the authority to extend a post-termination exercise period.

Stock Options granted under the Stock Option Plans generally may not be sold, transferred or pledged in any manner other than by will or by the laws of descent or distribution. In the event of disability, unless otherwise resolved by our board of directors, the beneficiary's right to exercise the vested portion of his or her option generally terminates six months after the last day of such beneficiary's service, but in any event no later than the expiration of the maximum term of the applicable stock options. In the event the beneficiary dies during the vesting period, then, unless otherwise resolved by our board of directors, the beneficiary's estate or any recipient by inheritance or bequest may exercise any vested portion within the six months following the date of death, but in any event no later than the expiration of the maximum term of the applicable stock options.

During the year ended December 31, 2025:

- 3,851,783 stock options have been granted in January 2025 under the 2024 Stock Option Plan. These stock option have been granted to our executive officers and our chairman. The vesting period of the stock options granted to our executive officers and chairman is over three years and is subject to performance conditions;
- 1,866,150 stock options have been granted to certain employees in March 2025 under the 2024 Stock Option Plan. The vesting period of the stock options granted to our employees is four years;
- 476,100 stock options have been granted to certain employees and executive officers in June 2025 under the 2024 Stock Option Plan, out of which 270,500 were granted to certain of our executive officers. The vesting period of the stock options granted to our employees is four years, and to our officers is over three years and is subject to performance conditions.
- 132,000 stock options have been granted to certain of our employees in November 2025 under the 2025 Stock Option Plan and are under a vesting period over four years;
- 20,000 stock options have been granted to certain of our employees in December 2025 under the 2025 Stock Option Plan and are under a vesting period over four years.

Following the issuance on May 3, 2024 of a total of 28,000,000 shares, including 10,000,000 Class A Preferred Shares and 18,000,000 Class B Preferred Shares to the benefit of AstraZeneca Holdings, and in accordance with the provisions of article L. 228-99 3° of the French commercial code (*Code de commerce*), our board of directors implemented certain adjustments required to protect interest of the holders of non-employee warrants, stock-options and free shares outstanding as of such date. In particular, in May 2024, our board of directors decided to adjust the rights of the holders of non-employees warrants, stock-options and free shares, who would not have waived their right to such adjustment, with the multiplier 1.06. For the purpose of implementing this adjustment, our board of directors was assisted by an independent expert, who drew the conclusion that it was necessary to adjust the rights of holders of non-employee warrants, stock-options and free shares on the basis of an adjustment ratio set at 1.06x.

C. Board Practices

Board Composition

Under French law and our By-laws, our board of directors must be composed of between three and eighteen members. Within this limit, the number of directors is determined by our shareholders. Directors are elected, re-elected and may be removed at a shareholders' general meeting with a simple majority of the votes cast of our shareholders. Pursuant to our By-laws, our directors are elected for three-year terms. In accordance with French law, our By-laws also provide that our directors may be removed with or without cause by the votes cast of at least a majority of the shareholders present, represented by a proxy or voting by mail at the relevant ordinary shareholders' meeting, and that any vacancy on our board of directors resulting from the death or resignation of a director, provided there are at least three directors remaining, may be filled by vote of a majority of our directors then in office provided that there has been no shareholders meeting since such death or resignation. Directors chosen or appointed to fill a vacancy shall be elected by the board for the remaining duration of the current term of the replaced director. The appointment must then be ratified at the next shareholders' general meeting. In the event the board would be composed of less than three directors as a result of a vacancy, the remaining directors shall immediately convene a shareholders' general meeting to elect one or several new directors so there are at least three directors serving on the board, in accordance with French law.

We currently have ten directors. The following table sets forth the names of our directors, the years of their initial appointment as directors and the expiration dates of their current term.

Name	Current Position	Year of Initial Appointment	Term Expiration Year
Jean-Pierre Garnier, M.D.	Chairman and Director	2020	2026
André Choulika, Ph.D.	Director and CEO	1999	2027
David Sourdive, Ph.D.	Director and Deputy CEO	2000	2027
Laurent Arthaud	Director	2011	2026
Donald A. Bergstrom	Director	2022	2028
Rainer Boehm	Director	2017	2026
Cécile Chartier	Director	2023	2026
Marc Dunoyer	Director	2024	2027
André Muller	Director	2025	2028
Tyrell Rivers, Ph.D.	Director	2024	2027

Pursuant to French regulations, any company having more than 50 employees must, implement a Comité Social et Économique or Social and Economic Committee, which replaces and regroups the former various employee representative bodies, including the Délégation Unique du Personnel initially in place at Cellectis. We proceeded with the re-election, for a two-year term, of this Social and Economic Committee on September 19, 2024.

Director Independence

As a foreign private issuer, under the listing requirements and rules of Nasdaq, we are not required to have independent directors on our board of directors, except with respect to our audit and finance committee.

Our board of directors has determined that, applying the applicable rules and regulations of the SEC and the Nasdaq listing standards, all of our directors, except Dr. Choulika, Dr. Sourdive, Mr. Marc Dunoyer and Mr. Tyrell Rivers, qualify as "independent directors". In making such determination, our board of directors considered the relationships that each non-employee director has with us and all other facts and circumstances our board of directors deemed relevant in determining the director's independence, including the number of ordinary shares beneficially owned by the director and his or her affiliated entities.

Role of the Board in Risk Oversight

Our board of directors is primarily responsible for the oversight of our risk management activities and has delegated to the audit and finance committee the responsibility to assist our board of directors in this task. While our board of directors oversees our risk management, our management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks we face. Our board of directors expects our management to consider risk and risk management in each business decision, to proactively develop and monitor risk management strategies and processes for day-to-day activities and to effectively implement risk management strategies adopted by the board.

Corporate Governance Practices

As a French société anonyme, we are subject to various corporate governance requirements under French law. In addition, as a foreign private issuer listed on the Nasdaq Global Market, we are subject to the Nasdaq corporate governance listing standards. However, the Nasdaq Global Market's listing standards provide that foreign private issuers, as defined in the rules promulgated under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), are permitted, pursuant to Nasdaq Listing Rule 5615(a)(3), to follow home country corporate governance practices in lieu of the Nasdaq Listing Rules, with certain exceptions. See "Item 16.G - Corporate Governance" for additional information.

Board Committees

Our board of directors has established an audit and finance committee, a compensation committee and an environmental and social committee, each of which operates pursuant to a separate charter adopted by our board of directors. The composition and functioning of all of our committees will comply with all applicable requirements of the French Commercial Code, the Exchange Act, Nasdaq, and the rules and regulations of the SEC.

In accordance with French law, committees of our board of directors will only have an advisory role and can only make recommendations to our board of directors. As a result, decisions will be made by our board of directors taking into account non-binding recommendations of the relevant board committee.

Audit and Finance Committee. Our audit and finance committee reviews our internal accounting procedures, consults with and reviews the services provided by our independent registered public accountants and assists our board of directors in its oversight of our corporate accounting and financial reporting. Currently, our audit and finance committee is comprised of three members of the board of directors: Messrs. Muller, Bergstrom, and Boehm.

The duties specifically assigned to the audit and finance committee by our board of directors include, but are not limited to:

with regard to our financial statements:

- review on a preliminary basis and express its opinion on the draft annual and quarterly financial statements prior to the board of directors officially receiving the financial statements;
- examine the critical accounting policies and practices of the Company, including their relevance and consistency used for the preparation of the Company's consolidated financial statements and rectify any failure to comply with these policies and practices;
- monitor the scope of consolidation and review, where necessary, any explanations in connection thereto;
- interview, when necessary, the statutory auditors, the chairman of the board of directors, the chief executive officer, the chief financial officer, the employees in charge of our internal controls or any other management personnel; these discussions may take place, where required, without the presence of the chairman of our board of directors and the chief executive officer; and
- examine—prior to their publication—the draft annual and interim financial statements, the draft annual report and any other draft financial statements (including projected financial statements) prepared for the needs of upcoming material transactions together with the related press releases;

with regard to internal controls:

- assess the efficiency and quality of internal control systems and procedures within the consolidated Company;
- examine, with the persons in charge of the internal audit, and, if necessary, outside of the presence of the chairman of the board of directors and the chief executive officer, the contingency and action plans with respect to internal audit, the findings following the implementation of these actions and the recommendations and follow-up actions in connection therewith; and
- entrust the internal audit department with any mission which the committee deems necessary;

with regard to external controls:

- examine any question relating to the appointment, renewal or dismissal of our statutory auditors and their fees regarding the performance of their work;

- oversee the rules relating to the use of the statutory auditors for assignments other than the audit of the financial statements and of internal control over financial reporting and, more generally, ensure that we comply with the principles guaranteeing the statutory auditors' independence;
- at least annually, review and discuss the information provided by management and the auditors relating to the independence of the audit firm;
- pre-approve any services entrusted to the statutory auditors which are outside of the scope of the annual audit;
- review every year with the statutory auditors all fees paid to by the Company and its subsidiaries to any networks to which the auditors belong, their work plan, their findings and recommendations, as well as actions taken by us following such recommendations;
- review and discuss with the statutory auditors their comments on internal controls over financial reporting and any matters that have come to the attention of the statutory auditors that lead them to believe that modification to our disclosures about changes in internal control over financial reporting is necessary for management's certifications pursuant to Section 302 of the Sarbanes-Oxley Act;
- discuss if necessary any points of disagreement between the statutory auditors and the officers of the Company that may arise within the scope of these operations; and
- review and discuss with the statutory auditors the plans for, and the scope of, the annual audit and other examinations; and

with regard to risks:

- review on a regular basis the financial situation, the cash position and the material risks and undertakings of the Company and its subsidiaries; and
- review the risk management policy and the process implemented to evaluate and manage these risks.

Compensation Committee. Our compensation committee assists our board of directors in reviewing the compensation of our executive officers and directors and makes recommendations in respect thereof. Currently, our compensation committee is comprised of two members of the board of directors: Mr. Boehm and Ms. Chartier. The principal duties and responsibilities of our compensation committee include, but are not limited to:

- review the compensation of our employees and managers of the Company and its subsidiaries (fixed and variable compensations, bonus, etc.) and make any recommendation to our board of directors in connection therewith;
- review equity incentive plans (non-employee warrants, stock options, restricted (free) shares, etc.) and make recommendations to our board of directors in connection therewith;
- make recommendations to our board of directors regarding the compensation, pension and insurance plans, benefits in kind and other various pecuniary rights, of officers, as well as the allocation of equity incentive instruments granted to executive officers and directors of the Company;
- evaluate and make recommendations on the compensation policies and programs of executive officers and on the compensation of directors;
- recommend the approval, adoption and amendment of all cash- and equity-based incentive compensation plans in which any of our executive officers or directors participate and all other equity-based plans;
- review any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any of our executive officers;
- review, at least annually, corporate goals and objectives relevant to the compensation of our executive officers; and
- evaluate the performance of the executive officers in light of corporate goals and objectives and recommend compensation levels for these executive officers based on those evaluations and any other factors the compensation committee deems appropriate.

Environmental and Social Committee. Our environmental and social committee assists our board in reviewing the environmental and social matters within the Company. Currently, our environmental and social committee, which is a subcommittee of the Audit and Finance Committee, is comprised of three members of the board of directors: Mr. Muller, Mr. Bergstrom, and Mr. Boehm. The principal duties and responsibilities of our environmental and social committee include but are not limited to:

- ensure that social and environmental issues are considered in the Company's strategy;
- examine the reports established pursuant to the legal and regulatory requirements (if any); and
- examine the Company's commitments in terms of sustainable development.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics, or the Code of Conduct, that is applicable to all of our employees, executive officers and directors. The Code of Conduct is available on our website at www.cellectis.com. Our board of directors will be responsible for overseeing the Code of Conduct and will be required to approve any waivers of the Code of Conduct for employees, executive officers and directors. We expect that any amendments to the Code of Conduct, or any waivers of its requirements, will be disclosed on our website.

D. Employees

As of December 31, 2025, we had 229 employees, 224 of whom were full-time, 58 of whom hold M.D, Ph.D. or Pharm.D. degrees, 185 of whom were engaged in research and development activities and 44 of whom are engaged in business development, commercial, legal, finance, information systems, human resources or administrative support. As of December 31, 2025, 151 of our employees were located in France and 78 of our employees were located in the United States. None of our employees is subject to a collective bargaining agreement. We consider our relationship with our employees to be good.

E. Share Ownership

For information regarding the share ownership of our directors and executive officers, see "Item 6.B—Compensation" and "Item 7.A—Major Shareholders."

F. Disclosure of Actions to Recover Erroneously Awarded Compensation

Because no annual period presented in this Annual Report on Form 20-F is being restated, we are not required to check the box on the cover page hereof regarding the correction of an error to previously issued financial statements. Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders.

The following table sets forth information with respect to the beneficial ownership of our ordinary shares as of February 15, 2026 for:

- each beneficial owner of more than 5% of our outstanding ordinary shares;
- each of our directors and executive officers; and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities and include ordinary shares that can be acquired within 60 days of February 15, 2026.

Except as otherwise indicated, all of the shares reflected in the table are ordinary shares and all persons listed below have sole voting and investment power with respect to the shares beneficially owned by them, subject to applicable community property laws. The information is not necessarily indicative of beneficial ownership for any other purpose.

The percentage ownership information shown in the table is based upon 72,590,994 ordinary shares outstanding as of February 15, 2026. In computing the number of ordinary shares beneficially owned by a person and the percentage ownership of that person, we deemed outstanding ordinary shares subject to options and warrants held by that person that are immediately exercisable or exercisable within 60 days of February 15, 2026. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Beneficial ownership representing less than 1% is denoted with an asterisk (*).

Our By-Laws provide that all ordinary shares held in registered form (actions nominatives) in the name of the same shareholder for at least two years will be entitled to a double voting right.

The information in the table below is based on information known to us or ascertained by us from public filings made by the shareholders in France. Except as otherwise indicated in the table below, addresses of the directors, executive officers and named beneficial owners are in care of Cellectis, 8, rue de la Croix Jarry, 75013 Paris, France.

Name of beneficial owner	Ordinary Shares Beneficially Owned	
	Number	Percentage
5% Shareholders:		
AstraZeneca PLC (1)	26,000,000	31.48%
Bpifrance Participations SA (2)	6,913,153	9.52%
Directors and Executive Officers:		
André Choulika, Ph.D. (3)	2,679,511	3.61%
David Sourdive, Ph.D. (4)	1,764,352	2.41%
Philippe Duchateau, Ph.D. (5)	735,292	1.00%
Marie-Bleuenn Terrier (6)	805,655	1.10%
Stephan Reynier (7)	684,913	*
Adrian Kilcoyne (8)	148,500	*
Steven Doares (9)	492,871	*
Kyung Nam-Wortman (10)	477,001	*
Arthur Stril (11)	481,631	*
Laurent Arthaud	-	*
Rainer Boehm (12)	42,400	*
Jean-Pierre Garnier (13)	286,602	*
Donald A. Bergstrom	-	*
Cécile Chartier	-	*
André Muller	-	*
Marc Dunoyer	-	*
Tyrell Rivers	-	*
All directors and executive officers as a group (17 persons)	8,598,728	11.70%

* Represents beneficial ownership of less than one per cent.

(1) Amounts beneficially owned were reported pursuant to a Schedule 13D amendment filed with the SEC on January 24, 2025. Consists of 16,000,000 ordinary shares (corresponding to 32,000,000 voting rights) and 10,000,000 shares of Class A Preferred

Shares (corresponding to 10,000,000 voting rights), which are convertible at any time by AZ Holdings and which vote together with the Company's ordinary shares. The address of AstraZeneca PLC is 1 Francis Crick Avenue, Cambridge Biomedical Campus, Cambridge CB2 0AA, England. As reported on the Schedule 13D filed with the SEC on January 24, 2025, AstraZeneca PLC may be deemed to beneficially own the ordinary shares.

(2) Amounts beneficially owned were reported pursuant to a Schedule 13D amendment filed with the SEC on December 12, 2025. Consists of 6,913,153 ordinary shares (corresponding to 10,599,440 voting rights) beneficially owned by Caisse des Dépôts, which includes 5,873,247 ordinary shares (corresponding to 9,559,534 voting rights) beneficially owned by each of Bpifrance Participations S.A., EPIC Bpifrance and Bpifrance S.A and 1,039,906 ordinary shares (corresponding to 1,039,906 voting rights) beneficially owned by CDC Croissance S.A. Bpifrance Participations S.A., EPIC Bpifrance and Bpifrance S.A.'s address is 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Caisse des Dépôts' address is 56, rue de Lille, 75007 Paris, France.

(3) Includes 240,065 ordinary shares that Mr. Choulika has the right to acquire pursuant to stock options granted in October 2016 under the 2016 Stock Option Plan, 143,100 ordinary shares that Mr. Choulika has the right to acquire pursuant to stock options granted in October 2017 under the 2017 Stock Option Plan, 148,400 ordinary shares that Mr. Choulika has the right to acquire pursuant to stock options granted in April 2019 under the 2018 Stock Option Plan, 164,300 ordinary shares that Mr. Choulika has the right to acquire pursuant to stock options granted in March 2021 under the 2018 Stock Option Plan, 153,912 ordinary shares that Mr. Choulika has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 235,850 ordinary shares that Mr. Choulika has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 248,570 ordinary shares that Mr. Choulika has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, and 290,400 ordinary shares that Mr. Choulika has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

(4) Includes 210,058 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in October 2016 under the 2016 Stock Option Plan, 84,800 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in October 2017 under the 2017 Stock Option Plan, 74,200 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in April 2019 under the 2018 Stock Option Plan, 36,040 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in March 2021 under the 2018 Stock Option Plan, 37,312 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 5,300 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in May 2022 under the 2021 Stock Option Plan, 94,340 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 95,877 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, 13,200 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in June 2024 under the 2023 Stock Option Plan, 115,500 ordinary shares that Mr. Sourdive has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan, 288,041 shares held by Viveoo SARL, and 415,000 shares held by SGBT LUX VIVEOO.

(5) Includes 180,049 ordinary shares that Dr. Duchateau has the right to acquire pursuant to stock options granted in October 2016 under the 2016 Stock Option Plan, 31,800 ordinary shares that Dr. Duchateau has the right to acquire pursuant to stock options granted in October 2017 under the 2017 Stock Option Plan, 74,200 ordinary shares that Dr. Duchateau has the right to acquire pursuant to stock options granted in April 2019 under the 2018 Stock Option Plan, 36,040 ordinary shares that Dr. Duchateau has the right to acquire pursuant to stock options granted in March 2021 under the 2018 Stock Option Plan and 37,312 ordinary shares that Dr. Duchateau has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 5,300 ordinary shares that Dr. Duchateau has the right to acquire pursuant to stock options granted in May 2022 under the 2021 Stock Option Plan, 94,340 ordinary shares that Dr. Duchateau has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 95,877 ordinary shares that Mr. Duchateau has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, 11,550 ordinary shares that Mr. Duchateau has the right to acquire pursuant to stock options granted in June 2024 under the 2023 Stock Option Plan, and 115,500 ordinary shares that Mr. Duchateau has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

(6) Includes 210,058 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in October 2016 under the 2016 Stock Option Plan, 84,800 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in October 2017 under the 2017 Stock Option Plan, 74,200 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in April 2019 under the 2018 Stock Option Plan, 36,040 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in March 2021 under the 2018 Stock Option Plan, 37,312 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 5,300 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in May 2022 under the 2021 Stock Option Plan, 94,340 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 95,877 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, 11,550 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in June 2024 under the 2023 Stock Option Plan, and 115,500 ordinary shares that Mrs. Terrier has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

(7) Includes 71,665 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in October 2016 under the 2016 Stock Option Plan, 42,400 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in October 2017 under the 2017 Stock Option Plan, 74,200 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in April 2019 under the 2018 Stock Option Plan, 36,040 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in March 2021 under the 2018 Stock Option Plan, 10,600 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in May 2021 under the 2018 Stock Option Plan, 37,312 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 5,300 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in May 2022 under the 2021 Stock Option Plan, 94,340 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 56,816 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in May 2023 under the 2022 Stock Option Plan, 95,877 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, 11,550 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in June 2024 under the 2023 Stock Option Plan, and 115,500 ordinary shares that Mr. Reynier has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

(8) Includes 33,000 ordinary shares that Mr. Kilcoyne has the right to acquire pursuant to stock options granted in August 2024 under the 2024 Stock Option Plan, and 115,500 ordinary shares that Mr. Kilcoyne has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

(9) Includes 18,020 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in July 2020 under the 2018 Stock Option Plan, 36,040 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in March 2021 under the 2018 Stock Option Plan, 15,900 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in May 2021 under the 2018 Stock Option Plan, 37,312 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 5,300 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in May 2022 under the 2021 Stock Option Plan, 94,340 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 42,612 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in May 2023 under the 2022 Stock Option Plan, 95,877 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, 6,600 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in June 2024 under the 2023 Stock Option Plan, and 115,500 ordinary shares that Mr. Doares has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

(10) Includes 21,730 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in November 2020 under the 2018 Stock Option Plan, 36,040 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in March 2021 under the 2018 Stock Option Plan, 37,312 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 5,300 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in May 2022 under the 2021 Stock Option Plan, 94,340 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 42,612 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in May 2023 under the 2022 Stock Option Plan, 95,877 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, 6,600 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in June 2024 under the 2023 Stock Option Plan, and 115,500 ordinary shares that Mrs. Nam-Wortman has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

(11) Includes 5,300 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in October 2018 under the 2018 Stock Option Plan, 15,370 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in April 2019 under the 2018 Stock Option Plan, 36,040 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in March 2021 under the 2018 Stock Option Plan, 37,312 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 5,300 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in May 2022 under the 2021 Stock Option Plan, 94,340 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 42,612 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in May 2023 under the 2022 Stock Option Plan, 104,441 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, 6,765 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in June 2024 under the 2023 Stock Option Plan, and 115,500 ordinary shares that Mr. Stril has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

(12) Includes 42,400 ordinary shares that Mr. Boehm has the right to acquire pursuant to non-employee warrants granted in October 2017.

(13) Includes 29,112 ordinary shares that Mr. Garnier has the right to acquire pursuant to stock options granted in April 2021 under the 2018 Stock Option Plan, 41,196 ordinary shares that Mr. Garnier has the right to acquire pursuant to stock options granted in March 2022 under the 2021 Stock Option Plan, 84,736 ordinary shares that Mr. Garnier has the right to acquire pursuant to stock options granted in January 2023 under the 2022 Stock Option Plan, 74,866 ordinary shares that Mr. Garnier has the right to acquire pursuant to stock options granted in January 2024 under the 2023 Stock Option Plan, and 56,688 ordinary shares that Mr. Garnier has the right to acquire pursuant to stock options granted in January 2025 under the 2024 Stock Option Plan.

Voting Rights

A double voting right is attached to each registered share which is held in the name of the same shareholder for at least two years. Any of our principal shareholders who have held our ordinary shares in registered form for at least two years have this double voting rights. Until they convert into ordinary shares, the "Class A" convertible preferred shares have single voting rights, and will not be eligible for double voting right under any circumstances, and the "Class B" have no voting rights for a period of 74 years, except with respect to any distribution of dividends or reserves. Other than as stated above, none of our principal shareholders has voting rights different than our other shareholders.

Shareholders in the United States

As of June 30, 2025 and December 31, 2025, we estimate that approximately 15.1% and 17.0%, respectively, of our outstanding ordinary shares were held in the United States.

B. Related Party Transactions

Since January 1, 2024, we have engaged in the following transactions with our directors, executive officers and holders of more than 5% of our outstanding voting securities and their affiliates, which we refer to as our related-parties.

Transactions with Our Principal Shareholders, Directors and Executive Officers

BPI, which is a shareholder of Cellectis, participated in a bank syndicate that granted the PGE loan to Cellectis. During the fiscal years ended 2024 and 2025, we made principal repayments of $1.6 million and $1.7 million, respectively, as well as interest payments of $0.1 million in each of those years pursuant to the PGE loan. For more information, see “Item 5.B—Liquidity and Capital Resources.”

We entered into a transfer of receivables agreement with BPI, to provide to Cellectis financing of 80% of the tax receivables due to Cellectis in connection with the research tax credit (Crédit Impôts Recherche). Pursuant to this agreement and according to market

standards, BPI advanced 5,456,000 € over the period from June 15, 2022 to June 15, 2023, with a commitment fee to be charged to Cellectis of 0.40%. This advance has been fully repaid before October, 15, 2025, according to agreement term.

We entered into a transfer of receivables agreement with BPI, to provide to Cellectis financing of 80% of the tax receivables due to Cellectis in connection with the research tax credit (Crédit Impôts Recherche). Pursuant to this agreement and according to market standards, Bpifrance advances 5,284,000 € over the period from July 15, 2023 to October 15, 2026, with a commitment fee to be charged to Cellectis of 0.40%.

We entered into the BPI Grant and Advance Agreement to partially support a R&D program related to Cellectis UCART 20x22 for up to €6.4 million subject to specific conditions. In 2023 and 2024, Cellectis received respectively $3.1 million and $2.7 million pursuant to the BPI Grant and Advance Agreement.

As part of the AZ JRCA with AZ Ireland, twenty-five genetic targets have been exclusively reserved for AZ Ireland, from which up to 10 candidate products could be explored for development. AZ Ireland will have an option for a worldwide exclusive license on the candidate products, to be exercised before IND filing. Pursuant to the AZ JRCA, Cellectis' research costs under the collaboration are funded by AZ Ireland. Cellectis also received upfront payments of $25.0 million in November 2023, and is eligible for future milestone payments, plus tiered royalties based on the sale of Licensed Products (as defined in the AZ JRCA). On November 17, 2025, AZ Ireland and Cellectis entered into an amendment to the JRCA to prospectively change the structure of the milestone payments, leading to an aggregate amount of up to $80 million to up to $253 million per each of the 10 candidate products (vs. up to $70 million to up to $220 million per candidate product previously).

For more information, see "Item 4. Information on the Company—B. Business Overview—Our Licensing Relationships."

Agreements with Our Directors and Executive Officers

Director and Executive Officer Compensation

See "Item 6.B—Compensation of Directors and Executive Officers" for information regarding compensation of directors and executive officers and service agreement with Director.

Equity Awards

Since January 1, 2025, we have granted equity awards to certain of our directors and executive officers:

- On January 30, 2025, we granted 3,851,783 stock options to our executive officers and the chairman of our board of directors, with a vesting over three years and subject to performance conditions.
- On June 23, 2025, we granted 270,500 stock options to certain of our executive officers, with a vesting over three years and subject to performance conditions.

See "Item. 7A—Major Shareholders" for information regarding equity awards to certain of our executive officers.

Indemnification Agreements

See "Item. 6B—Limitations on Liability and Indemnification Matters."

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Related-Party Transactions Policy

We have adopted a related-party transaction policy that sets forth our procedures for the identification, review, consideration and approval or ratification of related-party transactions. The policy became effective immediately upon the completion of our initial public offering. For purposes of our policy only, a related-party transaction is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we and any related parties are, were or will be participants, which are not (1) in the ordinary course of business, (2) at arms' length and (3) in which the amount involved exceeds $120,000. Transactions involving compensation for services provided to us as an employee or director are not covered by this policy. For purposes of this policy, a related party is any executive officer, director (or nominee for director) or beneficial owner of more than five percent (5%) of any class of our voting securities, including any of their respective immediate family members and any entity owned or controlled by such persons.

Under the policy, related-party transactions must be reported to us by all related parties. If a transaction has been identified as a related-party transaction, our management must present information regarding the related-party transaction to our board of directors for review, consideration and approval. Certain transactions may be presented to the Audit and Finance Committee, which will determine whether the transaction is a related-party transaction, in which case the related-party transaction will be submitted to our board of directors. The presentation will include a description of, among other things, the material facts, the interests in the transaction, direct and indirect, of the related parties, the benefits to us of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third-party or to or from employees generally. In addition, under our Code of Business Conduct and Ethics, our employees and directors have an affirmative responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. In considering related-party transactions, our board of directors, or to the extent permitted by applicable law an independent committee of our board of directors, will take into account the relevant available facts and circumstances including, but not limited to:

- the benefits and perceived benefits to us;
- the opportunity costs of alternative transactions;
- the materiality and character of the related party's interest;
- the actual or apparent conflict of interest of the related party; and
- the terms available to or from, as the case may be, unrelated third parties or to or from employees generally.

The policy requires that, in determining whether to approve, ratify or reject a related-party transaction, our board of directors, or if permitted by applicable law an independent committee of our board of directors, must consider, in light of known circumstances, whether the transaction is in, or is not inconsistent with, our best interests and those of our shareholders, as our board of directors, or if permitted by applicable law an independent committee of our board of directors, determines in the good faith exercise of its discretion.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Our consolidated financial statements are appended at the end of this Annual Report starting at page F-1, and form a part hereof.

Legal Proceedings

From time to time, we may be involved in various claims and legal proceedings relating to claims arising out of our operations.

On September 26, 2025, Factor filed a complaint in the United States District Court for the District of Delaware against Cellectis S.A., Cellectis, Inc., AstraZeneca Ireland Limited, and AstraZeneca Holdings B.V., alleging that Cellectis' TALEN-based gene editing technology would infringe certain Factor's U.S. patents. While we believe that we have meritorious defenses and intend to defend this action vigorously, if the United States District Court for the District of Delaware does not rule in our favor, it could harm our business, our and our licensees' ability to develop and commercialize certain of our or our licensee's products. For more information, see "Risk Factors - Risks Related to Intellectual Property".

Regardless of outcome, litigation can have an adverse impact on us because of associated costs, diversion of management resources and other factors.

Dividend Distribution

Approval of Dividends. Pursuant to French law, our board of directors may propose a dividend and/or reserve distribution for approval by the shareholders at the annual ordinary general meeting related to the statutory financial statements of Cellectis S.A.

Upon recommendation of our board of directors, our shareholders may decide to allocate all or part of any distributable profits to special or general reserves, to carry them forward to the next fiscal year as retained earnings or to allocate them to the shareholders as dividends. However, dividends may not be distributed when as a result of such distribution, our net assets are or would become lower than the amount of the share capital plus the amount of the legal reserves which, under French law, may not be distributed to shareholders (the amount of our share capital plus the amount of our legal and other reserves which may not be distributed was equal to $6.0 million on December 31, 2025). Moreover, Cellectis S.A. had accumulated deficit of €61,8 million (approximately $72.4 million) as of December 31, 2025 which only corresponds to 2025 net loss. During the annual shareholders meeting of June 26, 2025, the shareholders, in accordance with French Law, approved the absorption of €58.2 million (approximately $63.0 million) of company retained earnings into share premium. This transaction has no impact on the total equity, comprehensive income (loss), assets (including cash) nor liabilities. Cellectis has never declared or paid any dividends.

Our board of directors may distribute interim dividends after the end of the fiscal year but before the approval of the financial statements for the relevant fiscal year when the interim balance sheet, established during such year and certified by an auditor, reflects that we have earned distributable profits since the close of the last financial year, after recognizing the necessary depreciation and provisions and after deducting prior losses, if any, and the sums to be allocated to reserves, as required by law or the By-laws, and including any retained earnings. The amount of such interim dividends may not exceed the amount of the profit so defined.

Distribution of Dividends. Dividends are distributed to shareholders proportionally to their shareholding interests. In the case of interim dividends, distributions are made to shareholders on the date set by our board of directors during the meeting in which the distribution of interim dividends is approved. The actual dividend payment date is decided by the shareholders at an ordinary general shareholders' meeting or by our board of directors in the absence of such a decision by the shareholders. Shareholders that own shares on the actual payment date are entitled to the dividend.

Dividends may be paid in cash or, if the shareholders' meeting so decides, in kind, provided that all the shareholders receive a whole number of assets of the same nature paid in lieu of cash. Our By-laws provide that, subject to a decision of the shareholders' meeting taken by ordinary resolution, each shareholder may be given the choice to receive his dividend in cash or in shares.

B. Significant Changes

Not applicable.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Our ADS have been listed on Nasdaq Global Market under the symbol "CLLS" since March 24, 2015. Prior to that date, there was no public trading market for ADSs. Our ordinary shares have been trading on Euronext Growth market of Euronext Paris under the symbol "ALCLS" since February 7, 2007. Prior to that date, there was no public trading market for our ordinary shares.

B. Plan of Distribution

Not applicable.

C. Markets

The ADS have been listed on Nasdaq Global Market under the symbol "CLLS" since March 24, 2015 and our ordinary shares have been listed on the Euronext Growth market of Euronext in Paris under the symbol "ALCLS" since February 7, 2007.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Key Provisions of Our By-laws and French Law

The description below reflects the terms of our By-laws, and summarizes the material rights of holders of our ordinary shares under French law. Please note that this is only a summary and is not intended to be exhaustive. For further information, please refer to the full version of our By-laws which is included as an exhibit to this Annual Report.

Corporate Purpose

Our corporate purpose, which is set forth in Article 3 of our By-laws, in France and abroad includes:

- all activities related to genetics and more specifically to genome engineering, in particular, research, development and invention, filing and use of patents and trademarks, sale and marketing, advising and assisting, in all areas, in particular in the agro-food, pharmaceutical, textile and environmental sectors; and
- more generally, all industrial, commercial, financial and civil transactions and transactions involving real estate or movable property relating directly or indirectly to any of the aforementioned corporate purposes or any similar or related purpose.

Directors

Quorum and Voting. The board of directors may only deliberate if at least half of the directors attend the applicable meeting in the manner provided for in our By-laws. In particular, French law and the charter of the board of directors allow directors to attend meetings of the board of directors in person or, to the extent permitted by applicable law, by videoconference or other telecommunications arrangements. The board of directors may also take by written consultation certain decisions restrictively listed by French law.

In addition, our By-laws allow a director to grant another director a proxy to represent him or her at a meeting of the board of directors, but no director can hold more than one proxy at any meeting. Decisions of the board of directors are adopted by the majority of the voting rights held by the directors present or represented, it being specified that in case of a vote-split, the Chairman of the board of directors shall have a casting vote.

Directors' Voting Powers on Proposal, Arrangement or Contract in which any Director is Materially Interested. Under French law, any agreement entered into (directly or through an intermediary) between us and any director that is not entered into (1) in the ordinary course of business and (2) under standard terms and conditions is subject to the prior authorization of the board of directors, excluding the vote of the interested director.

The foregoing requirements also apply to agreements between us and another company, provided that the company is not one of our wholly-owned subsidiaries, if one of our directors is the owner or a general partner, manager, director, general manager or member of the executive or supervisory board of the other company, as well as to agreements in which one of our directors has an indirect interest.

Directors' Compensation. The aggregate amount of compensation of the board of directors is determined at the shareholders' annual ordinary general meeting. The board of directors then divides all or part (at the board's discretion) of this aggregate amount among some or all of its members by a simple majority of the votes cast. In addition, the board of directors may grant exceptional compensation ("rémunérations exceptionnelles") to a director on a case-by-case basis for special and temporary assignments. The board of directors may also authorize the reimbursement of reasonable travel and accommodation expenses, as well as other expenses incurred by directors in the corporate interest.

Board of Directors' Borrowing Powers. There are currently no limits imposed by our By-laws on the amounts of loans or borrowings that the board of directors may approve.

Directors' Age Limits. The number of directors who are more than seventy-five (75) years old may not exceed one third of the directors in office. The Chairman of the Board cannot be more than eighty (80) years old.

Term of Director Office. Our By-laws provide that members of our board of directors are elected for a tenure of three years.

Employee Director Limits. The number of directors who are also party to employment contracts with the Company may not exceed one third of the directors in office.

Directors' Share Ownership Requirements. None.

For a discussion of the information required by Item 10.B. 2 through 10, please refer to Exhibit 2.3 to this Annual Report, which is incorporated by reference herein.

Listing

Our ADSs have been listed on the Nasdaq Global Market under the symbol "CLLS" and our ordinary shares have been listed on the Euronext Growth market of Euronext in Paris under the symbol ALCLS".

Transfer Agent and Registrar

The transfer agent and registrar for our ADSs is Citibank, N.A. The transfer agent and registrar for our ordinary shares is Société Générale Securities Services.

C. Material Contracts

For information on our material contracts, please refer to Items 4, 6 and 7.B. of this Annual Report.

D. Exchange Controls

Under current French foreign exchange control regulations there are no limitations on the amount of cash payments that we may remit to residents of foreign countries (subject to the absence of any specific decision taken by the government otherwise). Laws and regulations concerning foreign exchange controls do, however, require that all payments or transfers of funds made by a French resident to a non-resident such as dividend payments be handled by an accredited intermediary. All registered banks and substantially all credit institutions in France are accredited intermediaries. In addition, there is a reporting obligation to a customs officer for transfer of cash in banknotes and coins of €10,000 or more carried in, or out of, the European Union.

E. Taxation

Material U.S. Federal Income Tax Considerations

The following is a discussion of the material U.S. federal income tax consequences of owning and disposing of ADSs. This summary does not address any aspect of U.S. federal non-income tax laws, such as U.S. federal estate and gift tax laws, or state, local or non-U.S. tax laws, and does not purport to be a comprehensive description of all of the U.S. tax considerations that may be relevant to particular holders, such as the effects of section 451(b) of the Internal Revenue Code of 1986, as amended (the "Code").

The discussion applies to you only if you hold the ADSs as capital assets for U.S. federal income tax purposes (generally, for investment). This section does not apply to you if you are a member of a special class of holders subject to special tax rules, including:

- a broker;
- a dealer in securities, commodities or foreign currencies;
- a trader in securities that elects to use a mark-to-market method of accounting for your securities holdings;
- a bank or other financial institution;
- a tax-exempt organization;
- an insurance company;
- a real estate investment trust;
- a controlled foreign corporation;
- a passive foreign investment company;
- a regulated investment company;
- an investor who is a U.S. expatriate, former U.S. citizen or former long term resident of the United States;
- a mutual fund;
- an individual retirement or other tax-deferred account;
- a holder liable for alternative minimum tax;
- a holder that actually or constructively owns 10% or more, by voting power or value, of our voting stock;
- a partnership or other pass-through entity for U.S. federal income tax purposes;
- a holder that holds ADSs as part of a straddle, hedging, constructive sale, conversion or other integrated transaction for U.S. federal income tax purposes; or
- a U.S. holder (as defined below) whose functional currency is not the U.S. Dollar.

This section is based on the Code, existing and proposed income tax regulations issued under the Code, legislative history, and judicial and administrative interpretations thereof, all as of the date of this Annual Report. All of the foregoing are subject to change at any time, and any change could be retroactive and could affect the accuracy of this discussion. In addition, the application and interpretation of certain aspects of the PFIC rules, referred to below, require the issuance of regulations which in many instances have not been promulgated and which may have retroactive effect. There can be no assurance that any of these regulations will be enacted or

promulgated, and if so, the form they will take or the effect that they may have on this discussion. This discussion is not binding on the U.S. Internal Revenue Service, or IRS, or the courts. No ruling has been or will be sought from the IRS with respect to the positions and issues discussed herein, and there can be no assurance that the IRS or a court will not take a different position concerning the U.S. federal income tax consequences of an investment in the ADSs or that any such position would not be sustained.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE U.S. FEDERAL, STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES OF OWNING AND DISPOSING OF THE ADSs IN YOUR PARTICULAR SITUATION.

You are a "U.S. holder" if you are a beneficial owner of ADSs and are treated for U.S. federal income tax purposes as:

- a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any state thereof, or the District of Columbia;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust if (1) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person for U.S. federal income tax purposes.

In addition, this discussion is limited to holders who are not resident in France for purposes of the income tax treaty between the United States and France.

If a partnership (including for this purpose any entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of the ADSs, the U.S. tax treatment of a partner in the partnership generally will depend on the status of the partner and the activities of the partnership. A holder of the ADSs that is a partnership and partners in such a partnership should consult their own tax advisors concerning the U.S. federal income tax consequences of owning and disposing of ADSs.

A "non-U.S. holder" is a beneficial owner of ADSs that is neither a U.S. holder nor a partnership for U.S. federal income tax purposes. Generally, holders of ADSs should be treated for U.S. federal income tax purposes as holding the ordinary shares represented by the ADSs.

Accordingly, no gain or loss will be recognized upon an exchange of ordinary shares for ADSs or an exchange of ADSs for ordinary shares. The U.S.

Treasury has expressed concerns that intermediaries in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS may be taking actions that are inconsistent with the claiming of foreign tax credits for U.S. holders of ADSs. Accordingly, the credibility of foreign taxes, if any, as described below, could be affected by actions taken by intermediaries in the chain of ownership between the holder of an ADS and the company.

PFIC Considerations

The Code provides special rules regarding certain distributions received by U.S. persons with respect to, and sales, exchanges and other dispositions, including pledges, of, shares of stock (including ordinary shares represented by ADSs) in a PFIC. A non-U.S. corporation will be treated as a PFIC for any taxable year in which either: (1) at least 75 % of its gross income is "passive income" or (2) at least 50 % of its gross assets during the taxable year (based on the average of the fair market values of the assets determined at the end of each quarterly period) are "passive assets," which generally means that they produce passive income or are held for the production of passive income. Passive income for this purpose generally includes, among other things, dividends, interest, rents, royalties, gains from commodities and securities transactions, and gains from assets that produce passive income. In determining whether a foreign corporation is a PFIC, a pro rata portion of the income and assets of each corporation in which it owns, directly or indirectly, at least a 25% interest (by value) is taken into account.

Although the matter is not free from doubt, it is possible that we were a PFIC for U.S. federal income tax purposes for the taxable year ended December 31, 2025 and we may be a PFIC for the current taxable year, and potentially future taxable years. PFIC status must be determined annually and therefore is subject to change. Because this determination is made annually at the end of each taxable year and is dependent upon a number of factors, some of which are beyond our control, including the amount and nature of our income, as well as on the market valuation of our assets (which may be determined in large part by reference to the market value of the ADSs and our ordinary shares, which may fluctuate substantially) and our spending schedule for our cash balances, and because certain aspects of the PFIC rules are not entirely certain, there can be no assurance that we were a PFIC for the taxable year ended December 31, 2025 or that the IRS will agree with any position we take regarding our PFIC status. If we are a PFIC during any taxable year in which you hold ADSs, then the remainder of the discussion under "Taxation—Material U.S. Federal Income Tax Considerations," outside of this "— PFIC Considerations" portion, may also be relevant to you. U.S. holders should consult their tax advisors as to the applicability of the PFIC rules.

A U.S. holder that holds ADSs during any taxable year in which we qualify as a PFIC is subject to special tax rules with respect to (a) any gain realized on the sale, exchange or other disposition of the ADSs and (b) any "excess distribution" by the corporation to the holder, unless the holder elects to treat the PFIC as a "qualified electing fund," or QEF, or makes a "mark-to-market" election, each as discussed below. An "excess distribution" is that portion of a distribution with respect to ADSs that exceeds 125% of the annual average of such distributions over the preceding three-year period or, if shorter, the U.S. holder's holding period for its ADSs. Excess distributions and gains on the sale, exchange or other disposition of ADSs of a corporation which was a PFIC at any time during the U.S. holder's holding period are allocated ratably to each day of the U.S. holder's holding period. Amounts allocated to the taxable year in which the disposition occurs and amounts allocated to any period in the shareholder's holding period before the first day of the first taxable year that the corporation was a PFIC will be taxed as ordinary income (rather than capital gain) earned in the taxable year of the disposition. Amounts allocated to each of the other taxable years in the U.S. holder's holding period are not included in gross income for the year of the disposition, but are subject to the highest ordinary income tax rates in effect for individuals or corporations, as applicable, for each such year and the interest charge generally applicable to income tax deficiencies will be imposed on the resulting tax attributable to each year. The tax liability for amounts allocated to years before the year of disposition or "excess distribution" cannot

be offset by any net operating losses for such years, and gains (but not losses) realized on the sale of the ADSs cannot be treated as capital, even if a U.S. holder held such ADSs as capital assets.

If we are a PFIC for any taxable year during which a U.S. holder holds ADSs, then we generally will continue to be treated as a PFIC with respect to the holder for all succeeding years during which such holder holds ADSs, even if we no longer satisfy either the passive income or passive asset tests described above, unless the U.S. holder terminates this deemed PFIC status by making a "deemed sale" election. If such election is made, a U.S. holder will be deemed to have sold the ADSs at their fair market value on the last day of the last taxable year for which we were a PFIC, and any gain from such deemed sale would be subject to the excess distribution rules as described above. After the deemed sale election, the ADSs with respect to which the deemed sale election was made will not be treated as shares in a PFIC unless we subsequently become a PFIC.

If we are or become a PFIC, the excess distribution rules may be avoided if a U.S. holder makes a QEF election effective beginning with the first taxable year in the holder's holding period in which we are treated as a PFIC with respect to such holder. A U.S. holder that makes a QEF election with respect to a PFIC is required to include in income its pro rata share of the PFIC's ordinary earnings and net capital gain as ordinary income and capital gain, respectively, subject to a separate election to defer payment of taxes, which deferral is subject to an interest charge. If a foreign corporation ceases to be a PFIC, the U.S. holder's QEF election would no longer require an annual income inclusion. However, cessation of a foreign corporation's status as a PFIC will not terminate a QEF election and if the corporation becomes a PFIC again, an annual income inclusion may be required.

In general, a U.S. holder makes a QEF election by attaching a completed IRS Form 8621 to a timely filed (taking into account any extensions) U.S. federal income tax return for the year beginning with which the QEF election is to be effective. In certain circumstances, a U.S. holder may be able to make a retroactive QEF election. A QEF election can be revoked only with the consent of the IRS. In order for a U.S. holder to make a valid QEF election, the non-U.S. corporation must annually provide or make available to the holder certain information. For any taxable year in which we are a PFIC, we will determine whether we will provide to U.S. holders the information required to make a valid QEF election. There can be no assurance that we will make such information available for any taxable year in which we are or may be a PFIC.

As an alternative to making a QEF election, a U.S. holder may make a "mark-to-market" election with respect to its ADSs if the ADSs meet certain minimum trading requirements, as described below. If a U.S. holder makes a valid mark-to-market election for the first taxable year in which such holder holds (or is deemed to hold) ADSs in a corporation and for which such corporation is determined to be a PFIC, such holder generally will not be subject to the PFIC rules described above in respect of its ADSs. Instead, a U.S. holder that makes a mark-to-market election will be required to include in income each year an amount equal to the excess, if any, of the fair market value of the ADSs that the holder owns as of the close of the taxable year over the holder's adjusted tax basis in the ADSs. The U.S. holder will be entitled to a deduction for the excess, if any, of the holder's adjusted tax basis in the ADSs over the fair market value of the ADSs as of the close of the taxable year; provided, however, that the deduction will be limited to the extent of any net mark-to-market gains with respect to the ADSs included by the U.S. holder under the election for prior taxable years. The U.S. holder's basis in the ADSs will be adjusted to reflect the amounts included or deducted pursuant to the election. Amounts included in income pursuant to a mark-to-market election, as well as gain on the sale, exchange or other disposition of the ADSs, will be treated as ordinary income. The deductible portion of any mark-to-market loss, as well as loss on a sale, exchange or other disposition of ADSs to the extent that the amount of such loss does not exceed net mark-to-market gains previously included in income, will be treated as ordinary loss. If a U.S. holder makes a valid mark-to-market election, any distributions made by us in a year in which we are a PFIC would generally be subject to the rules discussed below under "—Taxation of Dividends," except the lower rate applicable to qualified dividend income would not apply. If we are not a PFIC when a U.S. holder has a mark-to-market election in effect, gain or loss realized by a U.S. holder on the sale of our ADSs will be a capital gain or loss and taxed in the manner described below under "—Taxation of Sale, Exchange or other Disposition of ADSs."

The mark-to-market election applies to the taxable year for which the election is made and all subsequent taxable years, unless the ADSs cease to meet applicable trading requirements (described below) or the IRS consents to its revocation. The excess distribution rules generally do not apply to a U.S. holder for taxable years for which a mark-to-market election is in effect. If we are a PFIC for any year in which the U.S. holder owns ADSs but before a mark-to-market election is made, the interest charge rules described above will apply to any mark-to-market gain recognized in the year the election is made. Generally, if a foreign corporation ceases to be a PFIC, the U.S. holder's mark-to-market election would no longer require the income inclusion described above. However, cessation of a foreign corporation's status as a PFIC will not terminate a mark-to-market election and if the corporation becomes a PFIC again, mark-to-market income inclusions may be required.

A mark-to-mark election is available only if the ADSs are considered "marketable" for these purposes. ADSs will be marketable if they are regularly traded on a national securities exchange that is registered with the SEC (such as the Nasdaq Global Market) or on a non-U.S. exchange or market that the IRS determines has rules sufficient to ensure that the market price represents a legitimate and sound fair market value. For these purposes, ADSs will be considered regularly traded during any calendar year during which more than a de minimis quantity of the ADSs is traded on at least 15 days during each calendar quarter. Any trades that have as their principal purpose meeting this requirement will be disregarded. Each U.S. holder should ask its own tax advisor whether a mark-to-market election is available or desirable.

If we are a PFIC for any year in which a U.S. holder holds ADSs, such U.S. holder must generally file an IRS Form 8621 annually. A U.S. holder must also provide such other information as may be required by the U.S. Treasury Department if the U.S. holder (1) receives certain direct or indirect distributions from a PFIC, (2) recognizes gain on a direct or indirect disposition of ADSs, or (3) makes certain elections (including a QEF election or a mark-to-market election) reportable on IRS Form 8621.

Under attribution rules, if we are a PFIC, U.S. holders of our ADSs will be deemed to own their proportionate shares of our subsidiaries that are PFICs, if any. Like the determination of whether we are a PFIC, the determination of whether any of our subsidiaries is a PFIC is made annually at the end of each taxable year Assuming a U.S. holder does not receive from a PFIC subsidiary the information that the U.S. holder needs to make a QEF election with respect to such a subsidiary, a U.S. holder generally will be deemed to own a portion of the shares of such lower-tier PFIC and may incur liability for a deferred tax and interest charge if we receive a distribution from, or dispose of all or part of our interest in, or the U.S. holder otherwise is deemed to have disposed of an interest in, the lower-tier PFIC, even though the U.S. holder has not received the proceeds of those distributions or dispositions directly. We currently do not have any non-U.S. subsidiaries that could be PFIC subsidiaries.

U.S. holders are urged to consult their tax advisors as to our status as a PFIC, and, if we are treated as a PFIC, as to the effect on them of, and the reporting requirements with respect to, the PFIC rules and the desirability of making, and the availability of, either a QEF election or a mark-to-market election with respect to our ADSs.

Taxation of Dividends

U.S. Holders. Subject to the PFIC rules described above under "—PFIC Considerations," if you are a U.S. holder, you must include in your gross income the gross amount of any distributions of cash or property (other than certain pro rata distributions of ADSs) with respect to ADSs, to the extent the distribution is paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. A U.S. holder must include the dividend as ordinary income at the time of actual or constructive receipt. The amount of any dividend income paid in Euro will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. holder should not be required to recognize foreign currency gain or loss in respect of the dividend income. A U.S. holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt. Distributions in excess of current and accumulated earnings and profits, as determined for U.S. federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the ADSs and thereafter as capital gain from the sale or exchange of such ADSs. Notwithstanding the foregoing, we do not intend to maintain calculations of our earnings and profits as determined for U.S. federal income tax purposes. Consequently, distributions generally will be reported as dividend income for U.S. information reporting purposes. The dividend will not be eligible for the dividends-received deduction generally allowed to U.S. corporations in respect of dividends received from other U.S. corporations.

Subject to the PFIC rules described above under "—PFIC Considerations," dividends paid by a non-U.S. corporation generally will be taxed at the preferential tax rates applicable to long-term capital gain of non-corporate taxpayers if (a) such non-U.S. corporation is eligible for the benefits of certain U.S. treaties or the dividend is paid by such non-U.S. corporation with respect to stock that is readily tradable on an established securities market in the United States, (b) the U.S. holder receiving such dividend is an individual, estate, or trust, (c) such dividend is paid on shares that have been held by such U.S. holder for at least 61 days during the 121-day period beginning 60 days before the "ex-dividend date," and (d) we are not a PFIC in the year of the dividend or the immediately preceding year. If the requirements of the immediately preceding sentence are not satisfied, a dividend paid by a non-U.S. corporation to a U.S. holder, including a U.S. holder that is an individual, estate, or trust, generally will be taxed at ordinary income tax rates (and not at the preferential tax rates applicable to long-term capital gains). As discussed above under "PFIC Considerations," it is possible that that we were a PFIC for U.S. federal income tax purposes for the taxable year ending December 31, 2025 (and that we may be a PFIC for the current or future taxable years). The dividend rules are complex, and each U.S. holder should consult its own tax advisor regarding the dividend rules.

The amount of the dividend will include any amounts withheld by the Company in respect of French taxes. Subject to applicable limitations, some of which vary depending upon the U.S. holder's circumstances and subject to the discussion above regarding concerns expressed by the U.S. Treasury and the Foreign Tax Credit Regulations (as defined below), French income taxes withheld from dividends on ADSs at a rate not exceeding the rate provided by the Treaty will be creditable against the U.S. holder's U.S. federal income tax liability. U.S. holders should consult their tax advisors regarding the availability of foreign tax credits for any amounts withheld with respect to dividends on ADSs or ordinary shares.

Dividends received generally will be income from non-U.S. sources, which may be relevant in calculating your U.S. foreign tax credit limitation. Such non-U.S. source income generally will be "passive category income," or in certain cases "general category income" or "foreign branch income," which is treated separately from other types of income for purposes of computing the foreign tax credit allowable to you. Further, certain Treasury regulations addressing foreign tax credits, or the "Foreign Tax Credit Regulations, " impose additional requirements for foreign taxes to be eligible for a foreign tax credit if the relevant taxpayer does not elect to apply the benefits of an applicable income tax treaty, and there can be no assurance that those requirements will be satisfied. Recent notices from the IRS provide temporary relief by allowing taxpayers that comply with applicable requirements to apply many aspects of the foreign tax credit regulations as they previously existed (before the release of the current Foreign Tax Credit Regulations) for taxable years ending before the date that a notice or other guidance withdrawing or modifying the temporary relief is issued (or any later date specified in such notice or other guidance). The rules with respect to the foreign tax credit are complex and involve the application of rules that depend upon a U.S. holder's particular circumstances. You should consult your own tax advisor to determine the foreign tax credit implications of owning the ADSs, including under the Foreign Tax Credit Regulations.

Non-U.S. Holders. If you are a non-U.S. holder, dividends paid to you generally will not be subject to U.S. income tax unless the dividends are "effectively connected" with your conduct of a trade or business within the United States, and the dividends are attributable to a permanent establishment (or in the case of an individual, a fixed place of business) that you maintain in the United States if that is required by an applicable income tax treaty as a condition for subjecting you to U.S. taxation on a net income basis. In such cases you generally will be taxed in the same manner as a U.S. holder (other than with respect to the Medicare Tax described below). If you are a corporate non-U.S. holder, "effectively connected" dividends may, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate or a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate.

Taxation of Sale, Exchange or other Disposition of ADSs

U.S. Holders. Subject to the PFIC rules described above under "—PFIC Considerations," if you are a U.S. holder and you sell, exchange or otherwise dispose of your ADSs, you generally will recognize capital gain or loss for U.S. federal income tax purposes equal to the difference between the value of the amount realized and your tax basis in your ADSs. Gain or loss recognized on such a sale, exchange or other disposition of ADSs generally will be long-term capital gain if you have held the ADSs for more than one year. Long-term capital gains of U.S. holders who are individuals (as well as certain trusts and estates) are generally taxed at preferential rates. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes, unless it is attributable to an office or other fixed place of business outside the United States and certain other conditions are met. Your ability to deduct capital losses is subject to limitations. As discussed above under "—PFIC Considerations," it is possible that that we were a PFIC for U.S. federal income tax purposes for the taxable year ending December 31, 2025 (and that we may be a PFIC for the current or future taxable years).

Non-U.S. Holders. If you are a non-U.S. holder, you will not be subject to U.S. federal income tax on gain recognized on the sale, exchange or other disposition of your ADSs unless:

- the gain is "effectively connected" with your conduct of a trade or business in the United States, and the gain is attributable to a permanent establishment (or in the case of an individual, a fixed place of business) that you maintain in the United

States if that is required by an applicable income tax treaty as a condition for subjecting you to U.S. taxation on a net income basis; or

- you are an individual, you are present in the United States for 183 or more days in the taxable year of such sale, exchange or other disposition and certain other conditions are met.

In the first case, the non-U.S. holder will be taxed in the same manner as a U.S. holder (other than with respect to the Medicare Tax described below). In the second case, the non-U.S. holder will be subject to U.S. federal income tax at a rate of 30% on the amount by which such non-U.S. holder's U.S. source capital gains exceed such non-U.S. holder's U.S. -source capital losses.

If you are a corporate non-U.S. holder, "effectively connected" gains that you recognize may also, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate.

Medicare Tax

Certain U.S. holders who are individuals, estates or trusts are required to pay a 3.8% Medicare surtax on all or part of that holder's "net investment income", which includes, among other items, dividends on, and capital gains from the sale or other taxable disposition of, the ADSs, subject to certain limitations and exceptions. U.S. holders should consult their own tax advisors regarding the effect, if any, of this surtax on their ownership and disposition of the ADSs.

Information with Respect to Foreign Financial Assets

U.S. holders that are individuals (and, to the extent provided in regulations, certain entities) that own "specified foreign financial assets," including possibly the ADSs, with an aggregate value in excess of $50,000 on the last day of the tax year or more than $75,000 at any time during the tax year are generally required to file IRS Form 8938 with information regarding such assets. Depending on the circumstances, higher threshold amounts may apply. Specified foreign financial assets include any financial accounts maintained by foreign financial institutions, as well as any of the following, but only if they are not held in accounts maintained by financial institutions: (i) stocks and securities issued by non-U.S. persons, (ii) financial instruments and contracts held for investment that have non-U.S. issuers or counterparties and (iii) interests in non-U.S. entities. If a U.S. holder is subject to this information reporting regime, the failure to timely file IRS Form 8938 may subject the U.S. holder to penalties. In addition to these requirements, U.S. holders may be required to annually file FinCEN Report 114, Report of Foreign Bank and Financial Accounts with the U.S. Department of Treasury. U.S. holders are thus encouraged to consult their U.S. tax advisors with respect to these and other reporting requirements that may apply to their acquisition of the ADSs.

Backup Withholding and Information Reporting

In general, information reporting requirements will apply to distributions made on our ADSs within the United States to a non-corporate U.S. holder and to the proceeds from the sale, exchange, redemption or other disposition of ADSs by a non-corporate U.S. holder to or through a U.S. office of a broker. Payments made (and sales or other dispositions effected at an office) outside the U.S. will be subject to information reporting in limited circumstances.

In addition, U.S. holders may be subject to backup withholding with respect to dividends on and proceeds from the sale, exchange or other disposition of the ADSs. A paying agent within the United States will be required to withhold at the applicable statutory rate, currently 24%, in respect of any payments of dividends on, and the proceeds from the disposition of, ADSs within the United States to a U.S. holder (other than U.S. holders that are exempt from backup withholding and properly certify their exemption) if the holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with applicable backup withholding requirements. U.S. holders who are required to establish their exempt status generally must provide a properly completed IRS Form W-9.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. holder's U.S. federal income tax liability. A U.S. holder generally may obtain a refund of any amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS in a timely manner and furnishing any required information. U.S. holders are advised to consult with their own tax advisors regarding the application of the United States information reporting rules to their particular circumstances.

A non-U.S. holder generally may eliminate the requirement for information reporting and backup withholding by providing a properly completed and duly executed certification of its non-U.S. status to the payor, under penalties of perjury, on IRS Form W-8BEN, W-8BEN-E or other appropriate W-8, as applicable. You should consult your own tax advisor as to the qualifications for exemption from backup withholding and the procedures for obtaining the exemption.

The foregoing does not purport to be a complete analysis of the potential tax considerations relating to the ownership and disposition of the ADSs. Prospective investors should consult their own tax advisors as to the particular tax considerations applicable to them relating to the ownership and disposition of the ADSs, including the applicability of U.S. federal, state and local tax laws or non-tax laws, foreign tax laws, and any changes in applicable tax laws, and any pending or proposed legislation or regulations.

Material French Income Tax Considerations

The following describes the material French income tax consequences to U.S. Holders (as defined below) of purchasing, owning and disposing of the ordinary shares or ADSs and, unless otherwise noted, this discussion is the opinion of Jones Day, our French tax counsel, insofar as it relates to matters of French tax law and legal conclusions with respect to those matters.

This discussion does not purport to be a complete analysis or listing of all potential tax effects of the acquisition, ownership or disposition of our securities to any particular investor, and does not discuss tax considerations that arise from rules of general application or that are generally assumed to be known by investors. All of the following is subject to change. Such changes could apply retroactively and could affect the consequences described below.

This summary does not constitute legal opinion or tax advice. U.S. holders are advised to consult their own tax advisors regarding the tax consequences of the purchase, ownership and disposition of ordinary shares or the ADSs in light of their particular circumstances, including the effect of any U.S. federal, state, local or other national tax laws.

In 2011, France introduced a comprehensive set of new tax rules applicable to French assets that are held by or in foreign trusts. These rules, among other things, provide for the inclusion of trust assets in the settlor's net assets for purpose of applying the French wealth tax, for the application of French gift and death duties to French assets held in trust, for a specific tax on capital on the French assets of foreign trusts not already subject to the French wealth tax and for a number of French tax reporting and disclosure obligations. The following discussion does not address the French tax consequences applicable to securities (including ADSs) held in trusts. If securities are held in trust, the grantor, trustee and beneficiary are urged to consult their own tax advisor regarding the specific tax consequences of acquiring, owning and disposing of securities.

The description of the French income tax and wealth tax consequences set forth below is based on the Convention between the Government of the United States of America and the Government of the French Republic for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital of August 31, 1994 which came into force on December 30, 1995 (as amended by any subsequent protocols, including the protocol of January 13, 2009), and the tax guidelines issued by the French tax authorities in force as of the date of this Annual Report, or the Treaty.

For the purposes of this discussion, the term "U.S. Holder" means a beneficial owner of securities that is (1) an individual who is a U.S. citizen or resident for U.S. federal income tax purposes, (2) a U.S. domestic corporation or certain other entities created or organized in or under the laws of the United States or any state thereof, including the District of Columbia, or (3) otherwise subject to U.S. federal income taxation on a net income basis in respect of securities.

If a partnership holds securities, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. If a U.S. Holder is a partner in a partnership that holds securities, such holder is urged to consult its own tax advisor regarding the specific tax consequences of acquiring, owning and disposing of securities.

This discussion applies only to investors that hold our securities as capital assets that have the U.S. dollar as their functional currency, that are entitled to Treaty benefits under the "Limitation on Benefits" provision contained in the Treaty, and whose ownership of the securities is not effectively connected to a permanent establishment or a fixed base in France. Certain U.S. Holders (including, but not limited to, U.S. expatriates, partnerships or other entities classified as partnerships for U.S. federal income tax purposes, banks, insurance companies, regulated investment companies, tax-exempt organizations, financial institutions, persons subject to the alternative minimum tax, persons who acquired the securities pursuant to the exercise of employee share options or otherwise as compensation, persons that own (directly, indirectly or by attribution) 5% or more of our voting stock or 5% or more of our outstanding share capital, dealers in securities or currencies, persons that elect to mark their securities to market for U.S. federal income tax purposes and persons holding securities as a position in a synthetic security, straddle or conversion transaction) may be subject to special rules not discussed below.

U.S. Holders are urged to consult their own tax advisors regarding the tax consequences of the purchase, ownership and disposition of securities in light of their particular circumstances, especially with regard to the "Limitations on Benefits" provision.

Estate and Gift Taxes and Transfer Taxes

In general, a transfer of securities by gift or by reason of death of a U.S. Holder that would otherwise be subject to French gift or inheritance tax, respectively, will not be subject to such French tax by reason of the Convention between the Government of the United States of America and the Government of the French Republic for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Estates, Inheritances and Gifts, dated November 24, 1978, unless the donor or the transferor is domiciled in France at the time of making the gift or at the time of his or her death, or the securities were used in, or held for use in, the conduct of a business through a permanent establishment or a fixed base in France.

Financial Transactions Tax

Pursuant to Article 235 ter ZD of the French Tax Code (Code général des impôts), or the FTC, purchases of certain securities issued by a French company, including ordinary shares and ADSs, which are listed on a regulated market of the EU or an exchange market formally acknowledged by the AMF (in each case within the meaning of the French Monetary and Financial Code, or the FMFC), provided inter alia that the issuer's market capitalization exceeds €1 billion as of December 1 of the year preceding the taxation year, are subject in France to a tax on financial transactions, or the TFT, at a rate of 0.3% rate until March 31, 2025, and then at a 0.4% rate as from April 1, 2025 (pursuant to Article 98 of the finance bill for 2025).

A list of relevant French companies whose market capitalization exceeds €1.0 billion as of December 1 of the year preceding the taxation year within the meaning of Article 235 ter ZD of the FTC is published by the French tax authorities, and could be amended at any time. Pursuant to the French tax authorities' guidelines BOI-ANNX-000467-17/12/2025 issued on December 17, 2025, Cellectis is currently not included in such list. Please note that such list may be updated from time to time, or may not be published anymore in the future.

As a result, neither the ADSs nor the ordinary shares are currently within the scope of the TFT.

Purchases of Cellectis's securities may however become subject to the TFT if Cellectis's market capitalization exceeds €1.0 billion.

Registration Duties

In the case where the TFT is not applicable, (1) transfers of shares issued by a French company which are listed on a regulated or organized market within the meaning of the FMFC are subject to uncapped registration duties at the rate of 0.1% if the transfer is evidenced by a written statement (acte) executed either in France or outside France, whereas (2) transfers of shares issued by a French company which are not listed on a regulated or organized market within the meaning of the FMFC are subject to uncapped registration duties at the rate of 0.1% notwithstanding the existence of a written statement (acte).

As ordinary shares of Cellectis are listed on Euronext Growth market of Euronext in Paris, which is an organized market within the meaning of the FMFC, their transfer should be subject to uncapped registration duties at the rate of 0.1% subject to the existence of a written agreement (acte).

Although there is neither case law nor official guidelines published by the French tax authorities on this point, transfers of ADSs should remain outside of the scope of the aforementioned 0.1% registration duties. U.S. Holders are urged to consult their own tax advisor about the possible application of the registration duty upon the transfer of ADSs.

Wealth Tax

The French wealth tax (impôt de solidarité sur la fortune) has been repealed by the finance bill for 2018 (loi de finances pour 2018) dated December 30, 2017. It used to apply only to individuals and did not generally apply to securities held by a U.S. Holder who is a resident pursuant to the provisions of the Treaty, provided that such U.S. Holder does not own directly or indirectly more than 25% of the issuer's financial rights.

As from January 1, 2018, it has been replaced by a new real estate wealth tax (impôt sur la fortune immobilière) which applies only to individuals owning French real estate assets or rights, directly or indirectly through one or more legal entities and whose net taxable assets amount to at least €1,300,000.

French real estate wealth tax may only apply to a U.S. individual to the extent such individual holds, directly or indirectly, financial rights into a company the assets of which comprise French real estate assets that are not allocated to its operational activity. Such financial rights may be taxable for the fraction of their value representing the French real estate assets that are not allocated to an operational activity. In any case, pursuant to Article 965, 2° of the FTC, shares of an operating company holding French real estate assets in which the relevant individual holds, directly and indirectly, less than 10% of the share capital or voting rights are exempt from real estate wealth tax.

Taxation of Dividends

Dividends paid by a French corporation to non-residents of France are generally subject to French withholding tax at a rate of 25% for payment benefitting legal persons who are the beneficial owners and are not tax residents. Such withholding tax may be reduced to 12.8% for dividends benefitting individuals who are the beneficial owners and are not French tax residents. Dividends paid by a French corporation in a non-cooperative State or territory, as defined in Article 238-0 A of the FTC, other than those mentioned in 2° of 2 bis of the same Article 238-0 A of the FTC, will generally be subject to French withholding tax at a rate of 75%, irrespective of the tax residence of the beneficiary of the dividends if the dividends are received in such States or territories. The list of non-cooperative State or territory is published by decree and is in principle updated annually. However, eligible U.S. Holders entitled to Treaty benefits under the "Limitation on Benefits" provision contained in the Treaty who are U.S. residents, as defined pursuant to the provisions of the Treaty, will not be subject to this 12.8%, 25% or 75% withholding tax rate, but may be subject to the withholding tax at a reduced rate (as described below).

Under the Treaty, the rate of French withholding tax on dividends paid to an eligible U.S. Holder who is a U.S. resident as defined pursuant to the provisions of the Treaty and whose ownership of ordinary shares or the ADSs is not effectively connected with a permanent establishment or fixed base that such U.S. Holder has in France, is generally reduced to 15%, or to 5% if such U.S. Holder is a corporation and owns directly or indirectly at least 10% of the share capital of the issuer; such U.S. Holder may claim a refund from the French tax authorities of the amount withheld in excess of the Treaty rates of 15% or 5%, if any.

For U.S. Holders that are not individuals but are U.S. residents, as defined pursuant to the provisions of the Treaty, the requirements for eligibility for Treaty benefits, including the reduced 5% or 15% withholding tax rates contained in the "Limitation on Benefits" provision of the Treaty, are complicated, and certain technical changes were made to these requirements by the protocol of January 13, 2009. U.S. Holders are advised to consult their own tax advisers regarding their eligibility for Treaty benefits in light of their own particular circumstances.

In the event that dividends are paid by Cellectis, dividends paid to an eligible U.S. Holder may immediately be subject to the reduced rates of 5% or 15% provided that such holder establishes before the date of payment that it is a U.S. resident under the Treaty by completing and providing the depositary with a treaty form (Form 5000). Otherwise, dividends paid to a U.S. Holder that is a legal person or another legal entity and has not filed the Form 5000 before the dividend payment date will be subject to French withholding tax at the rate of 25%, or 75% for any U.S. Holder if paid in a non-cooperative State or territory (as defined in Article 238-0 A of the FTC) other than those mentioned in 2° of 2 bis of the same Article 238-0 A of the FTC (unless the Company proves that neither the purpose nor the effect of paying the dividend in that State or territory are that of allowing, with the intent of tax evasion or avoidance, their location in such a State or territory), and then reduced at a later date to 5% or 15%, provided that such holder duly completes and provides the French tax authorities with the treaty forms Form 5000 and Form 5001 (due to recent case law regarding status of limitation for filing a withholding tax claim; U.S. Holders are advised to consult their own tax advisors in this respect).

Certain qualifying pension funds and certain other tax-exempt entities are subject to the same general filing requirements as other U.S. Holders except that they may have to supply additional documentation evidencing their entitlement to these benefits.

Form 5000 and Form 5001, together with appropriate instructions, will be provided by the depositary to all U.S. Holders registered with the depositary. The depositary will arrange for the filing with the French tax authorities of all such forms properly completed and executed by U.S. Holders of ordinary shares or ADSs and returned to the depositary in sufficient time so that they may be filed with the French tax authorities before the distribution in order to obtain immediately a reduced withholding tax rate. Otherwise, the depository must withhold tax at the full rate of 25% or 75% as applicable. In that case, the U.S. holders may claim a refund from the French tax authorities of the excess withholding tax.

Since the withholding tax rate applicable under French domestic law to U.S. holders who are individuals does not exceed the cap provided in the Treaty (i.e., 15%), the 12.8% rate shall apply, without any reduction provided under the Treaty. (except in the particular situation when the dividends are paid to such U.S. holders out of France in a non-cooperative State or territory as defined in Article 238-0 A of the FTC other than those mentioned in 2° of 2 bis of the same Article 238-0 A of the FTC and are subject to the 75% withholding tax in France).

In addition, please note that pursuant to Article 235 quater of the FTC (introduced by the French finance bill No. 2019-1479 for 2020) and under certain conditions (in particular, in addition to certain reporting obligations, the interest held in the distributing company must not enable the beneficiary to participate effectively in the management or control of that company and the beneficiary company is located in a country that has signed an administrative assistance agreement with France to combat tax evasion and avoidance, as well as an administrative assistance agreement on tax collection, and that is not a non-cooperative country), a corporate U.S. Holder which is in a tax loss position or which tax result is nil due to offset of tax losses (French Administrative Supreme Court, October 18, 2022, n°466329) for the fiscal year during which the dividend is received may be entitled to a deferral regime, and obtain a withholding tax refund. The tax deferral ends in respect of the first financial year during which this U.S. Holder is in a profit making position, as well as in the cases set out in Article 235 quater of the FTC. The refund must be claimed within the same period applicable to claim related to taxes other than local taxes. Also, pursuant to Article 235 quinquies of the FTC and under certain conditions, a corporate U.S. Holder may be entitled to a refund of a fraction of the withholding tax, up to the difference between the withholding tax paid (on a gross basis) and the withholding tax based on the dividend net of the expenses incurred for the acquisition and conservation directly related to the income, provided (i) that these expenses would have been tax deductible had the U.S. Holder been established in France, and (ii) that the tax rules in the United States do not allow the U.S. Holder to offset the withholding tax.

Given the special features of the ADSs, U.S. Holders are urged to consult their own tax advisor about the possible application to ADSs of such provisions in light of their own circumstances.

Tax on Sale or Other Disposition

As a matter of principle, under French tax law, a U.S. Holder should not be subject to any French tax on any capital gain from the sale, exchange, repurchase or redemption by us of ordinary shares or ADSs, provided that all of the following apply to such holder:

- it is not a French tax resident for French tax purposes; and,
- it has not held more than 25% of our dividend rights, known as “droits aux bénéfices sociaux” at any time during the preceding five years, either directly or indirectly, and, as relates to individuals, alone or with relatives; and,
- it has not transferred ordinary shares or ADSs as part of redemption by Cellectis, in which case the proceeds may under certain circumstances be partially or fully characterized as dividends under French domestic law and, as result, be subject to French dividend withholding tax. As an exception, a U.S Holder, established, domiciled or incorporated in a non-cooperative State or territory as defined in Article 238-0 A of the FTC other than those mentioned in 2° of 2bis of the same Article 238-0 A of the FTC should be subject to a 75% withholding tax in France on any such capital gain, regardless of the fraction of the dividend rights it holds.

In case an applicable double tax treaty between France and the U.S. Holder country of residence contains more favorable provisions, a U.S. Holder may not be subject to any French income tax or capital gains tax in case of sale or disposal of any ordinary shares or ADSs of Cellectis even if one or more of the above mentioned statements are not applicable.

Particularly, a U.S. Holder who is a U.S. tax resident for purposes of the Treaty and is entitled to Treaty benefit will not be subject to French tax on any such capital gain, unless the ordinary shares or the ADSs form part of the business property of a permanent establishment or fixed base that the U.S. Holder has in France.

U.S. Holders who own ordinary shares or ADSs through U.S. partnerships that are not residents for Treaty purposes are advised to consult their own tax advisors regarding their French tax treatment and their eligibility for Treaty benefits in light of their own particular circumstances.

A U.S. Holder that is not a U.S. resident for Treaty purposes or is not entitled to Treaty benefit (and in both cases is not resident, established or incorporated in a non-cooperative State or territory as defined in Article 238-0 A of the FTC) and has held more than 25% of our dividend rights, known as “droits aux bénéfices sociaux” at any time during the preceding five years, either directly or indirectly, and, as relates to individuals, alone or with relatives will be subject to a levy in France at the rate of 25%, if such U.S. Holder is a legal person, or 12.8%, if such U.S. Holder is an individual.

U.S. Holders who are individuals may claim a refund from the French tax authorities of the amount of the levy that exceeds the income tax they would have been liable to pay had they been domiciled in France.

Special rules apply to U.S. Holders who are residents of more than one country.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are subject to the information reporting requirements of the Exchange Act applicable to foreign private issuers and under those requirements file reports with the U.S. Securities Exchange Commission (the "SEC"). Those reports may be inspected without charge at the locations described below. As a foreign private issuer, we are exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. Nevertheless, we file with the SEC an Annual Report containing financial statements that have been examined and reported on, with and opinion expressed by an independent registered public accounting firm, and we submit quarterly interim consolidated financial data to the SEC under cover of the SEC’s Form 6-K.

We maintain a corporate website at www.cellectis.com. We intend to post our Annual Report on our website promptly following it being filed with the SEC. Information contained on, or that can be accessed through, our website does not constitute a part of this Annual Report. We have included our website address in this Annual Report solely as an inactive textual reference.

You may also review a copy of this Annual Report, including exhibits and any schedule filed herewith, and obtain copies of such materials at prescribed rates, at the Securities and Exchange Commission's Public Reference Room in Room 1580, 100 F Street, NE, Washington, D.C. 20549-0102. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website (http://www.sec.gov) that contains reports, proxy and information statements and other information regarding registrants, such as Cellectis, that file electronically with the SEC.

With respect to references made in this Annual Report to any contract or other document of Cellectis, such references are not necessarily complete and you should refer to the exhibits attached or incorporated by reference to this Annual Report for copies of the actual contract or document.

I. Subsidiary Information

Not applicable

J. Annual Report to Security Holders

To the extent we furnish an annual report to security holders, we will promptly submit an English version of this annual report to U.S. security holders under the cover of Form 6-K.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Risk

We derive a significant portion of our revenues, including payments under our collaboration agreement with AstraZeneca and with Allogene, in U.S. dollars. Since the beginning of fiscal year 2015, we have been significantly expanding our activities in the United States, but there continues to be a currency mismatch in our cash flows since most of our expenses remain denominated primarily in Euros. The group monitor closely the foreign currency exchange risk and apply appropriate hedging strategy to mitigate the risk. Our exposure to currencies other than the U.S. dollar is negligible.

Our financial condition and results of operations are measured and recorded in the relevant functional currency and then translated into Euros for inclusion in our Consolidated Financial Statements as established in functional currency. For presentation purposes, our Consolidated Financial statements are presented in US dollars. Please refer to the note 2.2 and 2.4 to the Consolidation Financial Statements for more information regarding applicable translation rules.

For the year ended December 31, 2025, our revenues denominated in U.S. dollars are mainly related to AstraZeneca collaboration agreement. Our cash and cash equivalents denominated in U.S dollars amounted to $31.2 million as of December 31, 2025. Current financial assets, excluding restricted cash, denominated in U.S. dollars amounted to $138.9 million. For more information, see "Item 5.A—Operating Results."

The net foreign exchange result for the fiscal year 2025 is a loss of $22.1 million. We cannot rule out the possibility that a significant increase in our business, particularly in the United States, may result in greater exposure to exchange rate risk. We would then consider adopting an appropriate policy for hedging against these risks.

Interest Rate Risk

We seek to engage in prudent management of our cash and cash equivalents, mainly cash on hand and common financial instruments (typically short- and mid-term deposits). Furthermore, the interest rate risk related to cash, cash equivalents and common financial instruments is not significant based on the quality of the financial institutions with which we work.

Share price risk

We have financial instruments whose value depends on Cellectis share price, in particular the warrants granted to EIB under the Finance Contract. Under the terms of the Warrant Agreement that supplements the Finance Contract, we are committed in the event of exercise of the warrants by the EIB to deliver Cellectis ordinary shares, the fair value of which will depend on the future share price.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Liquidity risk

As of December 31, 2025, our financial debt primarily consists of lease debts for $35.4 million, a liability related to the EIB loan of $47.2 million, the 2022 Research Tax Credit financing with BPI for $6.2 million, a loan from a bank syndicate formed with HSBC, Société Générale, Banque Palatine and Bpifrance in the form of the PGE for $4.1 million, and conditional advances from BPI for $4.0 million. All of those amounts are excluding future interests.

See Note 10.3 to our consolidated financial statements for more information on these and other market risks.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Citibank, N.A., as depositary for our ADSs, registers and delivers ADSs. Each ADS represents one ordinary share deposited with Citibank Europe PLC, located at EGSP 186, 1 North Wall Quay, Dublin 1 Ireland or any successor, as custodian for the depositary. Each ADS will also represent any other securities, cash or other property which may be held by the depositary in respect of the depositary facility. The depositary's corporate trust office at which the ADSs will be administered is located at 388 Greenwich Street, New York, New York 10013.

A deposit agreement among us, the depositary and the ADS holders sets out the ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs. A copy of the Agreement is incorporated by reference as an exhibit to this Annual Report.

Fees and Charges

As an ADS holder, you will be required to pay the following fees under the terms of the depositary agreement:

Service	*Fees*
• Issuance of ADSs upon deposit of shares (excluding issuance as a result of distributions of shares)	Up to U.S. 5¢ per ADS issued
• Cancellation of ADSs	Up to U.S. 5¢ per ADS canceled
• Distribution of cash dividends or other cash distributions (i.e., sale of rights and other entitlements)	Up to U.S. 5¢ per ADS held

Service	*Fees*
• Distribution of ADSs pursuant to (1) stock dividends or other free stock distributions, or (2) exercise of rights to purchase additional ADSs	Up to U.S. 5¢ per ADS held
• Distribution of securities other than ADSs or rights to purchase additional ADSs (i.e., spin-off shares)	Up to U.S. 5¢ per ADS held
• ADS Services	Up to U.S. 5¢ per ADS held on the applicable record date(s) established by the depositary

As an ADS holder you will also be responsible to pay certain fees and expenses incurred by the depositary and certain taxes and governmental charges such as:

- taxes (including applicable interest and penalties) and other governmental charges;
- the registration fees as may from time to time be in effect for the registration of ordinary shares on the share register and applicable to transfers of ordinary shares to or from the name of the custodian, the depositary or any nominees upon the making of deposits and withdrawals, respectively;
- certain cable, telex and facsimile transmission and delivery expenses;
- the expenses and charges incurred by the depositary in the conversion of foreign currency;
- the fees and expenses incurred by the depositary in connection with the compliance with exchange control regulations and other regulatory requirements applicable to ordinary shares, ADSs and ADRs; and
- the fees and expenses incurred by the depositary, the custodian, or any nominee in connection with the servicing or delivery of deposited property.

ADS fees and charges payable upon (1) deposit of ordinary shares against issuance of ADSs and (2) surrender of ADSs for cancellation and withdrawal of ordinary shares are charged to the person to whom the ADSs are delivered (in the case of ADS issuances) and to the person who delivers the ADS, for cancellation (in the case of ADS cancellations). In the case of ADSs issued by the depositary into DTC or presented to the depositary via DTC, the ADS issuance and cancellation fees and charges may be deducted from distributions made through DTC, and may be charged to the DTC participant(s) receiving the ADSs or the DTC participant(s) surrendering the ADSs for cancellation, as the case may be, on behalf of the beneficial owner(s) and will be charged by the DTC participant(s) to the account(s) of the applicable beneficial owner(s) in accordance with the procedures and practices of the DTC participant(s) as in effect at the time. ADS fees and charges in respect of distributions and the ADS service fee are charged to the holders as of the applicable ADS record date. In the case of distributions of cash, the amount of the applicable ADS fees and charges is deducted from the funds being distributed. In the case of (1) distributions other than cash and (2) the ADS service fee, holders as of the ADS record date will be invoiced for the amount of the ADS fees and charges and such ADS fees and charges may be deducted from distributions made to holders of ADSs. For ADSs held through DTC, the ADS fees and charges for distributions other than cash and the ADS service fee may be deducted from distributions made through DTC, and may be charged to the DTC participants in accordance with the procedures and practices prescribed by DTC and the DTC participants in turn charge the amount of such ADS fees and charges to the beneficial owners for whom they hold ADSs.

In the event of refusal to pay the depositary fees, the depositary may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees from any distribution to be made to the ADS holder. Certain ADS fees and charges (such as the ADS service fee) may become payable shortly after the closing of the ADS offering.

Note that the fees and charges you may be required to pay may vary over time and may be changed by us and by the depositary. You will receive prior notice of such changes. The depositary may reimburse us for certain expenses incurred by us in respect of the

ADR program, by making available a portion of the ADS fees charged in respect of the ADR program or otherwise, upon such terms and conditions as we and the depositary agree from time to time.

Depositary Payments for 2025

From time to time, the Depositary may make payments to us to reimburse and/or share revenue from the fees collected from ADS holders, or waive fees and expenses for services provided, generally relating to costs and expenses arising out of establishment and maintenance of the ADS program. In performing its duties under the deposit agreement, the Depositary may use brokers, dealers or other service providers that are affiliates of the Depositary and that may earn or share fees or commissions.

For the year ended December 31, 2025, Citibank, N.A., as Depositary, had made reimbursements to the Company of $409 thousand.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES.

Not applicable.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS.

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES.

(a) Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this Form 20-F, have concluded that our disclosure controls and procedures were effective as of December 31, 2025.

Report of Management on Internal Control Over Financial Reporting.

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f).

Management, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, has assessed the effectiveness of internal control over financial reporting as of December 31, 2025. Management's assessment was based on the framework in "Internal Control – Integrated Framework", or 2013 framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO.

Based on that assessment, management concluded that, as of December 31, 2025, the Company's internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of its financial reporting and the preparation of its financial statements for external purposes, in accordance with generally accepted accounting principles.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements, and can only provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of the Company's internal control over financial reporting has been audited by KPMG SA, independent registered public accounting firm, as stated in their report on the Company's internal control over financial reporting as of December 31, 2025, which is included herein. See paragraph (b) of the present Item 15, below.

(b) See report of KPMG S.A., independent registered public accounting firm, included under "Item 18. Financial Statements" on page F-3.

(c) No changes in internal controls over financial reporting occurred during the year ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. RESERVED

Not applicable.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. André Muller, Mr. Rainer Boehm, and Dr. Donald Bergstrom are audit and finance committee financial experts as defined by the SEC rules and have the requisite financial sophistication under the applicable rules and regulations of the Nasdaq Global Market. Mr. André Muller, Mr. Rainer Boehm, and Dr. Donald Bergstrom are independent as such term is defined in Rule 10A-3 under the Exchange Act and under the listing standards of the Nasdaq Global Market.

ITEM 16B. CODE OF ETHICS

We have adopted a Code of Business Conduct and Ethics, or the Code of Conduct that is applicable to all of our employees, executive officers and directors. Following the completion of our initial public offering, the Code of Conduct became available on our website at www.cellectis.com. Our board of directors is responsible for overseeing the Code of Conduct and is required to approve any waivers of the Code of Conduct for employees, executive officers and directors. We expect that any amendments to the Code of Conduct, or any waivers of its requirements, will be disclosed on our website.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

KPMG S.A. has served as our independent registered public accounting firm since 2024. Our accountants billed the following fees to us for professional services in each of those fiscal years:

	Year Ended December 31,	
	2024	2025
	($, in thousands)	
Audit Fees	**810**	**837**
Audit-Related Fees	5	15
Tax Fees	**—**	**14**
Other Fees	**—**	**—**
Total	**815**	**866**

"Audit Fees" are the aggregate fees billed for the audit of our annual financial statements. This category also includes services that generally the independent accountant provides, such as consents and assistance with and review of documents filed with the SEC.

"Audit-Related Fees" are the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit and are not reported under Audit Fees.

"Tax Fees" are the aggregate fees billed for professional services rendered by the principal accountant for assistance in the preparation of our PFIC statement.

Audit and Non-Audit Services Pre-Approval Policy

The audit and finance committee has responsibility for selecting, setting compensation of and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the audit and finance committee has adopted a policy governing the pre-approval of all audit and permitted non-audit services performed by our independent registered public accounting firm to ensure that the provision of such services does not impair the independent registered public accounting firm's independence from us and our management. Unless a type of service to be provided by our independent registered public accounting firm has received general pre-approval from the audit and finance committee, it requires specific pre-approval by the audit and finance committee. The payment for any proposed services in excess of pre-approved cost levels requires specific pre- approval by the audit and finance committee. All audit and non-audit services rendered by our independent registered public accounting firm in 2025 were pre-approved by the audit and finance committee.

Pursuant to its pre-approval policy, the audit and finance committee may delegate its authority to pre-approve services to the chairperson of the audit and finance committee. The decisions of the chairperson to grant pre-approvals must be presented to the full audit and finance committee at its next scheduled meeting. The audit and finance committee may not delegate its responsibilities to pre-approve services to the management.

The audit and finance committee has considered the non-audit services provided by KPMG S.A. as described above and believes that they are compatible with maintaining KPMG S.A.'s independence as our independent registered public accounting firm.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Not applicable.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

As a French société anonyme, we are subject to various corporate governance requirements under French law. In addition, as a foreign private issuer listed on the Nasdaq Global Market, we are subject to the Nasdaq corporate governance listing standards. However, the Nasdaq Global Market's listing standards provide that foreign private issuers as defined in the rules promulgated under the Exchange Act are permitted pursuant to Nasdaq Listing Rule 5615(a)(3) to follow home country corporate governance practices in lieu of the Nasdaq Listing Rules, with certain exceptions. Certain corporate governance practices in France may differ significantly from Nasdaq's corporate governance listing standards. For example, neither the corporate laws of France nor our By-laws require that (i) a majority of our directors be independent, (ii) our compensation committee include only independent directors, or (iii) our independent directors hold regularly scheduled meetings at which only independent directors are present. Other than as set forth below, we currently intend to comply with applicable Nasdaq corporate governance listing standards of Nasdaq to the extent possible under French law. However, we may choose to change such practices to follow home country practice in the future.

Although we are a foreign private issuer, we are required to comply with Rule 10A-3 under the Exchange Act, relating to audit committee composition and responsibilities. Rule 10A-3 provides that the audit committee must have direct responsibility for the nomination, compensation and choice of our auditors, as well as control over the performance of their duties, management of complaints made, and selection of consultants. Under Rule 10A-3, if the laws of a foreign private issuer's home country require that any such matter be approved by the board of directors or the shareholders of the Company, the audit committee's responsibilities or powers with respect to such matter may instead be advisory. Under French law, the audit committee may only have an advisory role and appointment of our statutory auditors, in particular, must be decided by our shareholders at our annual meeting.

In addition, Nasdaq Listing Rules require that a listed company specify that the quorum for any meeting of the holders of share capital be at least 33 1⁄3% of the outstanding shares of the company's common voting stock. We follow our French home country practice, rather than complying with this Nasdaq Listing Rule. Consistent with French Law, our By-laws provide that when first convened, general meetings of shareholders may validly convene only if the shareholders present or represented hold at least (1) 20% of the voting shares in the case of an ordinary general meeting or of an extraordinary general meeting where shareholders are voting on a capital increase by capitalization of reserves, profits or share premium, or (2) 25% of the voting shares in the case of any other extraordinary general meeting. If such quorum required by French law is not met, the meeting is adjourned. There is no quorum requirement under French law when an ordinary general meeting or an extraordinary general meeting where shareholders are voting on a capital increase by capitalization of reserves, profits or share premium is reconvened, but the reconvened meeting may consider only questions that were on the agenda of the adjourned meeting. When any other extraordinary general meeting is reconvened, the required quorum under French law is 20% of the shares entitled to vote. The reconvened meeting may consider only questions that were on the agenda of the adjourned meeting. If a quorum is not met at a reconvened meeting requiring a quorum, then the meeting may be adjourned for a maximum of two months.

Finally, we follow French law with respect to shareholder approval requirements in lieu of the various shareholder approval requirements of Nasdaq Listing Rule 5635, which requires a Nasdaq listed company to obtain shareholder approval prior to certain issuances of securities, including: (a) issuances in connection with the acquisition of the stock or assets of another company if upon issuance the issued shares will equal 20% or more of the number of shares or voting power outstanding prior to the issuance, or if certain specified persons have a 5% or greater interest in the assets or company to be acquired (Nasdaq Listing Rules 5635(a)); (b) issuances or potential issuances that will result in a change of control of us (Nasdaq Listing Rule 5635(b)); (c) issuances in connection with equity compensation arrangements (Nasdaq Listing Rule 5635(c)); and (d) 20% or greater issuances in transactions other than public offerings, as defined in the Nasdaq Listing Rules (Nasdaq Listing Rule 5635(d)). Under French law, our shareholders may approve issuances of equity, as a general matter, through the adoption of delegation of authority resolutions at the Company's shareholders' meeting pursuant to which shareholders may delegate their authority to the Executive Board to increase the Company's share capital within specified parameters set by the shareholders, which may include a time limitation to carry out the share capital increase, the cancellation of their preferential subscription rights to the benefit of named persons or a category of persons, specified price limitations and/or specific or aggregate limitations on the size of the share capital increase. Due to differences between French law and corporate governance practices and Nasdaq Listing Rule 5635, we follow our French home country practice, rather than complying with this Nasdaq Listing Rule.

In accordance with French law, committees of our board of directors will only have an advisory role and can only make recommendations to our board of directors. As a result, decisions will be made by our board of directors taking into account nonbinding recommendations of the relevant board committee.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16J. INSIDER TRADING POLICIES

The Company has adopted an Insider Trading Policy governing the purchase, sale and/or other disposition of its securities by directors, officers and employees, that it believes is reasonably designed to promote compliance with insider trading laws, rules and regulations and applicable Nasdaq listing standards. A copy of the Company's Insider Trading Compliance Policy is filed with this Annual Report on Form 20-F as Exhibit 11.1. The Company is not subject to the Insider Trading Policy. However, the Company does not trade in its securities if it is in possession of material nonpublic information.

ITEM 16K. CYBERSECURITY

We recognize the importance of assessing, identifying, and managing material risks associated with cybersecurity threats. These risks include, among other things, operational risks; intellectual property theft; fraud; extortion; harm to employees or customers; violation of privacy or security laws and other litigation and legal risk; and reputational risks. Our cybersecurity policies, standards, processes, and practices are based on recognized frameworks established by the National Institute of Standards and Technology, the International Organization for Standardization and other applicable industry standards. However, this does not mean that our policies, standards, processes, or practices meet any particular technical standards, specifications, or requirements, but only that we use these frameworks as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business.

Our cybersecurity policies, standards, and practices are integrated into our overall risk management system and processes as part of our IT security policy and IT security incident response plan.

Cybersecurity Risk Management and Strategy

Our cybersecurity risk management strategy focuses on several areas:

- Identification and Reporting: We have implemented a cross-functional approach to assessing, identifying and managing cybersecurity threats and incidents. Our program includes controls and procedures that are designed to identify, classify and escalate certain cybersecurity incidents to enable management to provide visibility and direction as to the public disclosure and reporting of material incidents in a timely manner.
- Technical Safeguards: We have implemented technical safeguards that are designed to protect our information system from cybersecurity threats, including a firewall, intrusion prevention and detection systems, anti-malware functionality, and access controls, which are evaluated and improved through vulnerability and cybersecurity threat intelligence analysis, as well as third-party audits and certifications.
- Incident Response and Recovery Planning: We have established and maintain comprehensive incident response, business continuity, and disaster recovery plans designed to address our response to a cybersecurity incident. We conduct regular tabletop exercises to test these plans and familiarize personnel with their roles in a response scenario.
- Third-Party Risk Management: We maintain a risk-based approach to identifying and overseeing material risks from cybersecurity threats presented by our use of third parties, including vendors, service providers, and other external users of our systems, including any outside auditors and consultants who advice on our cybersecurity systems, as well as the systems of third parties that could adversely impact our business in the event of a material cybersecurity incident affecting those third-party systems.
- Education and Awareness: We provide regular, mandatory training for our employees regarding cybersecurity threats as a means to equip our employees with tools to make employees aware of and to address cybersecurity threats, and to communicate our evolving information security policies, standards, processes, and practices.

We conduct periodic assessments and testing of our policies, standards, processes, and practices in a manner intended to address cybersecurity threats and events. The results of such assessments, audits, and reviews are evaluated by management and reported to our

audit and finance committee and our board of directors, and we adjust our cybersecurity policies, standards, processes, and practices as necessary based on information provided by these assessments, audits, and reviews. Risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected and are not reasonably likely to materially affect our company, including our business strategy, results of operations, or financial condition. See "Risk Factors—Risks Related to Operational Compliance and Risk Management—Our internal computer systems, or those of our third-party contractors or consultants, may fail or suffer security breaches, which could result in a material disruption of our product development programs or loss of personal data."

Governance

Cybersecurity is an important part of our risk management processes and an area of increasing focus for our board of directors and management. Our audit and finance committee is responsible for the oversight of risks from cybersecurity threats. At least annually, the audit and finance committee receives an overview from management of our cybersecurity threat risk management and strategy processes covering topics such as data security posture, results from third-party assessments, progress towards pre-determined risk-mitigation-related goals, our incident response plan, and material cybersecurity threat risks or incidents and developments, as well as the steps management has taken to respond to such risks. Members of the audit and finance committee are also encouraged to regularly engage in ad hoc conversations with management on cybersecurity-related news events and discuss any updates to our cybersecurity risk management and strategy programs. Our cybersecurity risk management and strategy processes, which are discussed in greater detail above, are led by a team of senior level management, including our Chief Executive Officer, Chief Financial Officer, General Counsel, and Chief Information Officer. These members of management are informed about and monitor the prevention, mitigation, detection, and remediation of cybersecurity incidents through their management of, and participation in, the cybersecurity risk management and strategy processes described above, including the operation of our incident response plan. As discussed above, these members of management report to the audit and finance committee about material risks from cybersecurity threats, among other cybersecurity related matters.

PART III

ITEM 17. FINANCIAL STATEMENTS

See Item 18. Financial Statements

ITEM 18. FINANCIAL STATEMENTS

See pages F-1 through F-67 of this Annual Report.

ITEM 19. EXHIBITS

Exhibit Index

The following exhibits are filed as part of this Annual Report:

Exhibit Number	Description of Exhibit
1.1#	By-laws (Statuts) of the Registrant
2.1#	Form of Deposit Agreement (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form F-1, as amended, filed with the Commission on March 10, 2015) (File No. 333-202205).
2.2#	Form of American Depositary Receipt (included in Exhibit 2.1 as Exhibit A) (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form F-1, as amended, filed with the Commission on March 10, 2015).
2.3	Description of Securities registered under Section 12 of the Exchange Act.
4.1#*	Exclusive Patent License Agreement between Regents of the University of Minnesota and Cellectis S.A., dated January 10, 2011(incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 6-K filed with the Commission on December 5, 2025) (File No. 001-36891).
4.1.1#*	First Amendment to the Exclusive Patent License Agreement between Regents of the University of Minnesota and Cellectis S.A., dated May 24, 2012 (incorporated by reference to Exhibit 4.1.1 to the Registrant's Current Report on Form 6-K filed with the Commission on December 5, 2025) (File No. 001-36891).
4.1.2#*	Second Amendment to the Exclusive Patent License Agreement between Regents of the University of Minnesota and Cellectis S.A., dated April 1, 2014 (incorporated by reference to Exhibit 4.1.2 to the Registrant's Current Report on Form 6-K filed with the Commission on December 5, 2025) (File No. 001-36891).
4.1.3#*	Third Amendment to the Exclusive Patent License Agreement between Regents of the University of Minnesota and Cellectis S.A., dated December 16, 2015 (incorporated by reference to Exhibit 4.1.3 to the Registrant's Current Report on Form 6-K filed with the Commission on December 5, 2025) (File No. 001-36891).
4.1.4#*	Fourth Amendment to the Exclusive Patent License Agreement between Regents of the University of Minnesota and Cellectis S.A., dated November 4, 2022 (incorporated by reference to Exhibit 4.1.4 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 14, 2023) (File No. 001-36891).
4.2#	Patent & Technology License Agreement between Ohio State Innovation Foundation and Cellectis S.A., dated October 23, 2014(incorporated by reference to Exhibit 4.7 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 12, 2019) (File No. 001-36891).
4.3#	Form of Change in Control Agreement(incorporated by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 14, 2023) (File No. 001-36891).
4.4#	2024 Employees Change of Control Plan, dated May 27, 2024 (incorporated by reference to Exhibit 4.4 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 14, 2025) (File No. 001-36891).
4.5†#	2012 Free Share Plan (incorporated by reference to Exhibit 10.13 to the Registrant's Registration Statement on Form F-1 filed with the Commission on March 10, 2015) (File No. 333-202205).
4.6†#	2013 Free Share Plan (incorporated by reference to Exhibit 10.14 to the Registrant's Registration Statement on Form F-1 filed with the Commission on March 10, 2015) (File No. 333-202205).
4.7†#	2014 Free Share Plan(incorporated by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form F-1 filed with the Commission on March 10, 2015) (File No. 333-202205).
4.8†#	2015 Free Share Plan(incorporated by reference to Exhibit 4.16 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 10, 2015) (File No. 001-36891).
4.9†#	2015 Stock Option Plan (incorporated by reference to Exhibit 4.17 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 10, 2015) (File No. 001-36891).
4.10†#	2016 Stock Option Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on December 2, 2016) (File No. 333-214884).
4.11†#	2017 Stock Option Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 9, 2018) (File No. 333-222482).
4.12†#	Free Share 2018 Plan (incorporated by reference to Exhibit 99.3 to the Post-Effective Amendment to the Registrant's Registration Statement on Form S-8 filed with the Commission on April 13, 2018) (File No. 333-222482).
4.13†#	2018 Stock Option Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on October 5, 2018) (File No. 333-227717).

4.14†#	Summary of BSA Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 filed with the Commission on October 5, 2018) (File No. 333-227717).
4.15†#	Second Free Share 2018 Plan (incorporated by reference to Exhibit 99.3 to the Post-Effective Amendment to the Registrant's Registration Statement on Form S-8 filed with the Commission on March 4, 2021) (File No. 333-227717).
4.16†#	2021 Stock Option Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on August 5, 2021) (File No. 333-258514).
4.17†#	2021 Free Shares Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 filed with the Commission on August 5, 2021) (File No. 333-258514).
4.18†#	2022 Stock Option Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on October 6, 2022) (File No. 333-267760).
4.19†#	2022 Free Shares Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 filed with the Commission on October 6, 2022) (File No. 333-267760).
4.20†#	2023 Stock Option Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on August 7, 2023) (File No. 333-273777).
4.21†#	2023 Free Shares Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 filed with the Commission on August 7, 2023) (File No. 333-273777).
4.22†#	License Agreement between Allogene Therapeutics, Inc. and Cellectis S.A., dated March 8, 2019 (incorporated by reference to Exhibit 4.25 to the Registrant's Annual Report on Form 20-F, as amended, filed with the Commission on April 25, 2019) (File No. 001-36891).
4.23#*	License, Development and Commercialization Agreement between Les Laboratoires Servier and Cellectis S.A. dated March 6, 2019(incorporated by reference to Exhibit 4.26 to the Registrant's Annual Report on Form 20-F/A filed with the Commission on April 25, 2019) (File No. 001-36891).
4.24#*	Amendment No. 1 to License, Development and Commercialization Agreement between Les Laboratoires Servier and Cellectis S.A. dated March 4, 2020 (incorporated by reference to Exhibit 4.26.1 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 5, 2020) (File No. 001-36891).
4.25†#	2024 Stock Options Plan (incorporated by reference to Exhibit 99.1 of the Registrant's Registration Statement on Form S-8 filed with the Commission on January 15, 2025) (File No. 333-284301).
4.26†#	2024 Free Shares Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 15, 2025) (File No. 333-284301).
4.27†#	2025 Stock Option Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on September 12, 2025) (File No. 333-290218).
4.28†#	2025 Free Shares Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 filed with the Commission on September 12, 2025) (File No. 333-290218).
4.30#*	Credit Facility Agreement between the European Investment Bank and Cellectis S.A., dated December 28, 2022 (incorporated by reference to Exhibit 4.26 to the Registrant's Annual Report on Form 20-F filed with the Commission on March 14, 2023) (File No. 001-36891).
4.31#*	Joint Research and Collaboration Agreement dated November 1, 2023 between Cellectis S.A. and AstraZeneca Ireland Limited(incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 6-K filed with the Commission on November 9, 2023) (File No. 001-36891)
4.31-1#*	Side Letter to the Joint Research and Collaboration Agreement with AstraZeneca Ireland Limited dated on June 16, 2025
4.31-2#*	Amendment No. 1 to the Joint Research and Collaboration Agreement with AstraZeneca Ireland Limited dated on November 17, 2025
4.32#*	Initial Investment Agreement dated November 1, 2023 between AstraZeneca Holdings B.V. and Cellectis S.A. (incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 6-K filed with the Commission on November 9, 2023) (File No. 001-36891).
4.33#*	Subsequent Investment Agreement dated November 1, 2023 between AstraZeneca Holdings B.V. and Cellectis S.A (incorporated by reference to Exhibit 99.3 to the Registrant's Current Report on Form 6-K filed with the Commission on November 9, 2023) (File No. 001-36891).
4.34#*	Subscription Agreement for Warrants to be issued by Cellectis S.A. dated March 30, 2023 (incorporated by reference to Exhibit 4.34 to the Registrant's Annual Report on Form 20-F/A, filed with the Commission on March 14, 2025) (File No. 001-36891).
8.1#	List of subsidiaries of the registrant (incorporated by reference to Exhibit 8.1 to the Registrant's Annual Report on Form 20-F/A filed with the Commission on March 14, 2025) (File No. 001-36891).
11.1	Insider Trading Poliy
12.1	Certificate of Principal Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification by the Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

13.1	Certification by the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2	Certification by the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
15.1	Consent of KPMG S.A. (PCAOB #1253).
15.2	Consent of Ernst & Young et Autres (PCAOB # 1704).
97.1	Compensation Recoupment Policy of Cellectis (incorporated by reference to Exhibit 97.1 to the Registrant's Annual Report on Form 20-F/A filed with the Commission on March 14, 2025) (File No. 001-36891).
101	The following materials from Cellectis S.A.'s Report on Form 20.F formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Statements of Consolidated Financial Position, (ii) the Statements of Consolidated Operations, (iii) the Statements of Consolidated Comprehensive Income (Loss), (iv) the Statements of Consolidated Cash Flows, (v) the Statements of Changes in Consolidated Shareholders' Equity, and (vi) Notes to the Consolidated Financial Statements.
104.1	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

† Indicates a management contract or any compensatory plan, contract or arrangement.
# Indicates a document previously filed with the Commission.
* Portions of this exhibit (indicated by asterisks) have been omitted because they are not material and would likely cause competitive harm if disclosed

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Financial Statements for the Years Ended December 31, 2023, 2024 and 2025:

Reports of KPMG SA Independent Registered Public Accounting Firm	F-2
Report of Ernst & Young et Autres, Independent Registered Public Accounting Firm	F-4
Statements of Consolidated Financial Position as of December 31, 2024 and 2025	F-5
Statements of Consolidated Operations for the Years Ended December 31, 2023, 2024 and 2025	F-6
Statements of Consolidated Comprehensive Income (Loss) for the Years Ended December 31, 2023, 2024 and 2025	F-7
Statements of Consolidated Cash Flows for the Years Ended December 31, 2023, 2024 and 2025	F-8
Statements of Consolidated Changes in Shareholders' Equity for the Years Ended December 31, 2023, 2024 and 2025	F-9
Notes to the Consolidated Financial Statements	F-12

Auditor Firm Id: 1253	Auditor Name: KPMG S.A.	Auditor Location: Paris-La Defense, France
Auditor Firm Id: 1704	Auditor Name: Ernst & Young et Autres	Auditor Location: Courbevoie, France

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Cellectis S.A.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Cellectis S.A. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related statements of consolidated operations, consolidated comprehensive income (loss), consolidated cash flows and changes in consolidated shareholders' equity for the years then ended, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for the years then ended, in conformity with IFRS Accounting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 19, 2026 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Budgeted costs at completion for research plans under the Joint Research and Collaboration Agreement with AstraZeneca

As discussed in Notes 2.6 and 4.1 to the consolidated financial statements, on November 1, 2023, the Company and AstraZeneca (AZ) Ireland Limited entered into a Joint Research and Collaboration Agreement (AZ JRCA). Pursuant to the AZ JRCA, the Company and AZ Ireland Limited agreed to collaborate to develop up to 10 novel cell and gene therapy candidate products, individually referred to as a research plan. Under each research plan, the Company recognizes revenue over time as the related performance obligation is satisfied. The Company measures progress of the performance obligation using a percentage-of-completion method, based on the ratio of research costs incurred to total budgeted costs for each research plan. For the year ended December 31, 2025, the Company recognized revenue of $72.9 million, of which $71.9 million was derived from the AZ JRCA.

We identified the evaluation of the total budgeted costs at completion for research plans under the AZ JRCA as a critical audit matter. A high degree of subjective auditor judgment was required to evaluate total budgeted costs at completion used to recognize revenue over time for research plans under the AZ JRCA because of the variability and inherent uncertainty associated with the estimated personnel and other costs to complete the research plan.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the revenue process, including controls related to the evaluation of budgeted costs at completion for each research plan. For all approved research plans, we evaluated the budgeted costs at completion by (i) inspecting the underlying contract and related amendments to obtain an understanding of the contractual requirements and related performance obligations, (ii) inquiring of financial and research personnel of the Company to identify factors that should be considered within the estimated costs at completion or indications of potential management bias, (iii) comparing a selection of personnel and other costs in the budgeted costs at completion to source documents and costs incurred to date on the research plan, (iv) comparing current period total budgeted costs at completion to previous total budgeted costs at completion and assessing the cause of certain revisions, and (v) comparing management's prior forecasts of budgeted costs to actual results to evaluate management's ability to accurately forecast.

We have served as the Company's auditor since 2024.

Paris La Défense, France

March 19, 2026

/s/ KPMG S.A.

Cédric Adens	Vaea Prior
Partner	Partner

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Cellectis S.A.

Opinion on Internal Control Over Financial Reporting

We have audited Cellectis S.A. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of December 31, 2025 and 2024, the related statements of consolidated operations, consolidated comprehensive income (loss), consolidated cash flows and changes in consolidated shareholders' equity for the years then ended, and the related notes (collectively, the consolidated financial statements), and our report dated March 19, 2026 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Paris La Défense, France

March 19, 2026

/s/ KPMG S.A.

Cédric Adens	Vaea Prior
Partner	Partner

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Cellectis S.A.

Opinion on the Financial Statements

We have audited the accompanying statements of consolidated operations, consolidated comprehensive income (loss), consolidated cash flows and changes in consolidated shareholders' equity for the year ended December 31, 2023 of Cellectis S.A. (the Company), and the related notes (collectively referred to as the "consolidated financial statements").

In our opinion, the consolidated financial statements present fairly, in all material respects, the results of operations of the Company and its cash flows for the year ended December 31, 2023, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and in accordance with International Financial Reporting Standards as endorsed by the European Union.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Ernst & Young et Autres

Ernst & Young et Autres has served as the Company's auditor from 2012 to 2023.

Lille, France

April 29, 2024

Cellectis S.A.
STATEMENTS OF CONSOLIDATED FINANCIAL POSITION
$ in thousands

	Notes	As of December 31, 2024	As of December 31, 2025
ASSETS			
Non-current assets			
Intangible assets	**7**	1,116	535
Property, plant and equipment	**9**	45,895	38,788
Right-of-use assets	**8**	29,968	23,658
Non-current financial assets	**11**	7,521	5,088
Other non-current assets	**11**	11,594	20,025
Deferred tax assets	**4.5**	382	382
Total non-current assets		**96,476**	**88,476**
Current assets			
Trade receivables	**12.1**	6,714	14,398
Subsidies receivables	**12.2**	14,521	7,800
Other current assets	**12.3**	5,528	5,383
Current financial assets	**13**	117,055	147,130
Cash and cash equivalents	**13**	143,251	61,533
Total current assets		**287,069**	**236,244**
TOTAL ASSETS		**383,544**	**324,720**
LIABILITIES			
Shareholders' equity			
Share capital	**17**	5,889	5,903
Premiums related to the share capital	**17**	494,288	437,445
Currency translation adjustment		(39,537)	(33,316)
Retained earnings (deficit)		(292,846)	(266,538)
Net income (loss)		(36,761)	(67,593)
Total shareholders' equity - Group Share		**131,033**	**75,901**
Total shareholders' equity		**131,033**	**75,901**
Non-current liabilities			
Non-current financial liabilities	**14**	50,882	74,013
Non-current lease debts	**14**	34,245	27,725
Non-current provisions	**20**	1,115	1,329
Total non-current liabilities		**86,241**	**103,067**
Current liabilities			
Current financial liabilities	**14**	16,134	10,460
Current lease debts	**14**	8,385	7,701
Trade payables		18,664	17,277
Deferred income and contract liabilities	**16**	112,161	96,803
Current provisions	**20**	828	1,169
Other current liabilities	**15**	10,097	12,342
Total current liabilities		**166,269**	**145,752**
Total liabilities		**252,511**	**248,819**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**383,544**	**324,720**

The accompanying notes form an integral part of these Consolidated Financial Statements

Cellectis S.A.
STATEMENTS OF CONSOLIDATED OPERATIONS
For the year ended December 31
$ in thousands, except share and per share amounts

	Notes	For the year ended December 31, 2023	2024	2025
Revenues and other income				
Revenues	**4.1**	755	41,505	72,949
Other income	**4.1**	8,438	7,712	6,644
Total revenues and other income		**9,193**	**49,217**	**79,592**
Operating expenses		-	-	
Cost of revenue	**4.2**	(737)	-	-
Research and development expenses	**4.2**	(87,646)	(90,536)	(93,517)
Selling, general and administrative expenses	**4.2**	(16,812)	(19,085)	(19,790)
Other operating income (expenses)	**4.2**	(1,300)	849	638
Total operating expenses and other operating income		**(106,495)**	**(108,771)**	**(112,669)**
Operating income (loss)		**(97,302)**	**(59,554)**	**(33,076)**
Financial income	**4.4**	21,479	44,407	16,124
Financial expenses	**4.4**	(40,642)	(21,614)	(51,064)
Net Financial gain (loss)		**(19,163)**	**22,793**	**(34,940)**
Income tax	**4.5**	**(371)**	**(0)**	**423**
Income (loss) from continuing operations		(116,835)	(36,761)	(67,593)
Income (loss) from discontinued operations	**5**	8,392	-	-
Net income (loss)		**(108,443)**	**(36,761)**	**(67,593)**
Attributable to shareholders of Cellectis		(101,059)	(36,761)	(67,593)
Attributable to non-controlling interests		(7,384)	-	-
Basic / Diluted net income (loss) per share attributable to shareholders of Cellectis	**19**		-	
Basic net income (loss) attributable to shareholders of Cellectis, per share ($ /share)		(1.77)	(0.41)	(0.67)
Diluted net income (loss) attributable to shareholders of Cellectis, per share ($ /share)		(1.77)	(0.41)	(0.67)
Basic and diluted net income attributable to shareholders of Cellectis from discontinued operations, per share ($ /share)		0.28	-	-
Number of shares used for computing				
Basic and diluted		57,012,815	90,566,346	100,279,276

The accompanying notes form an integral part of these Consolidated Financial Statements

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)
For the year ended December 31
$ in thousands

	For the year ended December 31,		
	2023	2024	2025
Net income (loss)	**(108,443)**	**(36,761)**	**(67,593)**
Actuarial gains (losses)	597	37	86
Currency translation adjustment generated by the parent company	-	(7,581)	15,968
Other comprehensive income (loss) that will not be reclassified subsequently to income or loss from continued operations	**597**	**(7,545)**	**16,054**
Currency translation adjustment	2,919	4,734	(9,747)
Other comprehensive income (loss) that will be reclassified subsequently to income or loss from continuing operations	**2,919**	**4,734**	**(9,747)**
Other comprehensive income (loss) from discontinued operations	(1,522)	-	-
Total other comprehensive income (loss)	**1,994**	**(2,811)**	**6,307**
Total Comprehensive income (loss)	**(106,449)**	**(39,572)**	**(61,286)**
Attributable to shareholders of Cellectis	(100,535)	(39,572)	(61,286)
Attributable to non-controlling interests	(5,914)	(0)	-

The accompanying notes form an integral part of these Consolidated Financial Statements

Cellectis S.A.
STATEMENTS OF CONSOLIDATED CASH FLOWS
For the year ended December 31
$ in thousands

We present our statements of consolidated cash flows using the indirect method:

	Notes	For the year ended December 31, 2023	2024	2025
Cash flows from operating activities				
Net income (loss) for the period		**(108,443)**	**(36,761)**	**(67,593)**
Net loss for the period from discontinued operations		8,392	-	-
Net (loss) income for the period from continuing operations		(116,835)	(36,761)	(67,593)
Adjustment to reconcile net income (loss) to cash provided by (used in) operating activities				
Adjustments for				
Amortization and depreciation		18,523	19,846	20,062
Net loss (income) on disposals		-	21	1
Net financial loss (gain)		19,163	(22,793)	34,940
Income tax		371	(539)	(423)
Expenses related to share-based payments		5,233	3,167	6,110
Provisions		1,352	(1,875)	334
Other non-cash items		(1,402)	2,010	-
Realized foreign exchange gain (loss)		8	(308)	339
Operating cash flows before change in working capital		**(73,588)**	**(37,233)**	**(6,231)**
Decrease (increase) in trade receivables and other current assets (1)	**12**	2,252	52,596	(5,020)
Decrease (increase) in subsidies and tax receivables		(6,238)	(6,734)	(4,431)
(Decrease) increase in trade payables and other current liabilities		(6,305)	2,055	(3,259)
(Decrease) increase in deferred revenues and contract liabilities		59,149	5,748	(28,883)
Change in working capital		**48,859**	**53,665**	**(41,593)**
Interest received		**3,627**	**6,558**	**8,428**
Income tax received (paid)				**(5)**
Net cash flows provided by (used in) operating activities of continuing operations		(21,103)	22,989	(39,401)
Net cash flows provided by (used in) operating activities of discontinued operations		(3,644)	-	-
Net cash flows provided by (used in) operating activities		**(24,746)**	**22,989**	**(39,401)**
Cash flows from investment activities				
Acquisition of intangible assets		-	(1,260)	(1,173)
Calyxt's cash and cash equivalents disposed of	**5**	(1,642)	-	-
Acquisition of property, plant and equipment	**9**	(1,073)	(2,583)	(2,360)
Sales of non-current financial assets	**11**	489	-	158
Sale of current financial assets	**13**	-	63,806	133,669
Acquisition of non-current financial assets		-	(2)	-
Acquisition of current financial assets	**13**	(13,363)	(162,768)	(159,777)
Net cash flows provided by (used in) investing activities of continuing operations		(15,589)	(102,808)	(29,484)
Net cash flows provided by (used in) investing activities of discontinued operations		79	-	-
Cash flows provided by (used in) investment activities		**(15,510)**	**(102,808)**	**(29,484)**
Cash flows from financing activities				
Proceeds from issue of share capital and other equity instruments after deduction of transaction costs	**17**	67,936	82,822	44
Increase in borrowings	**14**	29,671	23,201	-
Decrease in borrowings	**14**	(5,107)	(5,001)	(5,379)
Interest paid on financial debt		(333)	(847)	(612)
Payments on lease debts	**14**	(11,084)	(11,062)	(10,814)
Net cash flows provided by (used in) financing activities of continuing operations		81,084	89,113	(16,761)
Net cash flows provided by (used in) financing activities of discontinued operations		1,781	- -	-
Net cash flows provided by (used in) financing activities		**82,865**	**89,113**	**(16,761)**
(Decrease) increase in cash and cash equivalents		**42,608**	**9,295**	**(85,647)**
Cash and cash equivalents at the beginning of the year		**93,216**	**136,708**	**143,251**
Effect of exchange rate changes on cash		884	(2,752)	3,928
Cash from discontinued operations		-	-	-
Cash from continuing operations		136,708	143,251	61,533
Cash and cash equivalents at the end of the period	**13**	**136,708**	**143,251**	**61,533**

(1) For the year ended December 31, 2024, the $140.0 million cash received from AstraZeneca related to Cellectis' capital increase is recorded as cash-flows from operating activities for $57.0 million related to the SIA derivative and as cash-flows from financing activities for $82.8 million (after deduction of transactions costs amounting to $0.2 million)– see note 2.6.

Cellectis S.A.
STATEMENTS OF CHANGES IN CONSOLIDATED SHAREHOLDERS' EQUITY
For the year ended December 31
$ in thousands, except number of shares

		Share Capital							Equity		
	Notes	Number of ordinary shares	Number of preferred shares	Amount	Premiums related to share capital	Currency translation adjustment	Retained earnings (deficit)	Income (Loss)	attributable to shareholders of Cellectis	Non controlling interests	Total Shareholders' Equity
As of January 1, 2023		**45,675,968**	**-**	**2,955**	**583,122**	**(28,605)**	**(333,365)**	**(106,139)**	**117,968**	**7,973**	**125,941**
Net Loss		-	-	-	-	-	-	(101,059)	(101,059)	(7,384)	(108,443)
Other comprehensive income (loss)		-	-	-	-	(73)	597	-	524	1,470	1,994
Total comprehensive income (loss)		-	-	-	-	**(73)**	**597**	**(101,059)**	**(100,535)**	**(5,914)**	**(106,449)**
Allocation of prior period loss		-	-	-	-	-	(106,139)	106,139	-	-	-
Capital increase of Cellectis	**17**	25,907,800	-	1,401	68,584	-	-	-	69,985	-	69,985
Transaction costs related to Cellectis' capital increase	**17**	-	-	-	(2,049)	-	-	-	(2,049)	-	(2,049)
Operation between shareholders		-	-	-	-	-	343	-	343	(343)	-
Loss of control over Calyxt		-	-	-	-	-	-	-	-	(3,625)	(3,625)
OCI Reclassification pursuant to Calyxt's deconsolidation		-	-	-	-	(8,012)	(10)	-	(8,022)	-	(8,022)
Exercise of share warrants, employee warrants, stock-options and free-shares vesting Cellectis		167,433	-	9	-	-	-	-	9	-	9
Non-cash stock-based compensation expense	**18**	-	-	-	7,086	-	-	-	7,086	2,006	9,092
Other movements	**17**	-	-	-	(133,958)	-	133,868	-	(90)	(97)	(187)
As of December 31, 2023		**71,751,201**	**-**	**4,365**	**522,785**	**(36,690)**	**(304,707)**	**(101,059)**	**84,695**	**0**	**84,695**
As of January 1, 2024		**71,751,201**	**-**	**4,365**	**522,785**	**(36,690)**	**(304,707)**	**(101,059)**	**84,695**	**0**	**84,695**
Net Income (loss)		-	-	-	-	-	-	(36,761)	(36,761)	-	(36,761)
Other comprehensive income (loss)		-	-	-	-	(2,848)	37	-	(2,811)	(0)	(2,811)
Total comprehensive income (loss)		-	-	-	-	**(2,848)**	**37**	**(36,761)**	**(39,572)**	**(0)**	**(39,572)**
Allocation of prior period loss	**17**	-	-	-	(112,911)	-	11,852	101,059	-	-	-
Capital increase of Cellectis	**17**	-	28,000,000	1,505	138,495	-	-	-	140,000	-	140,000
Transaction costs related to Cellectis' capital increase	**17**	-	-	-	(207)	-	-	-	(207)	-	(207)
Derecognition of AstraZeneca SIA derivative		-	-	-	(56,970)	-	-	-	(56,970)	-	(56,970)
Exercise of share warrants, employee warrants, stock-options and vesting of free-shares	**17**	342,672	-	19	9	-	(27)	-	0	-	0
Non-cash stock-based compensation expense	**18**	-	-	-	3,167	-	-	-	3,167	-	3,167
Other movements	**17**	-	-	-	(79)	-	-	-	(79)	-	(79)
As of December 31, 2024		**72,093,873**	**28,000,000**	**5,889**	**494,288**	**(39,537)**	**(292,846)**	**(36,761)**	**131,033**	**0**	**131,033**
As of January 1, 2025		**72,093,873**	**28,000,000**	**5,889**	**494,288**	**(39,537)**	**(292,846)**	**(36,761)**	**131,033**	**0**	**131,033**
Net Income (loss)		-	-	-	-	-	-	(67,593)	(67,593)	-	(67,593)
Other comprehensive income (loss)		-	-	-	-	6,221	86	-	6,307	-	6,307
Total comprehensive income (loss)		-	-	-	-	**6,221**	**86**	**(67,593)**	**(61,286)**	**-**	**(61,286)**
Allocation of prior period loss	**17**	-	-	-	(62,999)	-	26,239	36,761	-	-	-
Exercise of share warrants, employee warrants, stock-options and vesting of free-shares	**17**	245,568	-	14	36	-	(16)	-	33	-	33
Non-cash stock-based compensation expense	**18**	-	-	-	6,110	-	-	-	6,110	-	6,110
Other movements		-	-	-	11	-	-	-	11	-	11
As of December 31, 2025		**72,339,441**	**28,000,000**	**5,903**	**437,445**	**(33,316)**	**(266,538)**	**(67,593)**	**75,901**	**0**	**75,901**

The accompanying notes form an integral part of these Consolidated Financial Statements

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 developing gene therapy product candidates in other therapeutic indications.

Cellectis S.A., Cellectis, Inc., Cellectis Biologics, Inc. (and Calyxt, Inc. until May 31, 2023), as a consolidated group of companies, are sometimes referred to as the "Group."

On May 31, 2023, Calyxt, Inc. completed its all-stock, reverse merger business combination with Cibus Global, LLC ("Cibus Global") (the "Merger"). Among other things, as part of the Merger, each share of Calyxt's common stock, par value $0.0001 per share, existing and outstanding immediately prior to the Merger remained outstanding as a share of Class A common stock, par value $0.0001 per share ("Class A Common Stock"), without any conversion or exchange thereof, and Calyxt issued approximately 16,527,484 shares of Class A Common Stock to unitholders of Cibus Global based on an exchange ratio set forth in the agreement and plan of merger (the "Merger Agreement") for the Merger. Following the closing of the Merger, effective on June 1, 2023, the combined company operated under the name of Cibus, Inc. (referred to as "Cibus"). Cellectis' equity interest in Calyxt was reduced to 2.9% after the closing of the Merger, which resulted in Cellectis losing control of Calyxt. Calyxt has therefore not been consolidated since June 1, 2023.

Note 2. Accounting principles

2.1 Basis of preparation

The Consolidated Financial Statements of Cellectis as of and for the year ended December 31, 2025 were approved by our Board of Directors on March 19, 2026.

Our Consolidated Financial Statements are presented in thousand US Dollars.

The Consolidated Financial Statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IASB") and in conformity with IFRS Accounting Standards as endorsed by the European Union.

The Consolidated Financial Statements have been prepared using the historical cost measurement basis except for certain assets and liabilities that are measured at fair value in accordance with IFRS Accounting Standards.

IFRS Accounting Standards include International Financial Reporting Standards ("IFRS"), International Accounting Standards ("the IAS"), as well as the interpretations issued by the Standards Interpretation Committee ("the SIC"), and the International Financial Reporting Interpretations Committee ("IFRIC"). The significant accounting methods used to prepare the Consolidated Financial Statements are described below.

Application of new or amended standards

The following pronouncements and related amendments have been adopted by us from January 1, 2025 but had no significant impact on the 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 as of January 1, 2025)

Standards, interpretations and amendments issued but not yet effective

The following pronouncements and related amendments are applicable for annual reporting periods beginning after January 1, 2026, as specified below. The Group has not early adopted the following new or amended accounting standards in preparing these consolidated financial statements.

- **IFRS 18** ***Presentation and Disclosure in Financial Statements***

IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The new accounting standard introduces the following key new requirements.

Entities are required to classify all income and expenses into five categories in the statement of consolidated operations, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.

Management-defined performance measures (MPMs) are to be disclosed in a single note in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when

presenting operating cash flows under the indirect method.

The Group is still in the process of assessing the impact of the new accounting standard, particularly with respect to the structure of the Group's statement of consolidated operations, the statement of consolidated cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as 'other'.

- **Other accounting standards**

The following new and amended accounting standards are not expected to have significant impact on the Group's consolidated financial statements:

- 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)

- *Classification and Measurement of Financial Instruments* – Amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments: Disclosures* (effective for the accounting periods beginning on or after January 1, 2026).

Going concern

The consolidated financial statements were prepared on a going concern basis.

With cash and cash equivalents of $61.5 million and deposits (including related accrued interest) of $144.8 million as of December 31, 2025, the Company believes its cash and cash equivalents and deposits will be sufficient to fund its operations for at least twelve months following the publication of our Consolidated Financial Statements.

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 Consolidated Financial Statements are presented in U.S. dollars, which differs from the functional currency of the parent company, Cellectis S.A, which is the euro.

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

2.3 Consolidated entities and non-controlling interests

Accounting policy

We control all the legal entities included in the consolidation. An investor controls an investee when the investor is exposed to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Control requires power, exposure to variability of returns and a linkage between the two.

To have power, the investor needs to have existing rights that give it the current ability to direct the relevant activities that significantly affect the investee's returns.

In order to ascertain control, potential voting rights which are substantial are taken into consideration.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full consolidation.

If the Group loses control of a subsidiary, the subsidiary is deconsolidated as of the date control is lost.

At the date when control is lost, the Group derecognizes the assets and liabilities of the subsidiary and of any non-controlling interests in the former subsidiary at their carrying amounts, and recognizes the fair value of any consideration received from the transaction that resulted in the loss of control and the fair value of any investment retained in the former subsidiary. The Group recognizes any resulting difference as a gain or loss in profit or loss attributable to the parent. The Group also reclassifies to profit or loss, or transfers directly to retained earnings if required by other IFRS Accounting Standards, the amounts recognized in other comprehensive income in relation to the subsidiary.

Investments in associates

Associates are entities in which the Group has significant influence in respect of financial and operating policy decisions, but not control nor joint control.

Investments in associates are accounted for under the equity method and are initially recognized at cost.

The consolidated financial statements include the Group's share of the total comprehensive income of associates from the date when significant influence is obtained until the date it ceases.

If the Group's share of losses exceeds its equity interest, the carrying amount of investments consolidated under the equity method is reduced to zero and the Group ceases to recognize its share of future losses unless the Group has a legal or constructive obligation to bear a portion of future losses or to make payments on behalf of the associate.

2.4 Foreign currencies

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate effective at the period end date. Differences arising on settlement or translation of monetary items are recognized as financial income or expenses in profit or loss.

Non-monetary items that are measured in a foreign currency are translated using the exchange rates at the date of the initial transaction. Non- monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Differences arising on translation of non-monetary items are recognized respectively in profit or loss when the change in fair value of the item is recognized in profit or loss and in OCI when the change in fair value of the item is recognized in OCI.

Foreign currency translation

The assets and liabilities of foreign operations having a functional currency different from the euro (which is the functional currency of the parent company) are translated into euros at the reporting date exchange rate. The income and expenses of foreign operations are translated into euros using the average exchange rate for the year-to-date period, except if exchange rates or the volume and size of transactions fluctuate significantly.

Gains and losses arising from currency translation are recognized in other comprehensive income or loss and will be reclassified subsequently to profit or loss when specific conditions are met.

Consolidated financial statements are then converted into U.S. dollars using the same method, i.e. using:

- the exchange rates at the reporting date for assets and liabilities.
- the average exchange rate of the year for the statements of operations, statements of comprehensive income (loss) and statements of cash flow, except if exchange rates or the volume and size of transactions fluctuate significantly.
- The resulting translation adjustments are included in other comprehensive income (loss) among (i) "currency translation adjustment generated by the parent company" which will not be reclassified subsequently to income or loss from continued operations" when they relate to the parent company and (ii) "Currency translation adjustment" which will be reclassified subsequently to profit or loss when specific conditions are met when they relate to other consolidated entities.

2.5 Use of judgment, estimates and assumptions

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, including the disclosure of contingent liabilities. Actual amounts may differ from those estimates.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the period end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

- Revenue Recognition: Collaboration Agreements and Licenses (Notes 2.6 and 4.1)
- Valuation of our EIB Warrants (Note 14.1)
- Research Tax Credit (Note 4.1)
- Share-Based Compensation (Note 18)
- Provisions (Note 20)

2.6 Accounting treatment of significant transactions

We present below the accounting treatment applied in the Consolidated Financial Statements 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 section 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 announced that they 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 will be 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, 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"). Following the Initial Investment, AZ Holdings owned approximately 22% of the share capital and 21% of the voting rights of the Company.

Following this first equity investment of AZ Holdings 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 subject to the fulfillment of certain closing conditions. The additional investment was made by way of subscription of 10,000,000 Class A Preferred Shares and 18,000,000 Class B 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. This additional investment was completed on May 3, 2024.

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 independently based upon market conditions.

Therefore, in accordance with applicable IFRS 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 (see below "Accounting treatment of the Subsequent Investment Agreement") 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 in accordance with IFRS 13 *Fair Value Measurement* accounting standard based upon Cellectis' quoted share price at the date of signature, as follows:

	As of November 1, 2023
Number of shares issued	16,000,000
Spot share price (in €)	2.63
Spot foreign exchange rate	1.05
Fair value of shares in $ thousands	44,272
Proceeds received in $ thousands	80,000
Proceeds reallocated to the JRCA in $ thousands	**35,728**

The valuation method and parameters used to estimate the fair value of the SIA at initial recognition date is detailed in the section "*Accounting treatment of the Subsequent Investment Agreement*" below. The initial fair value of the SIA was $48.4 million.

In accordance with applicable IFRS Accounting 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 explained below.

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 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 signing date of the SIA, the closing of this additional equity investment was subject to:

- the approval of the extraordinary general meeting of the shareholders of Cellectis. The meeting was held on December 22, 2023 and approved the creation of the convertible preferred shares "class A" and "class B" and the delegation of its share capital increase power to the Board of Directors,
- clearance of such investment from the French Ministry of Economy according to the foreign direct investment French regulations, and
- other customary closing conditions.

As of December 31, 2023 and until the closing of the additional equity investment, the contract met all derivatives criteria and the "fixed for fixed" condition set in IAS 32 for equity classification was not met. The contract was therefore recognized according to the principles of IFRS 9, under which the derivative instrument is recognized at its fair value with any subsequent change of fair value recognized in profit and loss.

This additional investment was completed on May 3, 2024. The cash received 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.

Valuation of the derivative

On November 14, 2023, the execution of the SIA constituted a commitment by AZ Holdings and did not constitute a firm commitment by Cellectis to deliver the shares, as completion of the transaction remained subject to conditions precedent, including the approval by the Cellectis shareholders general meeting. The shareholders general meeting approved this transaction on December 22, 2023.

Based on these facts, we value the SIA at initial recognition as a put option held by Cellectis with a maturity on the date of the shareholders general meeting. From the date of approval at Cellectis' shareholders general meeting, we value the SIA as a forward sale

of new shares, with a maturity on the expected date of completion of the investment. The absence of dividends and the short residual maturity of the forward sale make the two types of instruments economically similar and this distinction has limited impact on the valuation.

The fair value of the derivative is estimated as follows:

- Based on the expected maturity of the derivative by management, we estimated fair value conditional on completion of the transaction using a valuation model with observable inputs, such as the Cellectis share price, risk-free rate and forward exchange rate. The inputs are detailed in the table below.
- We applied to this conditional fair value a weighting based on management's estimate of the probability of the transaction being completed (i.e. of the remaining conditions precedent being fulfilled). To estimate this probability of occurrence, we have estimated for each condition precedent the probability that it will be fulfilled on the basis of empirical, qualitative and quantitative criteria at each valuation date.

Given the absence of significant movement in the share price on and after November 14, 2023, we consider that the market was already anticipating this investment on November 14, 2023, and consequently that valuations should not be adjusted for dilutive effects.

As the valuation is based on both observable and unobservable inputs (mainly the probability of investment completion and the expected life of the derivative), this is a level 3 instrument under the IFRS 13 fair value hierarchy.

At initial recognition on November 14, 2023, as of December 31, 2023 and as of May 3, 2024 (i.e. the closing date of the SIA), assumptions used and estimated fair value are as follows:

	As of November 14, 2023	As of December 31, 2023	As of May 3, 2024
Number of shares to be issued	28,000,000	28,000,000	28,000,000
Subscription price (in $)	5.00	5.00	5.00
Expected life of derivative (in years)	0.11	0.25	0.00
Spot share price (in €)	2.33	2.76	2.76
Foreign exchange rate	1.09	1.10	1.07
Risk-free rate at maturity	5.7%	5.5%	n.a.
Volatility	119.6%	n.a.	n.a.
Probability of transaction completion	72.0%	81.0%	100.0%
Fair value in $ thousands	**48,365**	**42,694**	**56,970**

We performed fair value sensitivity tests on assumptions that are sensitive and require management's judgment (i.e. the probability of investment completion and the expected life of the derivative). The results of these tests are presented below.

Sensitivity of the derivative fair value to the probability of transaction completion

Fair value in $ thousands	As of November 14, 2023	As of December 31, 2023
Probability of transaction completion -2%	47,022	41,640
Expected probability of transaction completion estimated by management	48,365	42,694
Probability of transaction completion +2%	49,709	43,748

Sensitivity of the derivative fair value to the expected life of the derivative

Fair value in $ thousands	As of December 31, 2023
Expected life of derivative +1 month	42,197
Expected life of derivative estimated by management	42,694
Expected life of derivative -1 month	43,194

The sensitivity of the fair value to the expected life of the derivative at the initial recognition date is not presented, as the estimated term of the derivative at that date corresponds to the date of the Cellectis shareholders' meeting called to authorize the transaction, which was already a fixed and known date.

At initial recognition, the fair-value measurement 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. The difference in fair value measurement of $5.7 million between initial recognition and December 31, 2023 has been recognized in financial expense in the year ended December 31, 2023. The difference in fair value measurement of $14.3 million between December 31, 2023 and May 3, 2024 has been recognized in financial income in profit and loss in the year ended December 31, 2024. The fair value of the derivative has been fully derecognized in the year ended December 31, 2024. The payment of $140.0 million received in May 2024 was recorded on the statement of consolidated cash flows for i) $57.0 million in "Decrease (increase) in trade receivables and other current assets" as part of cash flows from operating activities, and ii) $82.8 million (after deduction of transaction costs) in "Increase in share capital of Cellectis" as part of cash flows from financing 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, plus tiered royalties based on the sale of Licensed Products (as defined in the AZ JRCA).

On November 17, 2025, AZ Ireland and Cellectis entered into an amendment to the JRCA to prospectively change the structure of the milestone payments, leading to an aggregate amount of up to $80 million to up to $253 million per each of the 10 candidate products (vs. up to $70 million to up to $220 million per candidate products previously).

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 (see below "Analysis of Cellectis' performance obligations") on a reasonable basis.

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 constitute 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 right 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 obligations 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 December 31, 2025, Cellectis S.A. owns 100% of Cellectis, Inc., which owns 100% of Cellectis Biologics, Inc.

For the twelve-month periods ended December 31, 2025 and December 31, 2024, the consolidated group of companies includes Cellectis S.A., Cellectis, Inc. and Cellectis Biologics, Inc.

For the twelve-month period ended December 31, 2023 the consolidated group of companies includes Cellectis S.A., Cellectis, Inc., Cellectis Biologics, Inc and Calyxt, Inc. through May 31, 2023, the date of Calyxt's deconsolidation. See Non-consolidated entities below.

Investments in associates

On December 29, 2022, we entered into a Collaboration Agreement with Primera Therapeutics, Inc. ("Primera") (the "Primera Collaboration Agreement"). Under the Primera Collaboration Agreement, Primera and Cellectis agreed to co-develop a mitochondrial DNA engineering toolbox for therapies to treat mitochondrial diseases.

Pursuant to this collaboration, Cellectis is contributing gene editing research, technology, manufacturing and clinical development experience and expertise. The Primera Collaboration Agreement also grants Primera a right to exercise an exclusive worldwide option to obtain a license from Cellectis on up to five product candidates developed under the Primera Collaboration Agreement. Upon Primera exercising the option, Cellectis would be eligible to receive milestone payments and royalty payments on the net sales of the products developed under the Primera Collaboration Agreement. The Primera Collaboration Agreement was terminated on October 31, 2025.

Pursuant to the Primera Collaboration Agreement, on May 17, 2023, Cellectis and Primera entered into a Subscription Agreement and a Shareholders Agreement under which Cellectis received 234,570 shares of common stock of Primera, representing a 19% ownership interest and 19% of the voting rights in Primera at that date, and a right to designate a director to Primera's board of directors.

Consequently, we consider that, since May 17, 2023, we have significant influence over Primera as defined by IAS 28 because, in addition to voting rights, Cellectis receives and actively holds a seat on Primera's board of directors and Cellectis provides Primera with access to essential technical information. Therefore, our investment in Primera is accounted for using the equity method starting on May 17, 2023.

On initial recognition, the investment in an associate is recognized at cost. We consider that the best estimate of the fair value of the consideration given to Primera is the fair market value of Primera's shares received by Cellectis. The fair value of the investment is immaterial.

As of December 31, 2025, following Primera's share capital increase that occurred after May 17, 2023, 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 loss since May 17, 2023 and applying our ownership rate, the value of our investment is immaterial. We have no legal or constructive 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 December 31, 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

Calyxt was consolidated until May 31, 2023.

On November 23, 2022, Calyxt received a non-binding letter of intent from Cibus Global regarding a potential reverse merger with Calyxt (with Calyxt absorbing Cibus Global) (the "Merger"). With Calyxt as the surviving entity, current equity holders of Cibus Global received shares of Calyxt common stock issued for the purpose of the transaction. On January 13, 2023, Calyxt, Calypso Merger Subsidiary, LLC, a wholly-owned subsidiary of Calyxt, Cibus Global and certain other parties, entered into the Merger Agreement with respect to this Merger. Upon completion of the proposed Merger, Cellectis S.A. was expected to own approximately 2.4% of the equity interests of the merged combined company, resulting in a loss of control by Cellectis over Calyxt.

In this context, the statement of consolidated operations, statement of consolidated comprehensive income and statement of consolidated cash flows for the year ended December 31, 2023 reflect the presentation of Calyxt as a discontinued operation.

On May 31, 2023 immediately prior to the consummation of the Merger, Cellectis S.A.'s ownership interest in Calyxt amounted to 48.0%. Cellectis' voting rights continued to give Cellectis the power to direct relevant activities of Calyxt and therefore Calyxt continued to be consolidated through the May 31, 2023 consummation of the Merger. On May 31, 2023, Calyxt consummated the Merger, and effective on June 1, 2023, the combined company operates under the name of Cibus, Inc.

Among other things, as part of the Merger, each share of Calyxt's common stock existing and outstanding immediately prior to the Merger remained outstanding as a share of Class A Common Stock, without any conversion or exchange thereof, and Calyxt issued 16,527,484 shares of Class A Common Stock to unitholders of Cibus Global based on an exchange ratio set forth in the Merger Agreement. Cellectis' equity interest in Cibus was reduced to 2.9% after the closing of the Merger, which resulted in Cellectis losing control of Cibus.

The Group considered that Cellectis had no longer control of Calyxt as from June 1, 2023. Consequently, Calyxt was deconsolidated on May 31, 2023. Calyxt's results were included in the Group's results of discontinued operations until May 31, 2023.

On the date of deconsolidation, we derecognized Calyxt's assets and liabilities and any non-controlling interests in Calyxt at their carrying amount. We recognized the investment retained in Calyxt at its fair value at the date when control was lost. We also reclassified to profit or loss the amounts recognized in other comprehensive income related to Calyxt that should be reclassified according to relevant IFRS Accounting Standards. This reclassification is made at parent entity level and has no impact on the profit from deconsolidation presented below.

On the date of loss of control, the profit from Calyxt's deconsolidation was as follows:

	As of May 31, 2023
Assets held for sale	(19,714)
Liabilities related to assets held for sale	23,592
Non-controlling interests	3,625
Net assets, liabilities and equity derecognized	**7,503**
Consideration received in cash	-
Fair value of the retained investment	15,097
Consideration received	**15,097**
Profit from deconsolidation	**22,600**

Following the deconsolidation of Calyxt, our investment in Calyxt (now known as Cibus, Inc.) was classified as a current financial asset at December 31, 2023 and December 31, 2024, and measured at fair value. Change in fair value is recognized as financial expenses in the statement of consolidated operations. This investment has been fully sold during the first quarter of 2025.

Non-controlling interests

Non-controlling shareholders held a 52% interest in Calyxt as of May 31, 2023. These non-controlling interests were generated during the initial public offering of Calyxt, subsequent follow-on offerings and Calyxt's at-the-market (ATM) offering program, as well as through vesting and exercises of equity awards.

On June 1, 2023, as Calyxt was deconsolidated and as a result, we derecognized non-controlling interests in Calyxt.

Since June 1, 2023, there are no longer minority interests as the Group holds a 100% interest in all fully consolidated entities.

Note 4. Information concerning the Group's Consolidated Operations

4.1 Revenues and other income

Accounting policies

Collaboration agreements and licenses

Under IFRS 15 *Revenue from contracts with customers*, revenue is recognized when Cellectis satisfies a performance obligation by transferring a distinct good or service (or a distinct bundle of goods and/or services) to a customer, i.e. when the customer obtains control of these goods or services.

We have entered into certain research and development collaboration agreements under which each party collaborates to develop certain intellectual property (e.g. product candidates) and the Company offers licensing rights to the technology created during the research phase. Our main collaboration agreements for the years ended December 31, 2023, 2024 and 2025 include only one combined performance obligation consisting of research activities performed by the Group and potential license rights for the customer to exploit the IP created during the collaboration.

The combined performance obligation of our significant collaboration agreements is satisfied over time considering the terms of the agreement provide the customer with an exclusive right over intellectual property created during the research activities. As a consequence, the Group would not have right over such intellectual property and therefore no alternative use outside of the performance of the research activities, and the Group has an enforceable right to payment for performance completed to date.

These collaboration agreements may generate cash flows through non-refundable upfront payments, milestone payments, reimbursements of research and development cost, and royalties.

Up-front payments for research and development programs are deferred as a contract liability and recognized when the performance obligation is satisfied, as the customer receives the benefits of the services. When a specific research and development program is put on hold, as agreed by our customer as part of a joint executive committee decision, the revenue recognition continues to be deferred until research and development efforts resume. If the joint decision is to abandon the project, deferred revenue is fully recognized.

Research and development costs reimbursements are recognized as revenue along with upfront payments over time as described above.

The receipt of milestone payments is dependent upon the achievement of certain scientific, regulatory, or commercial milestones. Such payments are considered variable consideration. We recognize milestone payments when it is highly probable that any revenue recognized will not be subsequently reversed. This includes consideration of whether the performance obligation is achieved and may be delayed until the contingencies associated with the milestone payments are resolved and the co-contracting party has no right to require refund of payment. The triggering event may be scientific results achieved by us or another party to the arrangement, regulatory approvals, or the marketing of products developed under the arrangement.

Royalty revenues arise from our contractual entitlement to receive a percentage of product sales achieved by co-contracting parties under our license arrangements. As we have no products approved for sale, we have not received any royalty revenue from commercial sales to date. Royalty revenues, if earned, will be recognized at the later of when (1) the subsequent sale or usage occurs; and (2) the performance obligation to which the sales-based or usage-based royalties relates has been satisfied.

Sales of products and services

Revenues on sales of products are recognized at the point in time once control over the delivered products is transferred to the customer, which is based on shipping terms. Such revenues include shipping and handling charges if billed to the customer and are reported net of trade promotion and other costs, including estimated allowances for returns and prompt pay discounts. Sales, use, value-added and other excise taxes are not recognized in revenue.

Our sales of products are related to our electroporation solution sent to one of our customers for the use of a specific machine.

We also offer research services, which revenue is recognized over time, as the customer receives the benefits of the services.

Research Tax Credit

The main Research Tax Credit from which we benefit is the Crédit d'Impôt Recherche, or "CIR", which is granted to entities by the French tax authorities in order to encourage them to conduct technical and scientific research. Entities that demonstrate that their research expenditures meet the required CIR criteria receive a tax credit. As a general principle, such R&D tax credit can be offset against the corporate income tax ("CIT") due on the profits of the financial year during which the expenses have been incurred and the following three years; any unused portion of the credit is then refunded by the French treasury.

We have concluded that the CIR meets the definition of a government grant as defined in IAS 20 *Accounting for Government Grants and Disclosure of Government Assistance.* As no research and development expenditure is capitalized before obtaining a marketing authorization, the CIR income is recognized in the same accounting period as the related eligible R&D expenses are incurred. The CIR income is included in "other income" in our statement of consolidated operations.

Research tax credit is subject to audit of tax authorities. When tax authorities' payment related to CIR is late, default interests are applied and are recognized in "other income".

Details of revenues and other income

Revenues by country of origin and other income

	For the year ended December 31,		
	2023	2024	2025
		$ in thousands	
From France	755	41,505	72,949
Revenues	**755**	**41,505**	**72,949**
Research tax credit subsidy	6,582	6,447	6,644
Other subsidies and other	1,856	1,265	-
Other income	**8,438**	**7,712**	**6,644**
Total revenues and other income	**9,193**	**49,217**	**79,592**

Revenues by nature

	For the year ended December 31,		
	2023	2024	2025
		$ in thousands	
Collaboration agreements	-	40,898	72,074
Licenses	605	503	765
Products & services	150	105	110
Total revenues	**755**	**41,505**	**72,949**

Revenues of $72.9 million in the year ended December 31, 2025 reflect mainly the $71.9 million recognized in 2025 in connection with our performance obligation rendered under the Research Plans of the AZ JRCA with AZ Ireland, in comparison to the $35.5 million recognized under AZ JRCA in the year ended December 31, 2024. The increase was driven by the evolution of activities performed in connection with the Research Plans and the fulfillment of our performance obligations under the AZ JRCA. Revenues as recorded in the year ended December 31, 2024 also included a $5.4 million development milestone under the Servier License Agreement in connection with the ALPHA2 clinical trial in CLL.

Revenue recognized in respect of each Research Plan with AZ Ireland has been estimated in accordance with the provisions set out in Note 2.6. 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 December 31, 2024 and as of December 31, 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.

Revenue recognized in the twelve months ended December 31, 2025 from performance obligations partially satisfied in previous periods amounts to $5.0 million. This is mainly due to the inclusion in the transaction price allocated to the AZ JRCA of milestone payments which were confirmed in 2025. Furthermore, we recognized additional revenues of $18.8 million corresponding to the accelerated completion of performance obligations.

The decrease in other income of $1.1 million between the years ended December 31, 2024 and 2025 is mainly due to a decrease in a government grant received from Bpifrance ("BPI") .

For the year ended December 31, 2024, customers representing more than 10% of the total revenue are AstraZeneca with 86% and Servier with 12%.

For the year ended December 31, 2025, one customer represents more than 10% of the total revenue: AstraZeneca with 99%.

4.2 Operating expenses

Accounting policies

Research and development expenses include employee-related costs, laboratory consumables, materials supplies and facility costs, as well as fees paid to non-employees and entities to conduct research and development activities on our behalf. They also include expenses associated with obtaining patents. The costs associated with manufacturing of product candidates are recorded depending on the use of the material. If products are not intended to be used in clinical studies, we recognize the expense when the product is delivered. If they are intended to be used for clinical studies, the expense is recognized when the certificate of compliance is obtained.

Selling, general and administrative expenses consist primarily of employee-related expenses for executive, business development, intellectual property, finance, legal and human resource functions. Administrative expenses also include facility-related costs and service fees, other professional services, recruiting fees and expenses associated with maintaining patents.

We classify a portion of personnel and other costs related to information technology, human resources, facilities, and general management in research and development expenses based on the estimated time that employees spent contributing to research and development activities versus sales, general and administrative activities.

Details of operating expenses by nature:

Cost of revenue	For the year ended December 31, 2023	2024	2025
Royalty expenses	(737)	-	-
Cost of revenue	**(737)**	**-**	**-**

Research and development expenses	For the year ended December 31, 2023	2024	2025
Wages and salaries	(32,936)	(31,945)	(36,162)
Social charges on stock option grants	(270)	(280)	1,837
Non-cash stock-based compensation expense	(3,952)	(2,028)	(4,142)
Personnel expenses	**(37,158)**	**(34,253)**	**(38,466)**
Purchases and external expenses	(32,996)	(36,611)	(35,083)
Depreciation and amortization expenses (incl. right of use amortization)	(16,511)	(18,391)	(18,665)
Other	(981)	(1,281)	(1,301)
Total research and development expenses	**(87,646)**	**(90,536)**	**(93,517)**

Selling, general and administrative expenses	For the year ended December 31, 2023	2024	2025
Wages and salaries	(5,994)	(6,247)	(6,482)
Social charges on stock option grants	(106)	(107)	769
Non-cash stock-based compensation expense	(1,281)	(1,139)	(1,968)
Personnel expenses	**(7,381)**	**(7,493)**	**(7,681)**
Purchases and external expenses	(6,682)	(9,182)	(9,797)
Depreciation and amortization expenses (incl. right of use amortization)	(2,012)	(1,483)	(1,397)
Other	(738)	(927)	(915)
Total selling, general and administrative expenses	**(16,812)**	**(19,085)**	**(19,790)**

Personnel expenses	For the year ended December 31, 2023	2024	2025
Wages and salaries	(38,930)	(38,192)	(42,643)
Social charges on stock option grants	(376)	(387)	2,606
Non-cash stock-based compensation expense	(5,233)	(3,167)	(6,110)
Total personnel expenses	**(44,539)**	**(41,746)**	**(46,147)**

	For the year ended December 31, 2023	2024	2025
Other operating income (expense)	**(1,300)**	**849**	**638**

Following a change in its business model, the Group has decided to revise the presentation of the operating expenses and has presented royalty expenses in Research and Development expenses since January 1, 2024. Such expenses were presented in cost of revenue in the statement of consolidated operations for the year ended December 31, 2023.

Between the years ended December 31, 2024 and 2025, research and development expenses increased by $3.0 million mainly due to (i) a $4.2 million increase in personnel expenses driven by an evolution of our R&D headcount consistent with our roadmap, higher fair market value of stock-based compensation instruments due to underlying stock dynamics, and foreign exchange effects; (ii) a $0.3 million increase in depreciation and amortization; partly offset by (iii) a $1.5 million decrease in purchases and external expenses (from $36.6 million in 2024 to $ 35.1 million in 2025).

Selling, general and administrative expenses increased by $0.7 million between the years ended December 31, 2024 and 2025 mainly due to a $0.6 million increase in purchases and external expenses (from $9.2 million in 2024 to $9.8 million in 2025).

Social charges on stock option grants income corresponds mainly to the reimbursements of social charges on forfeited stock options following the favorable outcome of a claim with the French social tax authorities regarding these social taxes.

The other operating income (expenses) decreased slightly by $0.2 million between the years ended December 31, 2024 and 2025.

Between the years ended December 31, 2023 and 2024, research and development expenses increased by $2.9 million mainly due to (i) a $3.6 million increase in purchases and external expenses (from $33.0 million in 2023 to $ 36.6 million in 2024) primarily related to additional manufacturing activities to support our R&D pipeline, and (ii) an increase in depreciation and amortization of $1.9 million mostly related to a licence of patents accounted for as intangible asset for $1.2 million. The increase in purchases and external expenses and depreciation and amortization is partly offset by (iii) a decrease in personnel expenses of $2.9 million mainly related to a $1.9 million decrease in stock-based compensation expense. The decrease in stock-based compensation expense is primarily due to the lower

fair value of the instruments under vesting in 2024 compared to 2023, as well as higher than expected forfeitures in 2024 due to employee terminations.

Selling, general and administrative expenses increased by $2.3 million between the years ended December 31, 2023 and 2024 mainly due to a $2.5 million increase in purchases and external expenses (from $6.7 million in 2023 to $9.2 million in 2024) primarily related to legal and finance external support.

The decrease in other operating income (expenses) between the years ended December 31, 2023 and 2024 amounted to $2.0 million and is primarily related to non-recurring expenses recorded in 2023 in connection with (i) a research tax credit litigation for which $0.7 million were paid in 2023 and $0.5 million were accrued in 2023 and settled in 2024, and (ii) a commercial litigation accrued in 2023 for $0.5 million and not yet settled as of December 31, 2024.

4.3 Reportable segments

Accounting policies

Reportable segments are identified as components of the Group that have discrete financial information available for evaluation by the Chief Operating Decision Maker ("CODM"), for purposes of performance assessment and resource allocation.

For the year-end period ended December 31, 2025, Cellectis' CODM is composed of:

- The Chief Executive Officer;
- The Executive Vice President CMC and Manufacturing;
- The Senior Vice President of US Manufacturing;
- The Chief Scientific Officer;
- The General Counsel;
- The Chief Financial and Business Officer;
- The Chief Regulatory & Pharmaceutical Compliance Officer;
- The Chief Medical Officer; and
- The Chief Human Resources Officer.

As from June 1, 2023 and the deconsolidation of Calyxt, we view our operations and manage our business in a single operating and reportable segment corresponding to the Therapeutics segment. This segment is focused on the development of (i) gene-edited allogeneic Chimeric Antigen Receptor T-cells product candidates (UCART) in the field of immuno-oncology, and (ii) gene therapy product candidates in other therapeutic indications. These approaches are based on our core proprietary technologies. All these activities are supported by Cellectis S.A., Cellectis, Inc. and Cellectis Biologics, Inc. The operations of Cellectis S.A., the parent company, are presented entirely in the Therapeutics segment which also comprises research and development, management and support functions.

4.4 Financial income and expenses

Accounting policies

Financial income and financial expense include, in particular, the following:

- Interest income from savings accounts and fixed term bank deposits;
- Interest expense from leases;
- Foreign exchange gain (loss) from transactions in foreign currencies; and
- Fair value adjustments related to our financial assets and derivative instruments measured at fair value through profit and loss

Details of financial income and expenses

	For the year ended December 31,		
Financial income and expenses	**2023**	**2024**	**2025**
Income from cash, cash equivalents and financial assets	3,614	11,278	9,498
Foreign exchange gains	17,618	13,079	5,862
Gain on fair value measurement	245	20,009	765
Other financial income	2	41	-
Financial income	**21,479**	**44,407**	**16,124**
Interest on financial liabilities	(2,246)	(4,817)	(5,882)
Foreign exchange losses	(13,402)	(5,754)	(27,919)
Loss on fair value measurement	(20,813)	(8,366)	(15,039)
Interest on lease liabilities	(3,061)	(2,636)	(2,225)
Other financial expenses	(1,121)	(41)	(0)
Financial expenses	**(40,642)**	**(21,614)**	**(51,064)**
Net financial gain (loss)	**(19,163)**	**22,793**	**(34,940)**

The decrease in financial income of $28.3 million between the year ended December 31, 2024 and 2025 was mainly attributable to (i) a $14.3 million gain in the 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 $7.2 million decrease in foreign exchange gains (iii) a $1.8 million decrease in income from cash, cash equivalents and financial assets in line with the evolution of interest rates in FY2025, (iv) a $ 5.7 million gain recognized in the year ended December 31, 2024 on the fair value measurement of the Tranches A, B and C warrants issued to the European Investment Bank ("EIB"), partially offset by (v) a $0.8 million gain in the fair value of foreign exchange derivatives in the year ended December 31, 2025.

The increase in financial expenses of $29.5 million between the year ended December 31, 2024 and 2025 is mainly attributable to a (i) $22.2 million increase in foreign exchange loss over the period due to the devaluation of the USD against the EUR which resulted in foreign exchange losses on our cash, cash equivalents and financial assets, (ii) a $6.7 million increase in loss on fair value measurement mainly explained by a $14.7 million loss on the fair value measurement of the Tranches A, B and C warrants issued to the EIB partly offset by a $7.8 million decrease in the loss on fair value measurement of our investment in shares of Cibus which was entirely sold in the first quarter of 2025, and (iii) a $0.7 million increase in interest on our financial and lease liabilities.

The increase in financial income of $22.9 million between the year ended December 31, 2023 and 2024 is mainly attributable to (i) an increase in income from cash, cash equivalents and financial assets of $7.7 million, (ii) a $14.3 million gain in change in fair value of SIA derivative instrument compared to a loss in 2023, (iii) a $5.7 million gain in change in fair value of European Investment Bank ("EIB") tranche A and B warrants under the financing agreement signed between Cellectis and the EIB on December 28, 2022 (the "EIB Financing Agreement") compared to a loss in 2023, partially offset by a decrease in the foreign exchange gain of $4.5 million (from a $17.6 million gain in 2023 to a $13.1 million gain in 2024).

The decrease in financial expenses of $19.0 million between the year ended December 31, 2023 and 2024 is mainly attributable to (i) a $7.8 million non-recurring financial loss before derecognition of the Cytovia convertible note in 2023, (ii) a $7.6 million decrease in foreign exchange loss (from a $13.4 million loss in 2023 to a $5.8 million loss in 2024), (iii) a $5.7 million loss in 2023 related to the change in the fair value of the derivative instrument on the Subsequent Investment Agreement with AstraZeneca (see Note 2.6) compared to a gain in 2024, (iv) a $2.4 million loss in 2023 related to the change in the fair value of the EIB Tranche A and Tranche B warrants (see Note 14.1) compared to a gain in 2024; (v) a $0.4 million decrease in interest on lease liabilities, partially offset by (vi) an increase in interest on the EIB loan of $2.0 million, and an $2.3 million increase in the loss related to the change in fair value of our investment in Cibus (Calyxt).

4.5 Income tax

Accounting policies

Income tax (expense or income) comprises current tax expense (income) and deferred tax expense (income).

Deferred taxes are recognized for all the temporary differences arising from the difference between the tax basis and the accounting basis of assets and liabilities. Tax losses that can be carried forward or backward may also be recognized as deferred tax assets. Tax rates that have been enacted or substantively enacted as of the closing date are utilized to determine deferred tax. Deferred tax assets are recognized only to the extent that it is probable that future profits will be sufficient to recover them. Deferred tax assets and deferred tax liabilities are offset in the statements of financial position to the extent criteria of IAS 12.74 are met.

Tax proof

	For the year ended December 31,		
	2023	2024	2025
		$ in thousands	
Income (loss) before taxes from continuing operations	(116,464)	(36,761)	(68,016)
Theoretical group tax rate (1)	25.12%	25.35%	25.23%
Theoretical tax benefit (expense)	29,259	9,318	17,159
Increase/decrease in tax benefit arising from:			
Permanent differences	736	(34)	(131)
Research tax credit	1,645	1,612	1,661
Share-based compensation & other IFRS adjustments (2)	(1,134)	4,032	(1,194)
Non recognition of deferred tax assets related to tax losses and temporary differences	(30,876)	(14,928)	(17,072)
Effective tax benefit (expense)	(371)	(0)	423
Effective tax rate	0.32%	0.00%	(0.62%)

(1) The Group's theoretical tax rate corresponds to the average of the income tax rates of each country in which the Group operates, i.e. for the year ended December 31, 2025 25% for France and 21% for the United States, weighted by the pre-tax income from each country.

(2) As of December 31, 2024, this reconciling item consists of the tax effect of permanent differences primarily related to (i) share-based compensation for $(0.8) million, (ii) revenue recognized out of proceeds from the AZ IIA and SIA reallocated to the JRCA (see Note 2.6) for $2.2 million, and (iii) change in fair value of certain financial instruments for $2.6 million.

Deferred tax assets and liabilities

	For the year ended December 31,		
	2023	2024	2025
	$ in thousands		
Credits and net operating loss carryforwards	155,673	160,772	205,837
Capitalization of R&D expenses under SEC 174 rule	4,092	5,052	-
Pension commitments	550	279	332
Leases liabilities	11,478	9,459	7,321
Revaluations of financial assets	15,830	-	-
Deferred tax assets from other deductible differences	772	856	2,249
Non-recognition of deferred tax assets	(177,001)	(167,026)	(208,598)
Deferred tax assets	11,392	9,391	7,142
Accelerated depreciation of assets for tax purposes	(740)	(94)	7
Right-of-use assets and other leases-related effects	(10,401)	(8,359)	(6,228)
Deferred tax liabilities from other taxable differences	(410)	(556)	(539)
Deferred tax liabilities	(11,550)	(9,009)	(6,760)
Net deferred tax assets/(liabilities)	**(158)**	**382**	**382**

Reflected in the statement of financial position as follows:	For the year ended December 31,		
	2023	2024	2025
	$ in thousands		
Deferred tax assets	-	382	382
Deferred tax liabilities	(158)	(0)	0
Net deferred tax assets/(liabilities)	**(158)**	**382**	**382**

We have cumulative tax loss carryforwards for the French entity of the Group totaling $775.9 million as of December 31, 2025, $612.9 million as of December 31, 2024, and $590 million as of December 31, 2023. Such carryforwards can be offset against future taxable profit within a limit of €1.0 million per year, plus 50% of the tax profit exceeding this limit. Remaining unused losses will continue to be carried forward indefinitely.

The cumulative tax loss carryforwards for the U.S. entities of the Group totaled $36.2 million as of December 31, 2025, $29.2 million as of December 31, 2024, and $29.8 million as of December 31, 2023. As of December 31, 2025, Cellectis, Inc. and Cellectis Biologics Inc. have $29.1 million of State operating loss carryforwards and $7.1 million of federal operating loss carryforwards. The State carryforwards expire starting 2035. The federal net operating losses can be carried forward indefinitely and their use is subject to an annual limitation of 80% of taxable income. In addition to tax loss carryforwards, Cellectis, Inc. and Cellectis Biologics Inc. have federal R&D tax credits amounting to $8.4 million as of December 31, 2025, that can be offset against federal income tax liability. Such R&D tax credits expire from 2035 to 2044 and their use is subject to general business credit limitation.

As of December 31, 2023, December 31, 2024 and December 31, 2025, the Company did not recognize deferred tax assets on the Statements of Consolidated Financial Position related to its accumulated tax loss carryforwards and federal R&D tax credits.

Note 5. Discontinued operations

Accounting policies

Discontinued operations

The Group classifies as discontinued operations a component of the Group that either has been disposed of, or is classified as held for sale, and i) represents a separate major line of business or geographical area of operations; ii) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or iii) is a subsidiary acquired exclusively with a view to resell.

The components of profit or loss after taxes from discontinued operations and the post-tax gain or loss recognized on the measurement to fair value less costs to sell or on the disposal of the assets or disposal groups constituting the discontinued operation would be presented as a single line item in the statement of consolidated comprehensive income.

Cash flows generated by the assets or disposal groups constituting the discontinued operation are presented as a single line item within each of the categories of cash flows in the statement of consolidated cash flows.

Details of discontinued operations and disposal groups

As explained in Note 3 - *Non-consolidated entities*, the statement of consolidated operations, statement of consolidated comprehensive income and statement of consolidated cash flows for the year ended December 31, 2023 reflect the presentation of Calyxt

as a discontinued operation. As Calyxt was deconsolidated on May 31, 2023, the twelve-month periods ended December 31, 2024 and December 31, 2025 do not include Calyxt's results.

The results of Calyxt were as follows :

	For the year ended December 31,		
	2023*	2024	2025
Revenues and other income	43	-	-
Operating expenses	(10,944)	-	-
Operating income (loss)	(10,901)	-	-
Net Financial gain (loss)	(3,307)	-	-
Profit from deconsolidation	22,600		
Net income (loss) from discontinued operations	**8,392**	**-**	**-**

** Figures for the year-end period ended December 31, 2023 include Calyxt's results over a five-month period from January 1, 2023 to May 31, 2023 and the gain on deconsolidation*

The earning per share attributable to Calyxt is as follows :

	For the year ended December 31,		
	2023*	2024	2025
Basic and diluted net income (loss) attributable to shareholders of Cellectis per share ($ /share) from discontinued operations	0.28	-	-

** Figures for the year-end period ended December 31, 2023 include Calyxt's results over a five-month period from January 1, 2023 to May 31, 2023 and the gain on deconsolidation*

The net cash flows incurred by Calyxt are as follows:

	For the year ended December 31,		
	2023*	2024	2025
Net cash flows provided by (used in) operating activities of discontinued operations	(3,644)		
Net cash flows provided by (used in) investing activities of discontinued operations	79		
Net cash flows provided by (used in) financing activities of discontinued operations	1,781		
(Decrease) increase in cash and cash equivalents	(1,784)		

** Figures for the year-end period ended December 31, 2023 include Calyxt's results over a five-month period from January 1, 2023 to May 31, 2023 and the gain on deconsolidation*

Note 6. 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 to sell 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.

Since June, 2023, the Group has a single CGU corresponding to its Therapeutic segment.

Results of impairment test

As a result of management's decision not to use the full capacity of the manufacturing space in our Raleigh leased facilities in the near future, an impairment test was conducted on the portion of the right-of-use asset allocable to the unused space, in accordance with IAS 36 requirements. In view of the recoverable amount of the asset based on its estimated fair value less costs of disposal, this impairment test resulted in an impairment expense of $0.5 million recognized against the right-of-use asset for the year ended December 31, 2023, recorded as depreciation expense of the period. No additional impairment expense was recorded for the years ended December 31, 2024 and December 31, 2025.

Note 7. Intangible assets

Accounting policy

Capitalization of development expenses

In accordance with IAS 38 Intangible Assets, development expenses are recorded as intangible assets only if all the following criteria are met:

- technical feasibility necessary for the completion of the development project;
- intention on our part to complete the project and to utilize it;
- capacity to utilize the intangible asset;
- proof of the probability of future economic benefits associated with the asset;
- availability of the technical, financial, and other resources for completing the project; and
- reliable measurement of the development expenses.

Because of the risks and uncertainties associated with the development of a therapeutic product candidate, including obtaining regulatory authorizations, the Company believes that the six criteria provided by IAS 38 have not been fulfilled to date and will not be fulfilled until a regulatory filing has been made in a major market and approval is obtained. The application of this principle has resulted in all development costs being expensed as incurred in all periods presented.

Other intangible assets

The other intangible assets we acquired with definite useful lives are recognized at cost less accumulated amortization and impairment. Amortization expense is recorded on a straight-line basis over the estimated useful lives of the intangible assets, in the line Research and Development expenses or Selling, general and administrative expenses of the Statement of Consolidated Operations, depending on the use of the related asset.

The estimated useful lives are as follows:

- software: from 1 year to 3 years;
- patents: amortized from acquisition until legal protection expires, maximum of 20 years.

Details of intangible assets

	Software and Patents	Assets under construction	Total
		$ in thousands	
Net book value as of January 1, 2023	**114**	**604**	**718**
Depreciation & impairment expense	(69)	-	(69)
Translation adjustments	1	22	22
Net book value as of December 31, 2023	**46**	**626**	**671**
Gross value at end of period	2,352	626	2,978
Accumulated depreciation and impairment at end of period	(2,306)	-	(2,306)
Net book value as of January 1, 2024	**46**	**626**	**671**
Additions	1,260	-	1,260
Depreciation & impairment expense	(758)	-	(758)
Translation adjustments	(20)	(37)	(58)
Net book value as of December 31, 2024	**528**	**588**	**1,116**
Gross value at end of period	3,435	588	4,024
Accumulated depreciation and impairment at end of period	(2,908)	-	(2,908)
Net book value as of January 1, 2025	**528**	**588**	**1,116**
Additions	1,173	-	1,173
Reclassification	-	(640)	(640)
Depreciation & impairment expense	(1,227)	-	(1,227)
Translation adjustments	61	51	113
Net book value as of December 31, 2025	**535**	**-**	**535**
Gross value at end of period	3,773	-	3,773
Accumulated depreciation and impairment at end of period	(3,238)	-	(3,238)

For the years ended December 31, 2024 and December 31, 2025, the additions of respectively $1.3 million and $1.2 million are related to a right to license certain patents.

Note 8 Right-of-use assets

Accounting policy

Lease contracts recognition

Lease contracts, as defined by IFRS 16 “Leases”, are recorded in the statement of consolidated financial position, which leads to the recognition of:

- an asset representing a right of use of the asset leased during the lease term of the contract “right-of-use”; and
- a liability related to the payment obligation “lease debt”.

Measurement of the right-of use asset

At the commencement date, the right-of-use asset is measured at cost and comprises:

- the amount of the initial measurement of the lease liability, to which is added, if applicable, any lease payments made at or before the commencement date, less any lease incentives received;
- where relevant, any initial direct costs incurred by the lessee for the conclusion of the contract. These are incremental costs which would not have been incurred if the contract had not been concluded; and
- estimated costs for restoration of the leased asset according to the terms of the contract.

Following the initial recognition, the right-of-use asset must be depreciated over the shorter of the useful life of the underlying assets or the lease term for the rental component.

Measurement of the lease liability

At the commencement date, the lease liability is recognized for an amount equal to the present value of the lease payments over the lease term.

Amounts involved in the measurement of the lease liability are:

- fixed payments (including in-substance fixed payments meaning that even if they are variable in form, they are in-substance unavoidable);
- variable lease payments that depend on an index or a rate, initially measured using the index or the rate in force at the lease commencement date;
- amounts expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease; and
- the exercise price of a purchase option if we are reasonably certain to exercise that option.

The lease liability is subsequently measured based on a process similar to the amortized cost method using the discount rate:

- the liability is increased by the accrued interests resulting from the discounting of the lease liability, at the beginning of the lease period; and
- payments made are deducted.

The interest cost for the period as well as variable payments, not taken into account in the initial measurement of the lease liability and incurred over the relevant period are recognized as costs.

In addition, the lease liability may be remeasured in the following situations:

- the occurrence of a change in the lease term or a reassessment of the reasonably certain nature (or not) of the exercise of an option,
- a remeasurement linked to residual value guarantees,
- the occurrence of an adjustment to the rates and indices according to which the rents are calculated when rent adjustments occur.

Main contracts applicable

Based on its analysis, the Group has identified lease contracts according to the standard concerning office buildings, laboratories, production facilities and storage facilities.

In accordance with IFRS 16, the lease term is determined as the non-cancellable period of a lease, together with (i) periods covered by an option to extend the lease if we are reasonably certain to exercise that option, and (ii) periods covered by an option to terminate the lease if we are reasonably certain not to exercise that option.

The discount rate used to calculate the lease debt is determined, for each portfolio of assets, according to the incremental borrowing rate at the contract date.

The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

The rental charges relating to short term and low value lease remains classified as leases expenses in operating expenses and are immaterial.

Details of Right-of-use assets

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, 2023	**33,666**	**10,608**	**44,275**
Additions	1,678	98	1,776
Disposal	(102)	-	(102)
Depreciation & impairment expense	(5,081)	(3,318)	(8,399)
Translation adjustments	442	69	510
Net book value as of December 31, 2023	**30,602**	**7,457**	**38,060**
Gross value at end of period	51,863	18,022	69,885
Accumulated depreciation and impairment at end of period	(21,261)	(10,565)	(31,825)
Net book value as of January 1, 2024	**30,602**	**7,457**	**38,060**
Additions	422	19	398
Disposal	-	(42)	-
Depreciation & impairment expense	(4,770)	(3,015)	(7,785)
Translation adjustments	(660)	(44)	(704)
Net book value as of December 31, 2024	**25,593**	**4,375**	**29,968**
Gross value at end of period	50,913	17,684	68,597
Accumulated depreciation and impairment at end of period	(25,320)	(13,309)	(38,629)
Net book value as of January 1, 2025	**25,593**	**4,375**	**29,968**
Disposal	(3)	(0)	(3)
Depreciation & impairment expense	(4,991)	(2,518)	(7,509)
Translation adjustments	1,158	44	1,202
Net book value as of December 31, 2025	**21,757**	**1,901**	**23,658**
Gross value at end of period	53,751	18,332	72,083
Accumulated depreciation at end of period	(31,994)	(16,431)	(48,425)

Entity-wide disclosures:

In 2025, approximately $8.3 million of our right-of-use assets related to France, while approximately $15.4 million related to the United States.

In 2024, approximately $10.0 million of our right-of-use assets related to France, while approximately $19.9 million related to the United States.

In 2023, approximately $14.0 million of our right-of-use assets related to France, while approximately $24.0 million related to the United States.

Note 9. Property, plant and equipment

Accounting policy

Property, plant and equipment are recognized at acquisition cost less accumulated depreciation and any impairment losses. Acquisition costs include expenditures that are directly attributable to the acquisition of the asset and costs to ready it for use.

Depreciation is expensed on a straight-line basis over the estimated useful lives of the assets. If components of property, plant and equipment have different useful lives, they are accounted for separately.

The estimated useful lives are as follows:

- Buildings and other outside improvements 10-20 years
- Leasehold improvements 5-10 years
- Office furniture 5 years
- Laboratory equipment 3-10 years
- Office equipment 5 years
- IT equipment 3 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if appropriate.

Any gain or loss on disposal of an item of property, plants and equipment is determined by comparing the proceeds from disposal with the carrying amount of the item. The net amount is recognized in the statement of consolidated operations under the line item “Other operating income and expenses.”

Details of 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, 2023	**9,321**	**51,072**	**2,277**	**952**	**63,621**
Additions	-	60	19	993	1,071
Disposal	(173)	(153)	(1)	(64)	(391)
Reclassification	332	258	3	(593)	-
Depreciation & impairment expense	(1,911)	(7,191)	(963)	-	(10,064)
Translation adjustments	298	85	20	40	443
Net book value as of December 31, 2023	**7,868**	**44,131**	**1,354**	**1,328**	**54,681**
Gross value at end of period	18,544	73,483	4,973	1,271	98,270
Accumulated depreciation and impairment at end of period	(10,676)	(29,351)	(3,619)	57	(43,589)
Net book value as of January 1, 2024	**7,868**	**44,131**	**1,354**	**1,328**	**54,681**
Additions	20	652	113	1,885	2,670
Disposal	-	(38)	(3)	(26)	(67)
Reclassification	715	2,008	151	(2,873)	-
Depreciation & impairment expense	(1,864)	(8,467)	(411)	-	(10,742)
Translation adjustments	(426)	(163)	(27)	(31)	(647)
Net book value as of December 31, 2024	**6,312**	**38,123**	**1,177**	**282**	**45,895**
Gross value at end of period	18,139	75,222	5,100	186	98,647
Accumulated depreciation and impairment at end of period	(11,827)	(37,099)	(3,923)	97	(52,752)
Net book value as of January 1, 2025	**6,312**	**38,123**	**1,177**	**282**	**45,895**
Additions	-	548	51	1,784	2,383
Reclassification	393	921	63	(737)	640
Depreciation & impairment expense	(1,958)	(9,004)	(364)	-	(11,326)
Translation adjustments	764	350	50	34	1,197
Net book value as of December 31, 2025	**5,510**	**30,938**	**977**	**1,363**	**38,788**
Gross value at end of period	20,920	76,506	5,166	1,363	103,954
Accumulated depreciation and impairment at end of period	(15,410)	(45,568)	(4,189)	-	(65,166)

For the year ended December 31, 2025, we continued our investments in research and development equipment in both the United States of America and France.

Assets under construction primarily relate to Cellectis' raw and starting materials manufacturing facility and offices in Paris.

Entity-wide disclosures:

In 2025, approximately $9.1 million of our PP&E related to France, while approximately $29.7 million related to the United States.

In 2024, approximately $10 million of our PP&E related to France, while approximately $36 million related to the United States.

In 2023, approximately $12.0 million of our PP&E related to France, while approximately $43.0 million related to the United States.

Note 10. Financial assets and liabilities

10.1 Accounting principles

Financial assets

Under IFRS 9, Cellectis holds:

- financial assets measured at amortized cost;
- financial assets measured at fair value through profit or loss.

Trade receivables are initially recorded at the transaction price determined in accordance with IFRS 15. Trade receivables are subsequently measured at amortized cost. Cellectis trade and other receivables are impaired according to the expected credit loss model using the simplified approach.

Receivables are classified as current assets, except for those with a maturity exceeding 12 months after the reporting date.

Government grants to Cellectis related to research and development expenses for research programs are recognized as subsidies receivables in the period in which the expenses subject to the subsidy have been incurred, provided there is a reasonable assurance that we will comply with conditions attached to the subsidy and that the subsidy will be received.

Financial liabilities

Financial liabilities mainly include trade and other payables, lease debts, State Guaranteed loans « PGE », EIB loan and warrants, research tax credits financings and conditional loans from Bpifrance.

We initially recognize financial liabilities on the transaction date, which is the date that we become a party to the contractual provisions of the instrument.

We derecognize financial liabilities when our contractual obligations are discharged, canceled or expire. In the event of a substantive renegotiation of our contractual obligations, we examine whether the derecognition of the original financial liability and the recognition of a new financial liability is necessary, based on the derecognition criteria set out in IFRS 9. Renegotiations that result in a derecognition of the original liability include those that introduce significant new features into the instrument or a significant extension of the term of the instrument.

Financial liabilities other than derivative are measured at amortized cost. The amount of interest recognized in financial expenses is calculated by applying the financial liability's effective interest rate to its carrying amount. Any difference between the expense calculated using the effective interest rate and the actual interest payment impacts the value at which the financial liability is recognized. Derivative liabilities are initially recognized and subsequently measured at fair value, with any resultant gains or losses recognized in profit or loss.

Liabilities for short term employee benefits are included in financial liabilities. They are recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if we have a present legal or constructive obligation to pay the amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

10.2 Detail of financial assets and liabilities

The following table shows the carrying amounts and fair values of financial assets and financial liabilities.

		Accounting category		Book value on the statement of financial position	Fair Value	Fair Value Hierarchy		
As of December 31, 2025		Fair value through profit and loss	Amortized cost			Level 1	Level 2	Level 3
					$ in thousands			
Financial assets								
Non-current financial assets	(i)		5,088	5,088	5,088	-	-	-
Trade receivables	(i)	-	14,398	14,398	14,398	-	-	-
Subsidies receivables	(i)	-	7,800	7,800	7,800	-	-	-
Current financial assets	(i)	234	146,897	147,130	147,130	-	-	234
Cash and cash equivalents		61,533	-	61,533	61,533	61,533	-	-
Total financial assets		**61,767**	**174,183**	**235,949**	**235,949**	**61,533**	**-**	**234**
Financial liabilities								
Non-current derivative instruments (EIB warrants)		22,059	-	22,059	22,059	-	-	22,059
Other non-current financial liabilities		-	51,953	51,953	52,521	-	-	-
Current financial liabilities	(i)	-	10,460	10,460	10,460	-	-	-
Trade payables	(i)	-	17,277	17,277	17,277	-	-	-
Other current liabilities	(i)	168	12,174	12,342	12,342	-	-	168
Total financial liabilities		**22,227**	**91,865**	**114,092**	**114,660**	**-**	**-**	**22,227**

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

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	4,556	2,965	7,521	7,521	4,556	-	-
Trade receivables	-	6,714	6,714	6,714	-	-	-
Subsidies receivables	-	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 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 financial liabilities	-	16,134	16,134	16,141	-	-	16,141
Trade payables	-	18,664	18,664	18,664	-	-	-
Other current liabilities	-	10,097	10,097	10,097	-	-	-
Total financial liabilities	**6,010**	**132,397**	**138,408**	**138,581**	**-**	**-**	**67,189**

10.3. Financial risks management

We have exposure to the following risks arising from financial instruments:

Foreign exchange risk

A portion of our revenue is generated in currencies other than euro. Although our strategy is to favor the euro as our transaction currency when signing contracts, some agreements have been signed in US dollars (our agreements with Allogene Therapeutics, Inc., AstraZeneca).

As of December 31, 2025, 82% of our deposits, cash and cash equivalents were denominated in US dollars and subject to foreign exchange risk. As of December 31, 2024, 78% of our cash and cash equivalents were denominated in US dollars and subject to foreign exchange risk. As of December 31, 2023, 87% of our cash and cash equivalents were denominated in US dollars and subject to foreign exchange risk. A reasonably possible strengthening (weakening) of the US dollar against the euro (functional currency of the parent company - see Notes 2.2 and 2.4) would have affected the measurement of these cash, cash equivalents and current financial assets denominated in US dollars and affected profit or loss and equity by the amounts shown below.

	Profit (loss)		Equity, net of tax	
Effect in thousands of USD	Strengthening	Weakening	Strengthening	Weakening
USD (10% movement)				
Cash and cash equivalents	2,848	(2,848)	-	-
Current financial assets	13,354	(13,354)	-	-
Total cash, cash equivent and current financial assets	16,202	(16,202)	-	-

As of December 31, 2023, we did not hold derivative financial instruments to hedge foreign currency exchange risks.

As of December 31, 2024 and December 31, 2025 we held derivative instruments consisting in a a combination of put and call options to hedge some of our foreign currency exchange risk. These instruments have the following features:

Maturity date	Instrument	Notional amount USD	Exercise price	Fair value as of December 31, 2024	Fair value as of December 31, 2025
		($, in thousands)		($, in thousands)	
May 13, 2025	Call options	3,000	1.1000	8	-
May 13, 2025	Put options	5,000	1.0650	(153)	-
July 11, 2025	Call options	3,000	1.1000	15	-
July 11, 2025	Put options	5,000	1.0650	(157)	-
February 25, 2026	Call options	5,000	1.1695	-	56
February 25, 2026	Put options	10,000	1.1640	-	(44)
May 15, 2026	Call options	4,500	1.1550	-	82
May 15, 2026	Put options	9,000	1.1320	-	(21)
May 26, 2026	Call options	5,000	1.1695	-	95
May 26, 2026	Put options	10,000	1.1640	-	(83)

These derivatives are measured at fair value with changes in fair value through profit or loss.

As of December 31, 2024, they were recorded in other current liabilities for $0.3 million. The loss of $0.3 million was recorded as a financial expense.

As of December 31, 2025, they were recorded in current financial assets for $0.2 million and in other current liabilities for $0.2 million with changes in fair value recorded as financial gains for $0.8 million and financial loss for $0.2 million.

Liquidity risk

As of December 31, 2025, our financial debt primarily consists of lease debts for $35.4 million, a loan from a bank syndicate formed with HSBC, Société Générale, Banque Palatine and Bpifrance in the form of a state-guaranteed loan (Prêt Garanti par l'Etat) (the "PGE") for $4.1 million, a liability related to the financing of certain of our Research Tax Credits by Bpifrance for $6.4 million, a liability related to the EIB loan for $47.2 million, and a conditional advance with Bpifrance for $4.0 million. All of those amounts are excluding future interests. Refer to Note 14.2 for further details on the related future contractual cash flows by maturity dates, including future interest payments.

We have incurred losses since our inception in 2000, and we anticipate that we will continue to incur losses for at least the next several years.

With cash and cash equivalents of $61.5 million and deposits of $144.8 million as of December 31, 2025, the Company believes its cash and cash equivalents will be sufficient to fund its operations for at least twelve months following the publication of our Consolidated Financial Statements.

Interest rate risk

We seek to engage in prudent management of our cash and cash equivalents, mainly cash on hand and common financial instruments (typically short- and mid-term deposits). Furthermore, the interest rate risk related to cash, cash equivalents and common financial instruments is not significant based on the quality of the financial institutions with which we work.

Our main interest-bearing financial debts, the PGE loan and our loans under the Finance Contract with EIB, are at fixed rates and do not expose us to interest rate risks.

Share price risk

We have financial instruments whose value depends on Cellectis share price, in particular the warrants granted to EIB under the Finance Contract. Under the terms of the Warrant Agreement that supplements the Finance Contract, we are committed in the event of exercise of the warrants by the EIB to deliver Cellectis ordinary shares, the fair value of which will depend on the future share price.

Inflation risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Credit risk

Credit risk is the risk of our financial loss if a customer or counterparty to a financial instrument default on its contract commitments. We are exposed to credit risk due to our trade receivables, subsidies receivables, short-term deposits and cash equivalents. As of December 31, 2025 our trade and other receivables do not include any material overdue amounts and we do not expect any significant credit loss on the outstanding balance.

Our policy is to manage our risk by dealing with third parties with good credit standards.

Our cash, cash equivalents and short-term deposits are all held in major financial institutions with a very low credit risk profile. All counterparties are rated A+ for long-term and A-1 for short-term credit quality by Standard & Poor's.

Note 11. Non-current financial assets and Other non-current assets

As of December 31, 2025, non-current financial assets consisted of:

- our finance lease receivable for $1.8 million (compared with $2.1 million as of December 31, 2024) which was recognized in connection with the partial sublease of our premises in New York. The sublease started in June 2022.
- restricted cash for $2.3 million (compared with $4.6 million as of December 31, 2024), primarily related to (i) our leased premises in Raleigh for $2.1 million, and (ii) our leased premises in New York for $0.2 million. The $2.2 million decrease is mainly explained by a $2.0 million reclassification of restricted cash related to a leasing agreement for equipment in Raleigh to current financial assets.
- a deposit of our leased premises in Paris for $1.0 million (compared with $0.9 million as of December 31, 2024).

As of December 31, 2025, other non-current assets consist of research tax credit receivables, which are deemed to be recovered after a three-year period following their initial recognition, for $20.0 million (compared with $11.6 million as of December 31, 2024).

Entity-wide disclosures:

As of December 31, 2025, $20.0 million of our other non-current assets are related to France, while none are related to the United States.

As of December 31, 2024, $11.6 million of our other non-current assets are related to France, while none are related to the United States.

Note 12. Trade receivables and other current assets

Accounting policies for trade receivables and other current assets are described in Note 10.1.

12.1 Trade receivables

	As of December 31, 2024	As of December 31, 2025
	$ in thousands	
Trade receivables	6,714	14,398
Allowance for expected credit losses	-	-
Total net value of trade receivables	**6,714**	**14,398**

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

The increase in trade receivables as of December 31, 2025 is mainly due to the invoicing increase under the AZ JRCA.

12.2 Subsidies receivables

	As of December 31, 2024	As of December 31, 2025
	$ in thousands	
Research tax credit	14,521	7,711
Other subsidies	-	89
Total subsidies receivables	**14,521**	**7,800**

12.3 Other current assets

	As of December 31, 2024	As of December 31, 2025
	$ in thousands	
VAT receivables	1,147	1,177
Income tax receivable	210	639
Prepaid expenses and other prepayments	3,428	1,934
Tax and social receivables	445	1,304
Deferred expenses and other current assets	298	330
Total other current assets	**5,528**	**5,383**

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.

During the years ended December 31, 2025 and December 31, 2024, we prepaid certain manufacturing and clinical costs related to our product candidates lasme-cel and eti-cel.

Note 13. Current financial assets and Cash and cash equivalents

As of December 31, 2024	Carrying amount	Unrealized Gains/(Losses)	Estimated fair value
		$ in thousands	
Current financial assets	117,055	-	117,055
Cash and cash equivalents	143,251	-	143,251
Current financial assets and cash and cash equivalents	**260,306**	**-**	**260,306**

As of December 31, 2025	Carrying amount	Unrealized Gains/(Losses)	Estimated fair value
		$ in thousands	
Restricted cash	2,048	-	2,048
Derivatives	234	0	234
Other current financial assets (deposits)	144,848	-	144,848
Current financial assets	**147,130**	**-**	**147,130**
Cash and cash equivalents	61,533	-	61,533
Current financial assets and cash and cash equivalents	**208,663**	**-**	**208,663**

13.1 Current financial assets

As of December 31, 2025, current financial assets are composed mainly of (i) $144.8 million deposit with a term of more than three months that does not meet IAS 7 requirements to qualify as cash equivalents and (ii) $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 are composed of 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 $1.2 million corresponding to our investment in Cibus at its fair value.

13.2 Cash and cash equivalents

Accounting policy

Cash and cash equivalents are held for the purpose of meeting short-term cash commitments rather than for the purpose of investment or for other purposes. They are readily convertible into a known amount of cash and are subject to an insignificant risk of changes in value. Cash and cash equivalents include cash, bank accounts, money market funds and fixed bank deposits that meet the definition of a cash equivalent. Cash equivalents are fair valued at the end of each reporting period.

Details of cash and cash equivalents

	As of December 31, 2024	As of December 31, 2025
	$ in thousands	
Cash and bank accounts	32,915	45,915
Fixed bank deposits	110,336	15,618
Total cash and cash equivalents	**143,251**	**61,533**

Fixed bank deposits have fixed original 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 14. Financial liabilities and lease debts

14.1 Detail of financial liabilities and lease debts

	As of December 31, 2024	As of December 31, 2025
	$ in thousands	
Conditional advances	3,189	4,042
Lease debts	34,245	27,725
State Guaranteed loan « PGE »	3,599	-
EIB loan	37,202	47,175
EIB warrants	6,010	22,059
Other non-current financial liabilities	881	735
Total non-current financial liabilities and non-current lease debts	**85,127**	**101,738**
Lease debts	8,385	7,701
State Guaranteed loan « PGE »	4,841	4,090
Other current financial liabilities	11,293	6,369
Total current financial liabilities and current lease debts	**24,519**	**18,161**
Trade payables	18,664	17,277
Other current liabilities	10,097	12,342
Total Financial liabilities and lease debts	**138,408**	**149,518**

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 transactions	Reclassifications	Interest expense	Interest paid	Non-cash change in fair value	Currency translation adjustment	As of December 31, 2025
					$ in thousands				
Conditional advances	3,189	-	-	-	419	-	-	435	4,042
Lease debts	34,245	-	-	(7,512)	-	-	-	992	27,725
State Guaranteed loan « PGE »	3,599	-	-	(3,912)	-	-	-	313	-
EIB loan	37,202	-	(11)	-	4,913	-	-	5,072	47,175
EIB warrants	6,010	-	-	-	-	-	14,668	1,381	22,059
Other non-current financial liabilities	881	-	-	(146)	-	-	-	-	735
Total non-current financial liabilities and non-current lease debts	**85,127**	**-**	**(11)**	**(11,571)**	**5,332**	**-**	**14,668**	**8,193**	**101,738**
Lease debts (1)	8,385	(8,589)	-	7,512	2,225	(2,225)	-	392	7,701
State Guaranteed loan « PGE »	4,841	(5,235)	9	3,912	138	(156)	-	579	4,090
Other current financial liabilities (2)	11,293	(136)	(6,119)	146	434	(456)	-	1,206	6,369
Total current financial liabilities and current lease debts	**24,519**	**(13,959)**	**(6,110)**	**11,571**	**2,798**	**(2,837)**	**-**	**2,178**	**18,161**

	As of December 31, 2023	Proceeds from new debts	Debt repayments	Other non-cash transactions	Reclassifications	Interest expense	Interest paid	Non-cash change in fair value	Currency translation adjustment	As of December 31, 2024
					$ in thousands					
Conditional advances	1,448	1,656	-	16	-	232	-	-	(163)	3,189
Lease debts	42,948	-	-	408	(8,513)	-	-	-	(597)	34,245
State Guaranteed loan « PGE »	8,950	-	-	-	(5,017)	-	-	-	(334)	3,599
EIB loan	18,046	17,248	-	79	-	3,751	-	-	(1,921)	37,202
EIB warrants	7,797	4,297	-	-	-	-	-	(5,673)	(412)	6,010
Other non-current financial liabilities	12,884	-	-	-	(11,757)	-	-	-	(246)	881
Total non-current financial liabilities and non-current lease debts	**92,073**	**23,201**	**-**	**502**	**(25,288)**	**3,983**	**-**	**(5,673)**	**(3,671)**	**85,127**
Lease debts (1)	8,502	-	(8,426)	-	8,513	2,636	(2,636)	-	(203)	8,385
State Guaranteed loan « PGE »	5,162	-	(5,001)	-	5,017	130	(145)	-	(322)	4,841
Other current financial liabilities	126	-	-	-	11,757	705	(702)	-	(594)	11,293
Total current financial liabilities and current lease debts	**13,790**	**-**	**(13,427)**	**-**	**25,288**	**3,471**	**(3,483)**	**-**	**(1,119)**	**24,519**

(1) Payments on lease debts as presented on the Company's statements of consolidated cash flows include debt repayments and related interests paid.

(2) Other non-cash transactions of $6.1 million in 2025 relate to the settlement by the French tax authorities of our 2021 Research Tax Credit partial financing directly to the lender (Bpifrance).

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 eti-cel 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 an €18.5 million (or $21.7 million using exchange rate as of December 31, 2025) loan from a bank syndicate formed with HSBC, Société Générale, Banque Palatine and Bpifrance 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 December 31, 2025, the current liability related to the PGE amounted to $4.1 million.

Other current and non-current financial liabilities

As of December 31, 2025 the other current financial liabilities correspond mainly to $6.2 million Research Tax Credit financings, set up with Bpifrance in August 2023 with maturity in 2026. As of December 31, 2024 and as of December 31, 2025, other non current financial liabilities also include a loan previously contracted to finance leasehold improvements in our premises in New York for $0.9 million and $0.7 million, respectively.

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, B and 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.

Tranche 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 2,779,188, 1,460,053 and 611,426 Bons de Souscription d'Actions ("BSA") 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 December 31, 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 to be 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 warrants 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 collection 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 December 31, 2025
Number of warrants granted	2,779,188	2,779,188	2,779,188
Share price (in euros)	1.87	1.63	4.20
Average life of options (in years)	20.00	18.55	17.30
Expected volatility	81.3%	45.6%	89.7%
Risk free rate	2.85%	2.4%	3.3%
Expected dividends	0%	0%	0%
Fair value per option (in euros per share)	1.73	1.19	3.84
Fair value in $ thousands	**5,280**	**3,447**	**12,546**

The change in fair value of Tranche A warrants of $2.5 million between initial recognition and December 31, 2023 was recognized in financial income. The change in fair value between December 31, 2023 and December 31, 2024 and between December 31, 2024 and December 31, 2025 was recognized in financial expense.

We conducted sensitivity analysis on the expected volatility of 5% as a standard practice. As shown in the tables below, the sensitivity of the fair value to the expected volatility is not significant:

As of April 17, 2023	Fair value in $ thousands
Expected volatility -5%	5,261
Expected volatility	5,280
Expected volatility +5%	5,286

As of December 31, 2024	Fair value in $ thousands
Expected volatility -5%	3,236
Expected volatility	3,447
Expected volatility +5%	3,627

As of December 31, 2025	Fair value in $ thousands
Expected volatility -5%	12,257
Expected volatility	12,546
Expected volatility +5%	12,835

The assumptions and results of the warrants 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 December 31, 2025
Number of warrants granted	1,460,053	1,460,053	1,460,053
Share price (in euros)	2.51	1.63	4.20
Average life of options (in years)	20.00	19.09	18.09
Expected volatility	60.4%	45.6%	89.7%
Risk free rate	2.7%	2.4%	3.3%
Expected dividends	0%	0%	0%
Fair value per options (in euros per share)	2.22	1.15	3.89
Fair value in $ thousands	**3,534**	**1,750**	**6,679**

The change in fair value of Tranche B warrants of $1.7 million between initial recognition and December 31, 2024 was recognized in financial income. The change in fair value between December 31, 2024 and December 31, 2025 was recognized in financial expense.

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 January 25, 2024	Fair value in $ thousands
Expected volatility -5%	3,358
Expected volatility	3,534
Expected volatility +5%	3,711

As of December 31, 2024	Fair value in $ thousands
Expected volatility -5%	1,613
Expected volatility	1,750
Expected volatility +5%	1,869

As of December 31, 2025	Fair value in $ thousands
Expected volatility -5%	6,274
Expected volatility	6,679
Expected volatility +5%	6,840

The assumptions and results of the warrants 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 December 31, 2025
Number of warrants granted	611,426	611,426	611,426
Share price (in euros)	1.56	1.63	4.20
Average life of options (in years)	20.00	19.97	18.97
Expected volatility	45.3%	45.6%	89.7%
Risk free rate	2.2%	2.4%	3.3%
Expected dividends	0%	0%	0%
Fair value per options (in euros per share)	1.19	1.28	3.94
Fair value in $ thousands	**755**	**813**	**2,834**

The change in fair value of Tranche C warrants of $0.1 million between initial recognition and December 31, 2024 was recognized in financial expense. The change in fair value between December 31, 2024 and December 31, 2025 was recognized in financial expense.

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 December 18, 2024	Fair value in $ thousands
Expected volatility -5%	712
Expected volatility	755
Expected volatility +5%	791

As of December 31, 2024	Fair value in $ thousands
Expected volatility -5%	766
Expected volatility	813
Expected volatility +5%	856

As of December 31, 2025	Fair value in $ thousands
Expected volatility -5%	2,782
Expected volatility	2,834
Expected volatility +5%	2,862

14.2 Due dates of the financial liabilities and lease debt

The following remaining contractual maturities are undiscounted amounts, they include future interest to be paid.

Balance as of December 31, 2025	**Book value**	**Less than One Year**	**One to Five Years**	**More than Five Years**
		$ in thousands		
Lease debts	35,426	10,151	25,406	7,881
Financial liabilities	84,472	10,722	79,206	34
Trade payables	17,277	17,277	-	-
Other current liabilities	12,342	12,342	-	-
Total financial liabilities and lease debts	**149,518**	**50,492**	**104,613**	**7,915**

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 financial liabilities and lease debts	**138,408**	**55,893**	**65,275**	**49,321**

Note 15. Other current liabilities

	As of December 31, 2024	**As of December 31, 2025**
	$ in thousands	
VAT Payables	16	80
Accruals for personnel related expenses	8,830	10,766
Other	1,251	1,496
Total other current liabilities	**10,097**	**12,342**

Accruals for personnel are related to annual bonuses, paid time-off accruals and social expenses on stock options.

Note 16. Deferred income and contract liabilities

Details of deferred income and contract liabilities

	As of December 31, 2024	As of December 31, 2025
	$ in thousands	
Deferred revenues	112,161	96,803
Total deferred income and contract liabilities	**112,161**	**96,803**

As of December 31, 2025, the deferred revenues and contract liabilities include $96.8 million of deferred revenues related to the AZ JRCA, including upfront payments from the IIA and the SIA. Revenue recognized in the year ended December 31, 2025 that was included in the contract liability balance at the beginning of the year amounted to $36.8 million.

As of December 31, 2024, the deferred revenues and contract liabilities include $112.2 million of deferred revenues related to the AZ JRCA, including upfront payments from the IIA and the SIA. Revenue recognized in the year ended December 31, 2024 that was included in the contract liability balance at the beginning of the year amounted to $11.7 million.

The accounting treatment of the AZ JRCA, the IIA and the SIA is detailed in Note 2.6 to the consolidated financial statements "Accounting treatment of significant transactions affecting the period".

Note 17. Capital

17.1 Share capital issued

Accounting policy

Costs directly attributable to the issue of ordinary shares or share options are recognized as a reduction in equity. Repurchased own shares are classified as treasury shares and deducted from equity.

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, 2023	**2,955**	**583,122**	**45,675,968**	**0.05**
Capital increase of Cellectis	1,401	68,584	25,907,800	
Transaction costs related to capital increase	-	(2,049)	-	
Exercise of share warrants, employee warrants, stock options and free-shares vesting	9	-	167,433	
Non-cash stock-based compensation expense	-	7,086	-	
Other movements	-	(133,958)	-	
Balance as of December 31, 2023	**4,365**	**522,785**	**71,751,201**	**0.05**
Balance as of January 1, 2024	**4,365**	**522,785**	**71,751,201**	**0.05**
Allocation of prior period loss		(112,911)		
Capital increase of Cellectis	1,505	138,495	28,000,000	
Transaction costs related to capital increase	-	(207)	-	
Derecognition of AZ derivative	-	(56,970)	-	
Exercise of share warrants, employee warrants, stock-options and free-shares vesting	19	9	342,672	
Non-cash stock-based compensation expense	-	3,167	-	
Other movements	-	(79)	-	
Balance as of December 31, 2024	**5,889**	**494,288**	**100,093,873**	**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)	-	
Exercise of share warrants, employee warrants, stock-options and vesting of free-shares (2)	14	36	245,568	
Non-cash stock-based compensation expense	-	6,110	-	
Other movements	-	11	-	
Balance as of December 31, 2025	**5,903**	**437,445**	**100,339,441**	**0.05**

Capital evolution in 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 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 year ended December 31, 2025, 245,568 ordinary shares were issued to the benefit of Company's employees related to the free shares plans which met vesting conditions and exercised stock options.

Capital evolution in 2024

- The statutory standalone net loss of the parent company was allocated to premiums related to share capital following the allocation decision of the Annual General Meeting of shareholders. The remaining consolidated net loss was allocated to retained earnings (deficit).

- On May 3, 2024, 28,000,000 shares were issued in connection with the SIA of $140.0 million at a price of $5 per share. 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.
- The transaction costs recognized as a reduction of share premium during the twelve-months period ended December 31, 2024 correspond to the $0.2 million issuance cost related to AstraZeneca additional investment.
- During the year ended December 31, 2024, 342,672 ordinary shares were issued to the benefit of Cellectis employees corresponding to the free shares vested. On March 5, 2024, 204,334 ordinary shares were issued to the benefit of Cellectis employees corresponding to the free shares vested under the March 5, 2021 free shares award. On May 12, 2024, 2,120 ordinary shares were issued to the benefit of Cellectis employees corresponding to the free shares vested under the May 12, 2021 free shares award. On May 28, 2024, 135,980 ordinary shares were issued to the benefit of Cellectis employees corresponding to the free shares vested under the May 28, 2021 free shares award. On September 30, 2024, 238 ordinary shares were issued to the benefit of Cellectis employees corresponding to the free shares vested under the September 30, 2021 free shares award.

Capital evolution in 2023

- During the year ended December 31, 2023, 9,907,800 shares were issued in the Cellectis Follow-on Offering with gross proceeds of $24.8 million.
- During the year ended December 31, 2023, 16,000,000 shares were issued on November 6, 2023 in connection with the AstraZeneca Initial Investment Agreement (the "IIA") of $80.0 million at a price of $5 per share. Following settlement and delivery of the new shares, AstraZeneca owned approximately 22% of the share capital and 21% of the voting rights of the Company, had the right to nominate a non-voting observer on the board of directors of Cellectis, and had the right to participate pro rata in Cellectis’s future share offerings. A portion of the Initial Investment Agreement proceeds equal to $35.7 million was reallocated to the transaction price of the Joint Research and Collaboration Agreement ("AZ JRCA") with AstraZeneca collaboration agreement and recorded as deferred revenue. The amount is reflected as a deduction from the share premium. The remaining consideration received, after reallocation of the AZ JRCA representing $44.9 million is reflected in share capital for $0.9 million and share premium for $44.0 million. Further details on the interdependence between the AZ JRCA and SIA are provided in Note 2.6 to the financial statements "Accounting treatment of significant transactions of the period".
- The transaction costs recognized as a reduction of share premium during the year ended December 31, 2023 correspond to the $1.4 million issuance costs incurred in 2023 in connection with the Cellectis Follow-on Offering (in addition to the $0.6 million costs already incurred and deducted from Equity in the fourth quarter of 2022) and the $0.6 million issuance costs related to AstraZeneca initial investment.
- During the annual shareholders meeting of June 27, 2023, the shareholders, in accordance with French Law, approved the absorption of $134.0 million of retained earnings into share premium as presented in "other movements". This transaction has no impact on the total equity, comprehensive income (loss), assets (including cash) nor liabilities.

Voting rights:

In general, each shareholder is entitled to one vote per share at any general shareholders’ meeting. However, our By-Laws provide that all shares held in registered form for more than two years will be granted double voting rights.

Until they convert into ordinary shares, the "class A" convertible preferred shares have single voting rights, and will not be eligible for double voting right under any circumstances, and the "class B" have no voting rights for a period of 74 years, except with respect to any distribution of dividends or reserves.

- At December 31, 2025, we had 100,339,441 shares outstanding of which 10,000,000 were Class A Preferred shares with a single voting right, 18,000,000 were Class B Preferred shares with no voting rights, and 23,236,915 were ordinary shares with a double voting right. As a result, as of December 31, 2025 total voting rights amounted to 105,576,356.
- At December 31, 2024, we had 100,093,873 shares outstanding of which 10,000,000 were Class A Preferred shares with a single voting rights, 18 000 000 were Class B Preferred shares with no voting rights, and 6,566,666 were ordinary shares with a double voting right. As a result, as of December 31, 2024 total voting rights amounted to 88,660,539.
- At December 31, 2023, we had 71,751,201 ordinary shares outstanding of which 5,935,517 had a double voting right, and no preferred shares. As a result, as of December 31, 2023 total voting rights amounted to 77,686,718.

17.2 Share warrants and non-employee warrants

Share warrants and non-employee warrants consist of Bons de Souscription d’Action (“BSAs”) which are granted to our board members and consultants.

Holders of vested stock options and warrants are entitled to subscribe to a capital increase of Cellectis at predetermined exercise price.

Date	Type	Number of outstanding instruments as of 01/01/2025	Number of instruments granted	Number of options/warrants exercised	Number of free shares vested	Number of instruments voided	Number of outstanding instruments as of 12/31/2025	Maximum of shares to be issued	Number of exercisable warrants and stock options as of 12/31/2025	Exercise price per option / warrant in Euros
03/24/2015	Stock Options	1,336,826	-	-	-	(1,336,826)	-	-	-	38.45
03/27/2015	Warrants	50,000	-	-	-	(50,000)	-	-	-	38.45
09/08/2015	Warrants	74,200	-	-	-	(74,200)	-	-	-	28.01
09/08/2015	Stock Options	1,301,000	-	-	-	(1,301,000)	-	-	-	27.55
03/14/2016	Warrants	66,675	-	-	-	(40,175)	26,500	28,090	26,500	27.37
03/14/2016	Stock Options	1,261,336	-	-	-	-	1,261,336	1,337,016	1,261,336	22.44
10/28/2016	Warrants	68,000	-	-	-	(40,000)	28,000	29,680	28,000	18.68
10/28/2016	Stock Options	1,440,646	-	-	-	(2,704)	1,437,942	1,524,220	1,437,943	17.90
10/11/2017	Warrants	80,000	-	-	-	(40,000)	40,000	42,400	40,000	24.34
10/11/2017	Stock Options	665,000	-	-	-	-	665,000	704,900	665,000	22.57
10/08/2018	Stock Options	5,000	-	-	-	-	5,000	5,300	5,000	24.80
04/24/2019	Stock Options	904,291	-	-	-	(10,500)	893,791	947,418	893,791	18.25
11/06/2019	Stock Options	30,000	-	-	-	-	30,000	31,800	30,000	11.06
07/20/2020	Stock Options	17,000	-	-	-	-	17,000	18,020	17,000	15.12
08/05/2020	Stock Options	114,000	-	-	-	-	114,000	120,840	114,000	14.62
11/05/2020	Stock Options	20,500	-	-	-	-	20,500	21,730	20,500	14.62
03/04/2021	Stock Options	654,881	-	-	-	(14,780)	640,102	678,508	639,610	19.44
03/05/2021	Free shares	788	-	-	-	(788)	-	-	-	-
04/13/2021	Stock Options	27,465	-	-	-	-	27,465	29,113	27,465	16.07
05/12/2021	Stock Options	2,844	-	-	-	(2,844)	-	-	-	14.36
05/28/2021	Stock Options	25,000	-	-	-	-	25,000	26,500	25,000	12.69
09/30/2021	Stock Options	450	-	-	-	-	450	477	450	11.51
11/25/2021	Stock Options	3,094	-	-	-	(3,094)	-	-	-	8.81
03/03/2022	Free shares	192,480	-	-	(192,728)	248	0	0	-	-
03/03/2022	Stock Options	499,045	-	-	-	-	499,045	528,988	494,759	4.41
03/29/2022	Free shares	2,014	-	-	(2,014)	-	-	-	-	-
03/29/2022	Stock Options	3,400	-	-	-	-	3,400	3,604	3,188	3.96
05/24/2022	Free shares	34,856	-	-	(34,002)	(854)	0	0	-	-
05/24/2022	Stock Options	37,580	-	-	-	-	37,580	39,835	37,258	3.48
12/19/2022	Free shares	1,606	-	-	(636)	(970)	-	-	-	-
12/19/2022	Stock Options	1,255	-	-	-	(1,255)	-	-	-	2.09
01/24/2023	Free shares	277,538	-	-	(2,612)	(22,980)	251,946	251,946	-	-
01/24/2023	Stock Options	1,084,941	-	-	-	-	1,084,941	1,150,037	691,956	3.17
05/04/2023	Stock Options	355,650	-	(300)	-	-	355,350	376,671	233,681	1.80
06/26/2023	Stock Options	46,753	-	(2,000)	-	(2,656)	42,096	44,622	26,088	1.74
01/25/2024	Stock Options	1,412,476	-	-	-	-	1,412,476	1,497,225	466,117	2.60
05/15/2024	Stock Options	571,625	-	(2,742)	-	(34,533)	534,350	534,350	201,006	2.82
06/26/2024	Stock Options	556,562	-	(8,396)	-	(2,530)	545,636	545,636	190,537	2.07
08/07/2024	Stock Options	100,000	-	-	-	-	100,000	100,000	33,000	1.90
09/05/2024	Stock Options	21,000	-	-	-	-	21,000	21,000	6,563	2.08
11/04/2024	Stock Options	19,675	-	-	-	(9,800)	9,875	9,875	2,469	1.70
01/30/2025	Stock Options	-	3,851,783	-	-	-	3,851,783	3,851,783	-	1.56
03/13/2025	Stock Options	-	1,866,150	-	-	(84,625)	1,781,525	1,781,525	-	1.26
06/23/2025	Stock Options	-	476,100	-	-	(4,500)	471,600	471,600	-	1.28
08/04/2025	Warrants	-	75,000	-	-	-	75,000	75,000	23,438	2.59
11/07/2025	Stock Options	-	132,000	-	-	-	132,000	132,000	-	3.07
12/09/2025	Stock Options	-	20,000	-	-	-	20,000	20,000	-	4.07
	Total	**13,367,451**	**6,421,033**	**(13,438)**	**(231,992)**	**(3,081,364)**	**16,461,689**	**16,981,708**	**7,641,653**	

17.3 Non-controlling interests

Non-controlling shareholders held a 52% interest in Calyxt as of May 31, 2023. These non-controlling interests were generated during the initial public offering of Calyxt, subsequent follow-on offerings and Calyxt's at-the-market (ATM) offering program, as well as through vesting and exercises of equity awards. On June 1, 2023, as Calyxt was deconsolidated and as a result, we derecognized non-controlling interests in Calyxt. Since June 1, 2023, the Group has held a 100% interest in all fully consolidated entities.

Note 18. Share-based payments

18.1 Detail of Cellectis equity awards

Holders of vested Cellectis stock options and warrants are entitled to exercise such options and warrants to purchase Cellectis Ordinary shares at a fixed exercise price established at the time of such options and warrants are granted during their useful life.

For stock options and 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, risk free rates, dividend yield, and forfeiture rate. We estimate our future stock price volatility based on Cellectis historical closing share prices over the expected term. 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 is based on the French government securities with maturities similar to the expected term of the options at grant date. 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.

Following AstraZeneca's equity investment of 28 million shares on May 3, 2024, including 10,000,000 Class A Preferred Shares and 18,000,000 Class B Preferred Shares, the board of directors implemented measures to protect the interests of the holders of share warrants, stock options and free shares (in accordance with the provisions of article L. 228-99 3° of the French *Code de commerce*). The board of directors, assisted by an independent expert, concluded it was necessary to adjust the rights of holders of share warrants, stock options and free shares, on the basis of an adjustment ratio set at 1.06x. Stock options and share warrants ("BSA") outstanding as of May 3, 2024 benefited from an increase in their conversion ratio from 1 share to 1.06 share per option/warrant exercised. Holders of outstanding free shares as of May 3, 2024 benefited from a 6% increase in the number of free shares granted. The additional stock-based compensation expense is $0.1 million for the year 2024.

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 twelve-month period ended December 31,		
	2023	**2024**	**2025**
Weighted-Average fair values of stock options granted	1.65€	1.41€	0.89€
Assumptions:			
Risk-free interest rate	2.45% - 2.75%	2.51% - 2.99%	2.78% - 3.06%
Share entitlement per options	1	1 - 1.06	1
Exercise price	1.74€ - 3.17€	1.70€ - 2.82€	1.26€ - 4.07€
Underlying stock price at grant date	1.70€-3.09€	1.67€-2.76€	1.26€-4.02€
Expected volatility	63.7% - 64.4%	64.6%- 65.2%	65.0%- 72.2%
Expected term (in years)	6.03 - 6.15	6.03 - 6.17	5.93 - 6.16
Vesting conditions	Performance & Service or Service	Performance & Service or Service	Performance & Service or Service only
Vesting period	Graded	Graded	Graded

Our vesting performance conditions comprise a mix of financial (non-related to the price of Cellectis' ordinary shares or ADS), manufacturing and clinical objectives to be met.

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, 2023	**7,400,519**	**24.58**	**8,787,264**	**22.31**	**4.6**
Granted			1,835,411	2.86	
Exercised			-	-	
Forfeited or Expired			(79,516)	22.86	
Balance as of December 31, 2023	**7,913,183**	**23.63**	**10,543,159**	**18.92**	**4.6**
Granted			3,054,163	2.51	
Exercised			-	-	
Forfeited or Expired			(1,078,028)	4.50	
Balance as of December 31, 2024	**8,546,368**	**22.34**	**12,519,294**	**16.16**	**4.6**
Granted			6,346,033	1.49	
Exercised			(13,438)	2.17	
Forfeited or Expired			(2,811,646)	31.33	
Balance as of December 31, 2025	**7,523,716**	**14.42**	**16,040,242**	**7.71**	**6.4**

Share-based compensation expense related to stock option awards was $5.6 million in 2025, $2.6 million in 2024, and $2.3 million in 2023.

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 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 solely based on both service and performance conditions. On the same date, the Board of Directors also granted 205,600 stock options to non-executive employees with a four-year vesting period solely based on service conditions.

On November 7, 2025, the Board of Directors granted 132,000 stock options to non-executive employees. These stock options will vest over four years solely based on service conditions.

On December 9, 2025, the Board of Directors granted 20,000 stock options to a non-executive employee. These stock options will vest over four years solely based on service conditions.

Warrants

The weighted-average fair values of warrants granted and the assumptions used for the Black-Scholes option pricing model were as follows:

	For the twelve-month period ended December 31,
	2025
Weighted-Average fair values of warrants granted	1.43€
Assumptions:	
Risk-free interest rate	2.82%
Share entitlement per warrant	1
Subscription price	0.13€
Exercise price	2.59€
Underlying stock price at grant date	2.36€
Expected volatility	70.73%
Expected term (in years)	5.5
Vesting conditions	Service
Vesting period	Graded

No warrants (or "Bons de Souscriptions d'Actions" or "BSAs") have been granted during the years ended December 31, 2023 and December 31, 2024.

Information on warrants activity is as 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, 2023	**896,225**	**27.18**	**896,225**	**27.18**	**3.3**
Granted			-	-	
Exercised			-	-	
Forfeited or Expired	(557,350)	27.48	(557,350)	27.48	
Balance as of December 31, 2023	**338,875**	**26.69**	**338,875**	**26.69**	2.4
Granted			-	-	
Exercised			-	-	
Forfeited or Expired			-	-	
Balance as of December 31, 2024	**338,875**	**26.69**	**338,875**	**26.69**	1.4
Granted			75,000	2.59	
Exercised			-	-	
Forfeited or Expired			(244,375)	27.91	
Balance as of December 31, 2025	**117,938**	**19.35**	**169,500**	**14.25**	4.8

Share-based compensation expense related to warrant awards was $0.1 million in 2025, and nil in 2024 and 2023.

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 (non-related to the price of Cellectis' ordinary shares or ADS), manufacturing and clinical objectives to be met.

Information on free shares activity is as follows:

	Number of Free shares Outstanding	Weighted-Average Grant Date Fair Value (in €)
Balance as of January 1, 2023	**909,113**	**11.18**
Granted	342,900	3.08
Vested	(167,433)	22.45
Cancelled	(67,042)	11.40
Balance as of December 31, 2023	**1,017,538**	**6.59**
Granted	-	-
Additional shares due to May 2024 modification	44,650	1.71
Vested	(342,675)	11.89
Cancelled	(210,219)	6.00
Balance as of December 31, 2024	**509,295**	**2.84**
Granted	-	-
Vested	(231,992)	2.60
Cancelled	(25,356)	3.21
Balance as of December 31, 2025	**251,946**	**3.02**

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 $0.4 million in 2025, $0.5 million in 2024, and $2.9 million in 2023.

No free shares were granted during the years ended December 31, 2025 and December 31, 2024.

18.2 Detail of Calyxt equity awards

Prior to Calyxt's deconsolidation, stock and share-based compensation expenses related to Calyxt equity awards until May 31, 2023 were classified as discontinued operations.

For the period prior to the Calyxt merger, stock and share-based compensation expense has been estimated considering the existence of vesting acceleration and exit event clauses in the equity award agreements and the probability of the events occurring, as the merger constitutes a triggering event of these clauses under the terms of certain equity award agreements.

Stock-based compensation expense related to stock option awards was $1.8 million for the year ended December 31, 2023.

Share-based compensation expense related to restricted stock unit awards was $2.4 million for the year ended December 31, 2023.

Share-based compensation expense related to performance stock unit awards was a reversal of $0.3 million mainly due to departures, compared to an expense of $0.3 million for the year ended December 31, 2023.

Note 19. Earnings per share

Accounting policy

Basic earnings per share are calculated by dividing profit attributable to our ordinary shareholders by the weighted average number of ordinary shares outstanding during the period, adjusted to take into account the impact of treasury shares.

Diluted earnings per share is calculated by adjusting profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all potentially dilutive ordinary shares (stock-options, free shares, share warrants, employee warrants).

Detail of earnings per share

	For the year ended December 31,		
	2023	2024	2025
Net income (loss) attributable to shareholders of Cellectis (€ in thousands)	(101,059)	(36,761)	(67,593)
Net income (loss) attributable to shareholders of Cellectis from discontinued operations (€ in thousands)	15,776	-	-
Weighted average number of outstanding shares, used to calculate basic and diluted net result per share	57,012,815	90,566,346	100,279,276
Basic / Diluted net income (loss) per share attributable to shareholders of Cellectis			
Basic and diluted net income (loss) attributable to shareholders of Cellectis, per share ($ /share)	(1.77)	(0.41)	(0.67)
Basic and diluted net income (loss) attributable to shareholders of Cellectis from discontinued operations, per share ($ /share)	0.28	-	-

As of December 31, 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 18) and outstanding warrants ("BSA") granted to EIB (see Note 14).

Note 20. Provisions

Accounting policy

A provision is recognized if, as a result of a past event, we have a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the reporting date.

Defined benefit plans (retirement indemnities)

Our defined benefit obligations, and their cost, are determined using the projected unit credit method.

The method consists in measuring the obligation based on a projected end-of-career salary and vested rights at the measurement date.

Actuarial assumptions used to determine the benefit obligations are specific to each country and each benefit plan. The discount rate used is the yield at the reporting date on AA credit-rated bonds with maturity dates that approximate the expected payments for our obligations.

Actuarial gains or losses are recognized in other comprehensive loss for the year in which they occur.

Termination benefits

Termination benefits are recognized as a liability and expense at the earlier of the following dates:

- When the entity can no longer withdraw the offer of those benefits; and
- When the entity recognizes costs for a restructuring that is within the scope of IAS 37 Provisions and involves the payment of termination benefits.

Details of provisions

	As of January 1, 2024		Additions	Amounts used during the period	Reversals	OCI	As of December 31, 2024
				$ in thousands			
Retirement indemnities	2,200	-	243	-	(1,200)	(129)	1,115
Employee litigation and severance	242	-	-	(11)	(39)	(12)	180
Commercial litigation	588	-	-	-	-	(35)	553
Provision for tax litigation	628	-	-	(615)	-	(13)	-
Other provision for charges	281	-	26	(184)	(18)	(10)	95
Total	**3,940**	-	**269**	**(810)**	**(1,258)**	**(199)**	**1,942**
Non-current provisions	2,200	-	243	-	(1,200)	(129)	1,115
Current provisions	1,740	-	26	(810)	(57)	(70)	828

	As of January 1, 2025	Additions	Amounts used during the period	Reversals	OCI	As of December 31, 2025
			$ in thousands			
Retirement indemnities	1,115	152	-	-	63	1,329
Employee litigation and severance	180	257	(70)	(36)	30	360
Commercial litigation	553	-	-	-	72	625
Other provision for charges	95	72	-	-	15	183
Total	**1,942**	**481**	**(70)**	**(36)**	**180**	**2,498**
Non-current provisions	1,115	152	-	-	63	1,329
Current provisions	828	330	(70)	(36)	117	1,169

During the year ended December 31, 2025, movements in provisions were immaterial.

On September 26, 2025, Factor Bioscience filed a complaint in the United States District Court for the District of Delaware against Cellectis S.A., Cellectis, Inc., AstraZeneca Ireland Limited, and AstraZeneca Holdings B.V., alleging that Cellectis' TALEN-based gene editing technology would infringe three of Factor's U.S. patents. Due to the early stage of this claim, our belief that we have meritorious defenses and our intent to defend this action vigorously, no liability has been recognized in the Company's Statements of Consolidated Financial Position.

From time to time, we may be subject to various allegations, claims and legal proceedings relating to our operations. We are not currently aware of any such matter that, in the opinion of management, would warrant additional disclosures in those consolidated financial statements.

During the year ended December 31, 2024, movements in provisions were mainly due to the use of a tax litigation provision of $0.6 million which was paid, and an adjustment of $1.2 million on prior service costs related to a retirement indemnity plan amendment.

Commitments for compensation payable to employees upon their retirement

France

In France, pension funds are generally financed by employer and employee contributions and are accounted for as defined contribution plans, with the employer contributions recognized as expense as incurred. There are no actuarial liabilities in connection with these plans.

French law also requires payment of a lump sum retirement indemnity to employees based on years of service and annual compensation at retirement. Benefits do not vest prior to retirement. The Group accounts for this obligation as defined benefit plan and recognizes a liability estimated based on the present value of estimated future benefits to be paid, applying the projected unit credit method whereby each period of service is seen as giving rise to an additional unit of benefit entitlement, each unit being measured separately to build up the final.

The estimation of the retirement indemnity payable to employees is based on the compensation table provided for in the collective bargaining agreement applicable to Cellectis S.A.

As part of the estimation of our obligations, the following assumptions were used for all categories of employees:

	2023	2024	2025
% social security contributions	47.13%	47.13%	47.13%
Salary increases	2.50%	2.50%	2.50%
Discount rate	3.53%	3.44%	3.81%
Retirement age	66 years old	66 years old	66 years old

The discount rates are based on the market yield at the end of the reporting period on high quality corporate bonds.

A 0.5% increase in the discount rate would result in a $0.1 million decrease of the net defined benefit liability, whereas a 0.5% decrease in the discount rate would result in a $0.1 million increase of the net defined benefit liability.

The salary increase rate is based on an estimate of the rate that will be applied by the Company over the average term of the commitments, taking into account the Company's current salary policy as defined by the Compensation Committee.

A 0.5% increase in the salary increase rate would result in a $0.1 million increase in the net defined benefit liability, whereas a 0.5% decrease of the salary increase rate would result in a $0.1 million decrease of the net defined benefit liability.

The following table shows reconciliation from the opening balances to the closing balances for net defined benefit liability and its components.

	$ in thousands
As of January 1, 2023	**(2,390)**
Current service cost	(237)
Interest cost	(90)
Benefit paid	-
Actuarial gains and losses	597
Reclassification/CTA	(80)
As of December 31, 2023	**(2,200)**
Current service cost	(167)
Past service cost	1,200
Interest cost	(76)
Benefit paid	-
Actuarial gains and losses	129
Reclassification/CTA	-
As of December 31, 2024	**(1,115)**
Current service cost	(110)
Interest cost	(42)
Benefit paid	-
Actuarial gains and losses	86
Foreign exchange differences	(149)
As of December 31, 2025	**(1,329)**

United States of America

There is no defined benefit plan for Cellectis S.A.'s subsidiaries located in the United States.

The Group has immaterial defined contribution retirement plans for its U.S. employees.

Note 21. Off-Balance Sheet Commitments

Accounting policy

The commitment amounts are associated with contracts that are enforceable and legally binding and that specify all significant terms, including fixed or minimum services to be used, fixed, minimum or variable price provisions, and the approximate timing of the actions under the contracts. They do not include obligations under agreements that we can cancel without a significant penalty.

Details of off-balance sheet commitments

As of December 31, 2025	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
			$ in thousands		
IT licensing agreements	2,812	1,081	1,731	-	-
Total commitments	**2,812**	**1,081**	**1,731**	**-**	**-**

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 December 31, 2025, our lease guaranty represents a potential obligation in the amount of $19.9 million over the remaining 12 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 liability 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 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.

Obligations under the terms of license and collaboration agreements

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

Note 22. Related parties and other major shareholders

Key management personnel remuneration

Key management personnel include members of the Board of Directors and the CODM as of December 31, 2025.

Short-term employee benefits paid to key management personnel totaled $5.3 million in the fiscal year 2023, $5.5 million in the fiscal year 2024 and $5.6 million in the fiscal year 2025.

On September 4, 2014, the Board of Directors adopted a change of control plan which applies to the members of the CODM. This plan defines the conditions under which a severance package will be paid after a change of control of our company. Key management personnel employment agreements include a termination indemnity or additional post-employment compensation.

Key management personnel received an aggregate of 4,122,283 and 1,724,726 securities in share-based compensation (free shares and stock options) over the years ended December 31, 2025 and December 31, 2024, respectively. Total non-cash stock-based compensation expense for key management personnel amounted to $4.3 million in the year ended December 31, 2025, and $2.4 million in the year ended December 31, 2024.

Transactions with related parties having significant influence over the Group

During the fiscal year ended December 31, 2025, the Group conducted transactions with AstraZeneca, which is also a shareholder with significant influence over the Group. These transactions are detailed in Notes 2.6 and 4.1.

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

$ in thousands	AstraZeneca	
	As of December 31,	
ASSETS	**2024**	**2025**
Total non-current assets	**-**	**-**
Trade receivables	6,053	12,786
Total current assets	**6,053**	**12,786**
TOTAL ASSETS	**6,053**	**12,786**
LIABILITIES		
Non-current financial liabilities	-	-
Total non-current liabilities	**-**	**-**
Current financial liabilities	-	-
Deferred income and contract liabilities	112,155	96,766
Total current liabilities	**112,155**	**96,766**
TOTAL LIABILITIES	**112,155**	**96,766**

Transactions with other major shareholders

Bpifrance, which is a shareholder of Cellectis without significant influence, participated in a bank syndicate that granted a State-Guaranteed loan ("*Prêt Garanti par l'Etat*", or "PGE") to Cellectis. During the fiscal year ended 2025, we made payments of $1.7 million in principal and $0.1 million in interest pursuant to the PGE loan.

We also entered into agreements with Bpifrance, to provide:

- a financing of 80% of certain Research Tax Credit ("Crédit Impôts Recherche" or "CIR") receivables. Pursuant to these agreements, Bpifrance advanced €5.5 million and €5.3 million over the period from June 15, 2022 to June 15, 2023. On October 15, 2025 the €5.5 million financing related to the 2021 Research Tax Credit was fully repaid. The agreement related to the financing of the 2022 Research Tax Credit for €5.3 million related was amended to extend the maturity to October, 15, 2026. We also made payments of €0.3 million in interest during the year ended December 31, 2025.
- a grant and refundable advance to partially support an R&D program related to Cellectis' eti-cel for up to €6.4 million subject to specific conditions (see note 14.1). In 2023 and 2024, Cellectis received respectively €2.8 million and €2.5 million pursuant to this advance. We did not receive additional advances and did not pay any principal or interest amount in 2025.

Outstanding balances with Bpifrance were as follows:

$ in thousands

	Bpifrance As of December 31,	
ASSETS	**2024**	**2025**
Total non-current assets	**-**	**-**
Total current assets	-	-
TOTAL ASSETS	**-**	**-**
LIABILITIES		
Non-current financial liabilities	4,358	4,042
Total non-current liabilities	**4,358**	**4,042**
Current financial liabilities	12,716	7,555
Total current liabilities	**12,716**	**7,555**
TOTAL LIABILITIES	**17,074**	**11,597**

Note 23. Subsequent events

On January 30, 2026, the repayment term of the advance agreement with BPI related to partial financing of the eti-cel R&D program and related CMC activities (see note 14.1 Conditional advances) has been extended by 18 months, with the date of the repayment of the first installment set to September 30, 2029.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

CELLECTIS S.A.

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

Date: March 19, 2026

Exhibit 1.1

CELLECTIS

Corporation (*société anonyme*) with a share capital of 5,029,549.70
Registered office: 8 rue de la Croix Jarry, 75013 Paris.
428 859 052 R.C.S. Paris

By-Laws

As of January 29, 2026

ARTICLE 1 -FORM

The Company is a corporation *(société anonyme),* governed by Book II of the French commercial code *(code de commerce)* and by the present bylaws.

ARTICLE 2 -NAME

The name of the Company is:

CELLECTIS

In all deeds and documents emanating from the Company and addressed to third parties, this name must always be immediately preceded or followed by the words *"société anonyme"* or the initials "S.A." and by the mention of the amount of the share capital.

ARTICLE 3 -PURPOSES

The Company's purposes, both in France and abroad, are all activities relating to genetics and more particularly to genome engineering and, notably, research, development and invention, filing and use of patents and trademarks, valorisation, sale and marketing, advice and assistance in any field, and more particularly in the fields of agrifood, pharmaceuticals, textile and environment; and generally, all industrial, commercial, financial, civil, and personal or real property operations that may be directly or indirectly related to the purposes above or any similar or connected purposes.

ARTICLE 4 -REGISTERED OFFICE

The registered office of the Company is located at 8 rue de la Croix Jarry, 75013 Paris.

It may be transferred anywhere else in French territory by a decision of the Board of Directors, subject to the ratification of such decision by the next ordinary general meeting, and elsewhere by virtue of a resolution of the extraordinary general meeting.

If a transfer is decided by the Board of Directors, the Board is authorized to amend the bylaws and perform the publication and filing formalities required as a result, provided it is stated that the transfer is subject to the aforementioned ratification.

ARTICLE 5 -DURATION

The term of the Company shall be ninety-nine (99) years starting from the date of its registration with the Trade and Companies Registry, except in the event it is dissolved before the expiration of its term or if said term is extended by an extraordinary general shareholders' meeting.

ARTICLE 6 -SHARE CAPITAL – CHANGES IN SHARE CAPITAL

6.1 **Share Capital**

The Company has a share capital of € 5,029,549.70 divided into 100,590,994 shares, with a par value of €0.05 each all fully paid, comprising:

- 72,590,994 ordinary shares (the "Ordinary Shares");
- 10,000,000 series A preferred share (the "Series A Shares"),

- 18,000,000 series B preferred share (the "Series B Shares" and, together with the Ordinary Shares and the Series A Shares, the "Shares"),

The rights and obligations pertaining to the Shares are defined in Article 9.

6.2 **Changes in share capital**

The share capital of the Company may be increased or reduced as provided by the French commercial code *(code de commerce)*.

On October 28, 2011, the shareholders' general meeting approved the contribution to the Company of 11,111,089 shares of Cellartis, a Swedish Company with a share capital of SEK 2,222,217.80, which registered office is located at Arvid Wallgrens Backe 20, SE-41346 Goteborg (Sweden). This contribution, valued at €17,399,997, resulted in a share capital increase of a nominal amount of € 96,666.65 and the issuance of 1,933,333 Ordinary Shares at a price of € 9 each (share premium included), with a par value of €0.05 each, allocated to Cellartis shareholders in exchange for their respective contributions.

ARTICLE 7 -LEGAL FORM

Fully paid-up Ordinary Shares are either held in registered or bearer form at the option of each shareholder, subject to the applicable legal provisions regarding the form of shares held by certain natural or legal persons. Non fully paid-up Ordinary Shares must be held in registered form.

Series A Shares and Series B Shares are held in registered form and are not admitted to trading to any stock exchange.

Shares are registered in an account under the conditions and in the manner prescribed by applicable laws and regulations.

Ownership of the Shares delivered in registered form results from their registration in a registered account.

ARTICLE 8 -SHARE TRANSFERS — IDENTIFYING THE SHAREHOLDERS

Ordinary Shares registered in accounts are freely transferable from one account to another through a wire, in accordance with applicable laws and regulations.

Series A Shares and Series B Shares are not transferrable except to an Affiliate of AstraZeneca Holdings B.V.

For the purpose of this ARTICLE 8, "Affiliate" when used with reference to a specified person, shall mean any person that directly or indirectly through one or more intermediaries controls, is controlled by or is under common control with such specified person; for such purposes, the term "control" (including the terms "controlling", "controlled by" and "under common control with") shall mean the control as defined by article L. 233-3 I of the French commercial code, it being agreed that, for the purpose of this definition, the management company or general partner of a partnership, fund or investment vehicle (or the person which controls such management company or general partner) shall be deemed to have control over such partnership, fund or investment vehicle.

The Company may also, subject to applicable laws and regulations, at its own expense, request from an authorized agency at any time, the name, or, in the case of a legal entity, the corporate name, nationality, and address of holders of securities granting an immediate or future right to vote at its shareholders' meetings, and the number of securities held by each of them and, if applicable, any restrictions to which these securities may be subject.

ARTICLE 9 -RIGHTS AND OBLIGATIONS PERTAINING TO SHARES

9.1 Common provisions applicable to the Shares

The rights and obligations attached to a Share follow the Share to any transferee to whom it may be transferred and the transfer includes all unpaid dividends due and dividends to be paid, as well as, as the case may be, the pro-rata portion of the reserve funds and provisions.

The ownership of a Share implies *ipso facto* the owner's approval of the present bylaws and the decisions adopted by general shareholders' meetings.

One voting right is attached to each Ordinary Share and each Series A Share.

Except as set out in these by-laws, each Share gives right to a pro-rata portion of corporate assets, profits, and of liquidation surplus, proportional to the portion of the share capital it represents. For the avoidance of doubt and except as set out in these by-laws, the Ordinary Shares, Series A Shares and Series B Shares, which constitute separate classes of share, rank *pari passu* among themselves.

In the event of:

(i) the issue, in any form whatsoever, of new shares with preferential subscription rights reserved to shareholders;

(ii) the free distribution of shares to shareholders, share split or reverse share split;

(iii) the free distribution to the Company's shareholders of any financial instrument other than the shares;

(iv) the distribution of reserves or premiums, in cash or in kind;

(v) the capitalisation of reserves, profits or premiums through an increase in the nominal value of shares;

(vi) a change in profit distribution by the creation of preferred shares;

(vii) a merger (*absorption or fusion*) or spin-off (*scission*);

(viii) a repurchase by the Company of its own shares at a price higher than the market price; and

(ix) the redemption of share capital,

the Company shall enable the holders of Series A Shares and Series B Shares to exercise their rights so as to participate in or benefit from the above-mentioned transactions in accordance with article L. 228-99 of the French commercial code (*code de commerce*).

Whenever it is necessary to hold several shares to exercise any right, shareholders or securities' holders shall take it upon themselves to pool the number of shares or securities required.

In accordance with the provisions of the French commercial code *(code de commerce),* all fully paid-up Ordinary Shares which have been held in registered form for at least two years by the same shareholder will be granted double voting rights in comparison to the voting right attached to other Shares (other than the Series B Shares) which shall be equal to amount of share capital it represents. Series A Shares and Series B Shares will not be eligible for double voting rights.

9.2 **Specific provisions applicable to the Series A Shares and Series B Shares**

Any Series A Shares shareholder shall be entitled, by notice in writing to the Company, to require conversion into Ordinary Shares of some or all of the Series A Shares held by such shareholder at any time and, unless otherwise agreed in writing by the Company and the relevant Series A Shareholder, those Series A Shares shall convert automatically on the third business day after the date of such notice. The Series A Shares shall convert into Ordinary Shares on the basis of one Ordinary Share for each Series A Share held (the "Conversion Ratio"). The Ordinary Shares resulting from such conversion shall in all other respects rank *pari passu* with the existing issued Ordinary Shares.

Series B Shares will not carry any voting rights during a period of 74 years from their subscription, except for resolutions relating to the payment of any dividend or distribution (including a repurchase or redemption of any shares in the capital of the Company). Any Series B Shares shareholder shall be entitled, by notice in writing to the Company, to require conversion into Ordinary Shares of some or all of the Series B Shares held by such shareholder at any time and, unless otherwise agreed in writing by the Company and the relevant Series B Shareholder, those Series B Shares shall convert automatically on the third business day after the date of such notice. The Series B Shares shall convert into Ordinary Shares on the basis of the Conversion Ratio. The Ordinary Shares resulting from such conversion shall in all other respects rank *pari passu* with the existing issued Ordinary Shares.

The Board of Directors acknowledges the conversion of the Series A Shares or the Series B Shares into Ordinary Shares and makes the corresponding amendments to the articles of association of the Company.

Notwithstanding the above, any Series A Shares and/or Series B Shares outstanding will automatically convert into Ordinary Shares on the basis of the Conversion Ratio upon the acquisition by any person of such number of Ordinary Shares causing such person to hold over ninety (90) per cent of the share capital and voting rights of the Company.

ARTICLE 10 -PAYING UP OF THE SHARES

Amounts to be paid as payment for shares subscribed pursuant to a share capital increase shall represent not less than one-fourth of their par value and the entire amount of the premium (as the case may be).

The Board of Directors shall make calls for payment of the balance, in one or more instalments, within a period of five years from the date the capital increase is completed.

Each shareholder shall be notified of the amounts called and the date on which the corresponding sums are to be paid at least fifteen days before the due date.

Shareholders who do not pay amounts owed on the shares they hold by the due date shall automatically and without the need for a formal demand for payment owe the Company late payment interest calculated on a daily basis, on the basis of a 360 day year, starting as of the due date at the legal rate in commercial matters, plus three points, without prejudice to the Company's personal action against such defaulting shareholder and the enforcement measures authorized by law.

ARTICLE 11 -BOARD OF DIRECTORS

11.1 Composition

The Company is managed by a Board of Directors composed of individuals or legal entities, the number of which is determined by the ordinary general shareholders' meeting within the limits of law.

At the time they are appointed, legal entities shall designate an individual as their permanent representative to the Board of Directors. The term of office of the permanent representative shall be the same as the term of office of the legal entity it represents. If a legal entity removes its permanent representative from office, it shall immediately appoint a replacement. The same provision shall also apply in the event of the death or resignation of the permanent representative.

The term of directors' office shall be three years (3), with a year being defined as the period between two consecutive ordinary general shareholders' meetings. Directors' term of office shall occur at the end of the ordinary general shareholders' meeting which voted on the financial statements for the past fiscal year and held in the year during which said directors' term of office occurs.

Directors are always eligible for reappointment. They may be removed from office at any time by a decision of a general shareholders' meeting.

In the event of one or more vacancies on the Board of Directors due to death or resignation, the Board may make temporary appointments between two general shareholders' meetings.

Appointments made by the Board pursuant to the preceding paragraph shall be submitted for ratification by the next ordinary general shareholders' meeting.

If such appointments are not ratified, decisions adopted and acts performed by the Board shall nevertheless remain valid.

If the number of directors falls below the statutory minimum, the remaining directors shall immediately convene an ordinary general shareholders' meeting in order to supplement the Board.

A director appointed to replace another director if the term of the latter's office has not yet expired shall serve only for the remaining portion of his predecessor's term of office.

Company's employees may be appointed as directors. However, their employment contracts must correspond to actual employment. In such case, employees do not lose the benefit of their employment contracts.

The number of directors who have employment contracts with the Company shall not exceed one-third of the directors in office.

The number of directors over the age of 75 shall not exceed one-third of the directors in office. If this limit is exceeded during the directors' terms of office, the oldest director shall automatically be deemed to have resigned at the end of the next ordinary general shareholders' meeting.

11.2 Chairman

The Board of Directors shall elect a Chairman from among its members, who shall be an individual. The Board shall determine its term of office, which shall not exceed its term of office as director, and may remove him from office at any time. The Board shall set his compensation.

The Chairman shall organize and manage the work of the Board and report it to the general shareholders' meetings. The Chairman is responsible for the good functioning of the Company's corporate bodies and, notably, sees that the directors are able to carry out their functions.

The Chairman of the Board cannot be more than 80 years old. If the Chairman reaches this age limit during his term of office as Chairman, he shall automatically be deemed to have resigned at the end of the current office. Subject to this provision, the Chairman of the Board is always eligible for reappointment.

11.3 Observers

The ordinary shareholders' meeting may, upon suggestion from the Board of Directors, appoint one or several observers. The Board of Directors may also directly appoint the members, subject to ratification by the following general meeting.

The number of observers may not exceed five. They are freely chosen in light of their abilities.

They are appointed for a term of three (3) years.

The observers review questions that the Board of Directors or its Chairman submit for their opinion. The observers attend the Board of Directors meetings and participate in the discussions only with a consultative voice. Their absence shall have no effect on the validity of the vote.

They are convened to Board meetings under the same conditions as the Board members.

The Board of Directors may compensate the observers and take such compensation from the amount of attendance fees *(jetons de présence)* if any, authorized by the general shareholders' meeting for the purposes of compensating directors.

ARTICLE 12 -MEETING OF THE BOARD

12.1 The Board of Directors shall meet as often as required for the interest of the Company.

12.2 Directors are convened to the Board meetings by the Chairman of the Board. The Chairman convenes meetings of the Board of Directors by any means, in oral or written form.

The Chief Executive Officer may also ask the Chairman to convene the Board on a specific agenda.

When a works council *(comité d'entreprise)* has been formed, the representatives of such committee, appointed in accordance with the provisions of the French labor code *(code du travail),* shall be convened to all the Board meetings.

The Board meetings are held either at the registered office or at any other place, in France or abroad as indicated at the time of the convening.

12.3 The Board can only validly take decisions if half of its members are present.

The Board's decisions are taken at the majority of votes of its members present or represented by proxy; in the case of deadlock; the Chairman shall have the casting vote.

12.4 Directors who take part in Board meetings by means of telecommunication that enables them to be identified and guarantees their effective participation in accordance with current regulations are deemed to be present for the purposes of calculating quorum and majority. The Board of Directors' internal rules may provide that certain decisions may not be taken at a meeting held under these conditions.

12.5 Each director receives the information necessary to perform its duties and office and may ask to be provided with any other documents it deems necessary.

12.6 Any director may give to another director, by letter, cable, email or telex, a proxy to be represented at a meeting of the board. However, each director can only represent one director during each meeting.

Decisions of the Board of Directors may also be taken by written consultation of the directors, including by electronic means, it being specified that any director may object to the use of this mean of consultation. Directors wishing to exercise their right to object must notify the Chairman of the Board of Directors in writing (including by electronic means), no later than two (2) working days following receipt of the text of the proposed resolutions and of the voting form. The Board of Directors may then be reconvened in accordance with the provisions of article 12.2. above.

12.7 When the decision is taken by written consultation, the text of the proposed resolutions, together with a voting form is sent by the Chairman to each member of the Board of Directors by electronic means (with acknowledgement of receipt).

Directors have a period of 3 business days following receipt of the text of the proposed resolutions and the voting form to complete and send to the Chairman by electronic means (with acknowledgement of receipt) the voting form, dated and signed, ticking a single box for each resolution, corresponding to the direction of vote.

If none or more than one box has been ticked for the same resolution, the vote shall be null and void and shall not be taken into account for calculating the majority for such resolution.

Any director who fails to reply within the above time limit shall be considered absent and its vote shall therefore not be taken into account for calculating quorum and majority.

During the response period, any director may require the initiator of the consultation for any additional explanations.

Within five (5) business days of receipt of the last voting form, the Chairman shall establish and dates the minutes of the deliberations, to which the voting form shall be attached, and which shall be signed by the Chairman and a director who participated in the written consultation.

12.8 Directors may vote by correspondence at meetings of the Board of Directors.

A voting form complying with the provisions of article R. 225-51 of the French Commercial Code is sent electronically to each director who requests it by e-mail (with acknowledgment of receipt), together with the text of the proposed resolutions and any other documents required for information purposes.

Directors wishing to vote by correspondence must complete and send their electronic voting form to the Chairman of the Board of Directors by the deadline indicated on the form. Votes cast by correspondence on any mean other than the voting form, or after the expiry of the specified deadline, will not be taken into account for the purposes of calculating quorum and majority.

The form must be dated and signed, and for each resolution the director must tick a single box corresponding to the meaning of his or her vote. If none or more than one box is ticked for the same resolution, the vote will be null and void and will not be taken into account for the calculation of the majority for such resolution. Directors may express their position in the space provided on the form.

Any director present at the meeting may validly confirm or modify the meaning of a vote previously cast by correspondence.

Votes by correspondence are communicated at the Board meeting and taken into account in the deliberations.

Voting forms received are appended to the minutes drawn up at the end of the meeting

12.9 The copies or abstracts of the minutes are certified by the Chairman of the Board of Directors, the Chief Executive Officer and the director temporarily delegated in the duties of Chairman or by a representative duly authorized for that purpose.

ARTICLE 13 -POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall establish the Company's business policies and ensure that they are carried out. Subject to the powers expressly granted to shareholders' meetings, and within the limits of the corporate purpose, the Board of Directors may consider any issue relating to the proper operation of the Company and shall resolve on matters that relate to the Company.

With regards to third parties, the Company shall be bound by the acts of the Board of Directors that exceed the scope of the corporate purpose, unless the Company proves that the third party was aware, or that in light of the circumstances could not have been unaware, that the act was not within the corporate purpose; however, the mere publication of the bylaws is not sufficient to constitute such proof.

The Board of Directors can carry out all controls and verifications it deems necessary.

Furthermore, the Board of Directors shall exercise the special powers conferred by law.

ARTICLE 14 -GENERAL MANAGEMENT

14.1.1 The Company's executive management functions shall be performed, under its responsibility, by the Chairman of the Board of Directors or another individual appointed by the Board of Directors, who shall hold the title of Chief Executive Officer.

The Chief Executive Officer is vested with the most extensive powers to act under all circumstances on behalf of the Company. The Chief Executive Officer performs his powers within the limits of the purpose of the Company, except for those powers expressly granted by law to the meetings of shareholders and to the Board of Directors.

The Chief Executive Officer shall represent the Company in its relations with third parties. The Company shall be bound by acts of the Chief Executive Officer that exceed the scope of the corporate purpose, unless the Company is able to prove that the third party was aware, or that in light of the circumstances could not have been unaware, that the act was not within the corporate purpose; however, the mere publication of the bylaws is not sufficient to constitute such proof.

14.1.2 The Chief Executive Officer cannot be more than 75 years old. If the Chief Executive Officer reaches this age limit, he shall automatically be deemed to have resigned. However, the Chief Executive Officer's term of office shall be prolonged until the next Board of Directors meeting, at which a new Chief Executive Officer shall be appointed.

14.1.3 If the Chief Executive Officer is a director, the term of his office shall not exceed his term of office as director.

The Board of Directors may remove the Chief Executive Officer from office at any time. If the removal from office is decided without fair cause, the Chief Executive Officer removed from office may claim damages unless the Chief Executive Officer is also Chairman of the Board of Directors.

14.1.4 By a decision adopted by a majority vote of the directors present or represented by proxy, the Board of Directors shall choose between the two options of exercise of the general management described in Article 14.1.1, paragraph 1. The shareholders and third parties shall be informed of such choice in the manner prescribed by applicable laws and regulations.

The choice made by the Board of Directors shall remain in effect until a contrary decision of the Board or, at the Board's discretion, for the duration of the Chief Executive Officer's term of office.

If the Company's executive management functions are carried out by the Chairman of the Board of Directors, the provisions concerning the Chief Executive Officer shall apply to him.

In accordance with the provisions of Article L. 706-43 of the French code of criminal procedure *(code de procédure pénale),* the Chief Executive Officer may validly delegate to any individual of his choice the power to represent the Company in connection with criminal proceedings that may be filed against the Company.

14.1.5 Upon proposal of the Chief Executive Officer, the Board of Directors may authorize one or more individuals to assist the Chief Executive Officer in the capacity of Deputy General Managers.

In accordance with the Chief Executive Officer, the Board of Directors shall determine the scope and duration of the powers granted to the Deputy General Managers. The Board of Directors shall set their compensation. If a Deputy General Manager is also a director, the term of his office shall not exceed his term of office as director.

No more than five Deputy General Managers shall be appointed.

Pursuant to a proposal of the Chief Executive Officer, the Deputy General Manager(s) may be removed from office by the Board of Directors at any time. If the removal from office is decided without fair cause, a Deputy General Manager removed from office may claim damages.

Deputy General Managers cannot be more than 75 years old. If a Deputy General Manager in office reaches this age limit, he shall automatically be deemed to have resigned. The Deputy General Manager's term of office shall be prolonged until the next Board of Directors' meeting, at which a new Deputy General Manager may be appointed.

If the Chief Executive Officer ceases its office or is unable to perform its duties, unless otherwise decided by the Board of Directors, the Deputy General Manager(s) shall remain in office and retain their powers until the appointment of a new Chief Executive Officer.

The Deputy General Managers shall have the same powers with regard to third parties as the Chief Executive Officer.

ARTICLE 15 -AGREEMENTS SUBJECT TO AUTHORISATION

15.1 Any sureties, endorsements and guarantees granted by the Company shall be authorized by the Board of Directors in accordance with the requirements prescribed by law.

15.2 Any agreement to be entered into, whether directly or indirectly or through an intermediary, between the Company and its Chief Executive Officer, one of its Deputy General Manager(s), one of its directors, one of its shareholders holding more that 10 % of the voting rights or, in the case of a Company being a shareholder, the Company controlling it within the meaning of article L 233-3 of the commercial code, must be submitted for the prior authorisation of the Board of Directors.

The same applies for agreements in which one of the persons referred to in the above paragraph is indirectly interested.

Such prior authorisation is also required for agreements between the Company and another Company, should the general manager, one of the deputy general manager or one of the directors of the Company be owner, partner with unlimited liability, manager, director, member of the supervisory board or, in general, manager of said Company.

The prior authorisation of the Board of Directors shall be delivered in accordance with the requirements prescribed by law.

The above provisions do not apply to agreements relating to current transactions entered into under ordinary conditions or to agreements entered into between two companies, one of which holds, directly or indirectly, all of the capital of the other, minus, if applicable, the minimum number of shares required to satisfy the requirements of article 1832 of the French civil code or articles L. 225-1 and L. 226-1 of the French commercial code.

ARTICLE 16 -PROHIBITED AGREEMENTS

Directors, other than legal entities, are forbidden to contract loans from the Company in any form whatsoever, to secure an overdraft from it, as a current account or otherwise, and to have the Company guarantee or secure their commitments toward third parties.

The same prohibition applies to the Chief Executive Officer, the Deputy General Managers and to the permanent representatives of directors that are legal entities. The foregoing provision also applies to the spouses, ascendants and descendants of the persons referred to in this article, as well as to all intermediaries.

ARTICLE 17 -STATUTORY AUDITORS

Audits of the Company shall be carried out, as provided by law, by one or more statutory auditors legally entitled to be elected as such. When the conditions provided by law are met, the Company must appoint at least two supervisory auditors.

The statutory auditor(s) shall be appointed by the ordinary general meeting.

The ordinary general meeting shall appoint, in the cases provided for by law, one or more alternate statutory auditors, which shall be called upon to replace the primary statutory auditors in the event of refusal, impediment, resignation or death.

Should the general ordinary meeting of the shareholders fail to elect a statutory auditor, any shareholder can claim in court that one be appointed, provided that the President of the Board of Directors be duly informed. The term of office of the statutory auditor appointed in court will end upon the appointment of the statutory auditor(s) by the general ordinary meeting of the shareholders.

ARTICLE 18 -GENERAL SHAREHOLDERS' MEETING QUORUM — VOTE — NUMBER OF VOTES

General shareholders' meetings shall be convened and held as provided by law.

If the Company wishes to convene the meeting by electronic means in lieu and place of the postal mail, it has to obtain the prior approval of the interested shareholders which will indicate their electronic address.

Meetings shall be held at the registered office or at any other location specified in the convening notice.

The right to participate in general shareholders' meetings is determined by the applicable laws and regulations and is conditioned upon the registration of shares under the shareholder's name or under an intermediary's name acting on its behalf, on the second business day prior to the general shareholders' meeting at midnight (Paris time), either in the registered shares accounts held by the Company or in the bearer shares accounts held by the authorized intermediary.

If a shareholder does not attend the meeting in person, it can grant a proxy to another shareholder, to its spouse or partner of French pacte civil de solidarité (PACS) or any other individual or legal entity. It can also send vote by correspondence or send a proxy to the Company without indicating the beneficiary, in accordance with applicable laws.

In accordance with the requirements prescribed by the laws and regulations in force, the Board of Directors may arrange for shareholders to participate and vote by any means of telecommunication that allow them to be identified, in addition or to the exclusion of any other means of participation. If the Board of Directors decides to exercise this right for a particular shareholders' meeting, such decision shall be mentioned in the meeting notice (avis de réunion) and/or convening notice (avis de convocation) of the meeting. However, in the case of Extraordinary General Meetings only, one or more shareholders representing at least 25% of

the share capital may object to the exclusive use of a means of telecommunication enabling them to be identified. This right of objection is exercised after publication of the notice of meeting, in accordance with the applicable regulatory provisions.

Shareholders who participate in shareholders' meetings by any means of telecommunication shall be deemed present for the purposes of calculating the quorum and majority. The shareholders who use the electronic voting form available on the website set up by the assembly centralizer, are deemed to be present. The entering and signing of the electronic form can be carried out directly on this site using a login code and password. The procuration or vote expressed before the meeting by this electronic means, as well as the acknowledgement of receipt, shall be considered as non-revocable and opposable to all.

Shareholders' meetings shall be chaired by the Chairman of the Board of Directors or, in its absence, by the Chief Executive Officer or by a Deputy General Manager if he is a director, or by a director specifically appointed for such purposes by the Board. If no president has been appointed, the shareholders' meeting shall elect its own chairman.

The duties of scrutineers shall be performed by the two members of the shareholders' meeting who are present and hold the greatest number of votes, and who agree to perform such duties. The officers shall appoint a secretary, who may but need not be a shareholder.

An attendance sheet is drawn up, in accordance with the requirements prescribed by law.

Upon first notice, an ordinary general shareholders' meeting may validly deliberate only if the shareholders present or represented by proxy own at least one-fifth of the shares entitled to vote. Upon second notice, no quorum is required.

Decisions at ordinary general shareholders' meeting are made by a majority of the votes of the shareholders present or represented by proxy. The expressed votes do not include those attached to shares for which the shareholder did not take part in the vote, abstained from voting or voted blank or invalid vote.

Upon first notice, an extraordinary general shareholders' meeting may validly deliberate only if the shareholders present or represented by proxy own at least one-fourth of the shares entitled to vote. Upon second notice, an extraordinary general shareholders' meeting may validly deliberate only if the shareholders present or represented by proxy own at least one-fifth of the shares entitled to vote.

Decisions at extraordinary general shareholders' meeting are made by a two-thirds majority of the votes of the shareholders present or represented by proxy. The expressed votes do not include those attached to shares for which the shareholder did not take part in the vote, abstained from voting or voted blank or invalid vote.

Copies or extracts of shareholder meeting minutes may be validly certified by the Chairman of the Board of Directors, a director who holds the position of Chief Executive Officer or Deputy General Manager or by the secretary of the meeting.

Ordinary and extraordinary general shareholders' meetings shall exercise their respective powers in accordance with the requirements prescribed by law.

ARTICLE 19 -FISCAL YEAR

Each fiscal year shall last one year, starting on January 1 and ending on December 31.

ARTICLE 20 -SPECIAL MEETINGS

The holders of Series A Shares and Series B Shares are consulted under the conditions provided for by law as to questions that are specifically within their authority.

The holders of Series A Shares meet at a special meeting to vote on any modification of their rights. The special meeting of the holders of Series A Shares may validly deliberate only if the shareholders present or represented hold at least one-third, on a first notice of meeting, or one fifth, on a second notice of meeting, of the Series A Shares. Otherwise, the second meeting may be adjourned to a date that is no more than two months from that on which it had been called.

The holders of Series B Shares meet at a special meeting to vote on any modification of their rights. The special meeting of the holders of Series B Shares may validly deliberate only if the shareholders present or represented hold at least one-third, on a first notice of meeting, or one fifth, on a second notice of meeting, of the Series B Shares. Otherwise, the second meeting may be adjourned to a date that is no more than two months from that on which it had been called.

ARTICLE 21 -PROFITS — STATUTORY RESERVE FUND

Out of the profit of a fiscal year, reduced by prior losses if any, an amount equal to at least 5 % thereof is first deducted in order to form the legal reserve fund provided by law. This deduction is no longer required when the legal reserve fund amounts to one tenth of the capital of the Company.

Distributable profit is the profit of a fiscal year, reduced by prior losses and by the deduction provided for in the preceding paragraph and increased by the profits carried forward.

ARTICLE 22 -DIVIDENDS

If there results a distributable profit from the accounts of the fiscal year, as approved by the general meeting, the general meeting may decide to allocate it to one or several reserve funds, the appropriation or use of which it shall determine, or to carry it forward or to distribute it as dividends.

Furthermore, after having established the existence of reserves which it may dispose of, the general meeting may decide the distribution of amounts paid out of such reserves. In such case, the payments shall be made. However, the dividends shall be set off by priority on the distributable profit of the fiscal year.

The general meeting shall determine the terms of payment of dividends; failing such determination, these terms shall be determined by the Board of Directors.

However, the dividends must be declared payable no more than nine months following the close of the fiscal year.

The general meeting deciding upon the accounts of a fiscal year will be entitled to grant to each shareholder, for all or part of the distributed dividends, an option between payment in cash or in shares.

Similarly, should the ordinary general meeting resolve the distribution of interim dividends pursuant to article L. 232-12 of the French commercial code *(code de commerce),* it will be entitled to grant to each shareholder an interim dividend and, for whole or part of the said interim dividend, an option between payment in cash or in shares.

The offer of payment in shares, the price and the conditions as to the issuing of such shares, together with the request for payment in shares and the conditions of the completion of the capital increase will be governed by the law and regulations.

When a balance sheet, drawn up during, or at the end of the fiscal year, and certified by the statutory auditor, shows that the Company, since the close of the preceding fiscal year, after having made the necessary depreciations and provisions and after deduction of the prior losses, if any, as well as of the amounts which are to be allocated to the reserve fund provided by law or by the by-laws and taking into account the profits carrying forward, has made profits, the Board of Directors may resolve the distribution of interim dividends prior to the approval of the accounts of the fiscal year, and may determine the amount thereof and the date of such distribution. The amount of such interim dividends cannot exceed the amount of the profits as defined in this paragraph. In this case, the option described in the preceding paragraph shall not be available.

ARTICLE 23 -EARLY DISSOLUTION

An extraordinary general shareholders' meeting may, at any time, decide to dissolve the Company before the expiration of its term.

ARTICLE 24 -LOSS OF ONE HALF OF SHARE CAPITAL

If, as a result of losses recorded in the accounting documents, the company's shareholders' equity falls below half of the share capital, the Board of Directors is required, within four months of the approval of the financial statements showing this loss, to convene an Extraordinary General Meeting to decide whether the company should be wound up early.

If the company is not wound up, it must, by the end of the second financial year following that in which the losses were recognised, restore its shareholders' equity to a value at least equal to half of its share capital or, subject to Article L. 224-2, reduce its share capital by the amount necessary to bring the value of its shareholders' equity to at least half of its share capital.

In both cases, the resolution adopted by the General Meeting is published in accordance with the regulatory procedures.

If, before the deadline referred to in the second paragraph of this article, the shareholders' equity has not been reconstituted to a value at least equal to half of the share capital, even though the company's share capital exceeds a threshold set by decree by the Conseil d'Etat according to the size of its balance sheet, the company is required, at the latest at the close of the second financial year following this deadline, to reduce its share capital, subject to article L. 224-2, to a value less than or equal to this threshold.

If, in application of the fourth paragraph of this article, the company has reduced its share capital without reconstituting its shareholders' equity and subsequently carries out a capital increase, it must bring itself back into compliance with the provisions of the same fourth paragraph before the end of the second financial year following that in which the increase took place.

If no General Meeting is held, or if the General Meeting was unable to validly deliberate on the last notice of meeting, any interested party may apply to the courts for the company to be wound up. The same applies if the provisions of the fourth paragraph have not been applied. In all cases, the court may grant the company a maximum period of six months to rectify the situation.

It may not order the dissolution of the company if, on the day it rules on the merits of the case, the situation has been regularized.

The provisions of this article do not apply to companies in safeguard or receivership proceedings or benefiting from a safeguard or receivership plan.

ARTICLE 25 -EFFECT OF THE DISSOLUTION

The Company is in liquidation as soon as it is dissolved for any reason whatsoever. It continues to exist as a legal entity for the needs of this liquidation until the liquidation is completed.

During the period of the liquidation, the general meeting shall retain the same powers it exercised during the life of the Company.

The shares shall remain transferable until the completion of the liquidation proceedings.

The dissolution of the Company is only valid vis-à-vis third parties as from the date at which it is published at the Trade and Companies Registry.

ARTICLE 26 -APPOINTMENT OF LIQUIDATORS — POWERS

When the Company's term expires or if the Company is dissolved before the expiration of its term, a general shareholders' meeting shall decide the method of liquidation, appoint one or more liquidators and determine their powers. The liquidators will exercise their duties in accordance with the law. The appointment of liquidators shall cause the duties of the directors, Chairman, Chief Executive Officer and Deputy General Managers to end.

ARTICLE 27 -LIQUIDATION – CLOSING

After payment of the liabilities, including financial liabilities such as outstanding debt, the remaining assets shall be allocated as follows:

1. first, the payment to all shareholders of up to an amount equal to the par value (*valeur nominale*) of their Shares;

2. then, the balance shall be allocated to the holders of Series A Shares and Series B Shares (together the "Series Shares") up to an amount per Series Share equal to its subscription price plus any declared but unpaid dividends attached to such Series Share (the "Series Preference");

   it being agreed that in case there should not be enough proceeds for the payment in full of the Series Preference to the holders of Series Shares, the aforesaid amount should be allocated among the holders of Series Shares pro rata the maximum amount respectively due to each of them pursuant to this paragraph 2;

3. then, the balance (if any) shall be allocated among the holders of Ordinary Shares, Series A Shares and Series B Shares pro rata based on the number of Ordinary Shares, Series A Shares and Series B Shares respectively held by each of them,

provided that each holder of Series A Shares and Series B Shares shall have the right to request that all or part of its Series A Shares and Series B Shares be converted into Ordinary Shares in accordance with article 9.2 above.

The shareholders shall be convened at the end of the liquidation in order to decide on the final accounts, to discharge the liquidator from liability for his acts of management and the performance of his office, and to take notice of the closing of the liquidation.

The closing of the liquidation is published as provided by law.

ARTICLE 28 -NOTIFICATIONS

All notifications provided for in the present bylaws shall be made either by registered mail with acknowledgment of receipt or by process server. Simultaneously a copy of the notification shall be sent to the recipient by ordinary mail.

Exhibit 2.3

DESCRIPTION OF SECURITIES
REGISTERED UNDER SECTION 12 OF THE EXCHANGE ACT

As of December 31, 2023, Cellectis S.A. (the "Company," "we," "us," and "our") had the following series of securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class	Trading Symbol	Name of each exchange on which registered
American Depositary Shares, each representing 1 share, nominal value €0.05 per share	CLLS	NASDAQ Global Market
Ordinary Shares, nominal value €0.05 per share*		

* Not for trading, but only in connection with the registration of American Depositary Shares.

American Depositary Shares ("ADSs"), each representing one ordinary share, nominal value €0.05 per share of Cellectis S.A. (the "shares"), have been available in the United States through an American Depositary Receipt ("ADR") program. This program was established pursuant to the deposit agreement that we entered into with Citibank, N.A. ("Citibank"), as depositary ("Deposit Agreement") in 2015 in connection with our initial public offering. Each ADS represents one ordinary share deposited with Citibank Europe plc, located at 388 Greenwich Street, New York, New York 10013, or any successor, as custodian for the depositary (the "Custodian").

Our ADSs have been listed on the NASDAQ Global Market ("NASDAQ") since March 2015 and are traded under the symbol CLLS. In connection with this NASDAQ listing (but not for trading), the shares are registered under Section 12(b) of the Exchange Act. Our ordinary shares have been trading on Euronext Growth market of Euronext Paris under the symbol "ALCLS" since February 7, 2007. Prior to that date, there was no public trading market for our ordinary shares. The transfer agent and registrar for our ordinary shares is Société Générale Securities Services.

This exhibit contains a description of the rights of (i) the holders of shares and (ii) ADR holders. Shares underlying the ADSs are held by Citibank, the depositary, and holders of ADSs will not be treated as holders of the shares.

The following summaries are not intended to be exhaustive and, in the case of our shares, such summary is subject to, and qualified in its entirety by, Cellectis' By-laws and by French law and in the case of our ADSs, such summary is subject to, and qualified in its entirety by, the terms of the Deposit Agreement. Such summaries do not address all of the provisions of the By-laws or French law or of the Deposit Agreement, and do not purport to be complete. Our By-laws and the Deposit Agreement are each attached as exhibits to our Annual Report.

Capitalized terms not otherwise defined in this exhibit have the meanings given to them in Cellectis' annual report on Form 20-F for which this exhibit is provided (the "Annual Report").

SHARES OF THE COMPANY

The description below reflects certain terms of our By-laws, and summarizes the material rights of holders of our ordinary shares under French law.

General

As of December 31, 2023, our outstanding share capital consisted of a total of 71,751,201 issued and outstanding ordinary shares, with nominal value €0.05 per share.

We had no preferred shares outstanding as of December 31, 2023.

Pursuant to the shareholders meeting held on December 22, 2023, two categories of preferred shares, "class A" preferred shares and "class B" preferred shares, have been created. The specific rights and obligations pertaining to these preferred shares are defined in our By-laws.

Specific provisions applicable to the "class A" preferred shares and "class B" preferred shares

"Class A" preferred shares and "class B" preferred shares will only be issued to the benefit of AstraZeneca Holdings B.V. ("AZ Holdings"); they are not transferrable except to an affiliate (as defined in our By-laws) of AZ Holdings. "Class A" preferred shares and "class B" preferred shares are held in registered form (*nominatif pur*) and are not admitted to trading to any stock exchange.

Any holder of "class A" preferred shares will be entitled, by notice in writing to the Company, to require conversion into ordinary shares of some or all of the "class A" preferred shares held at any time and, unless otherwise agreed in writing by the Company and the relevant "class A" preferred shares holder, those "class A" preferred shares shall convert automatically on the third business day after the date of such notice. The "class A" preferred shares will convert into ordinary shares on the basis of one ordinary share for each "class A" preferred share held (the "Conversion Ratio"). The ordinary shares resulting from such conversion shall in all other respects rank *pari passu* with the existing issued ordinary shares.

"Class B" preferred shares will not carry any voting rights during a period of 74 years from their subscription, except relating to the payment of any dividend or distribution decided by our shareholders' meeting (including a repurchase or redemption of any shares in the capital of the Company). Any "class B" preferred shares shareholder will be entitled, by notice in writing to the Company, to require conversion into ordinary shares of some or all of the "class B" preferred shares held by such shareholder at any time and, unless otherwise agreed in writing by the Company and the relevant "class B" preferred shares holder, those "class B" preferred shares would convert automatically on the third business day after the date of such notice. The "class B" preferred shares would convert into ordinary shares on the basis of the Conversion Ratio. The ordinary shares resulting from such conversion shall in all other respects rank *pari passu* with the existing issued ordinary shares.

Notwithstanding the above, any "class A" preferred shares and/or "class B" preferred shares outstanding would automatically convert into ordinary shares on the basis of the Conversion Ratio upon the acquisition by any person of such number of ordinary shares causing such person to hold over 90% of the share capital and voting rights of the Company.

"Class A" preferred shares and "class B" preferred shares also would have preference rights and restrictions, described below.

Rights, Preferences and Restrictions Attaching to Ordinary Shares and Preferred Shares

Dividends. We may only distribute dividends out of our "distributable profits," plus any amounts held in our reserves that the shareholders decide to make available for distribution, other than those reserves that are specifically required to be maintained by law. "Distributable profits" consist of our unconsolidated net profit in each fiscal year, as increased or reduced by any profit or loss carried forward from prior years, less any contributions to the reserve accounts pursuant to French law (see below under "—Legal Reserve").

Legal Reserve. Pursuant to French law, we must allocate at least 5% of our unconsolidated net profit for each year to our legal reserve fund before dividends may be paid with respect to that year. Such allocation is compulsory until the amount in the legal reserve is equal to 10% of the aggregate par value of our issued and outstanding share capital. This restriction on the payment of dividends also applies to our French subsidiaries on an unconsolidated basis.

Approval of Dividends. Pursuant to French law, our board of directors may propose a dividend and/or reserve distribution for approval by the shareholders at the annual ordinary general meeting.

Upon recommendation of our board of directors, our shareholders may decide to allocate all or part of any distributable profits to special or general reserves, to carry them forward to the next fiscal year as retained earnings or to allocate them to the shareholders as dividends. However, dividends may not be distributed when as a result of such distribution our net assets are or would become lower than the amount of the share capital plus the amount of the legal reserves which, under French law, may not be distributed to shareholders.

Our board of directors may distribute interim dividends after the end of the fiscal year but before the approval of the financial statements for the relevant fiscal year when the interim balance sheet, established during such year and examined by an auditor, reflects that we have earned distributable profits since the close of the last financial year, after recognizing the necessary depreciation and provisions and after deducting prior losses, if any, and the sums to be allocated to reserves, as required by law or the By-laws, and including any retained earnings. The amount of such interim dividends may not exceed the amount of the profit so defined.

Distribution of Dividends. Dividends are distributed to shareholders proportionally to their shareholding interests. In the case of interim dividends, distributions are made to shareholders on the date set by our board of directors during the meeting in which the distribution of interim dividends is approved. The actual dividend payment date is decided by the shareholders at an ordinary general shareholders' meeting or by our board of directors in the absence of such a decision by the shareholders. Shareholders that own shares on the actual payment date are entitled to the dividend.

Dividends may be paid in cash or, if the shareholders' meeting so decides, in kind, provided that all the shareholders receive a whole number of assets of the same nature paid in lieu of cash. Our By-laws provide that, subject to a decision of the shareholders' meeting taken by ordinary resolution, each shareholder may be given the choice to receive such shareholder's dividend in cash or in shares.

Timing of Payment. Pursuant to French law, dividends must be paid within a maximum period of nine months following the end of the relevant fiscal year. An extension of such timeframe may be granted by court order. Dividends that are not claimed within a period of five years after the payment date will be deemed to expire and revert to the French state.

Voting Rights. Each of our ordinary shares and "class A" Preferred Share entitles its holder to vote and be represented in the shareholders' meetings in accordance with the provisions of French law and of our By-laws. "Class B" preferred shares will, when issued, not carry any voting rights during a period of 74 years from their subscription, except relating to the payment of any dividend or distribution decided by our shareholders' meeting (including a repurchase or redemption of any shares in the capital of the Company).

The ownership of a share implies the acceptance of our By-laws and any decision of our shareholders.

In general, each shareholder is entitled to one vote per share at any general shareholders' meeting. However, our By-laws provide that all ordinary shares held in registered form (*actions nominatives*) for more than two years will, when issued, be granted double voting rights. "Class A" preferred shares and "class B" preferred shares will not be eligible for double voting rights.

Under French law, treasury shares or shares held by entities controlled by us are not entitled to voting rights and are not taken into account for purposes of quorum calculation.

Under French law, directors are elected at the ordinary general shareholders' meeting by a simple majority vote, and may be removed from office, with or without cause, at any shareholders' meeting without notice or justification, by a simple majority vote. Our By-laws provide that directors are elected for a tenure of three years, with terms beginning upon the year of a director's initial appointment. Pursuant to French law, the sections of the By-laws relating to the number of directors and election and removal of a director from office may only be modified by a resolution adopted by a two-thirds majority of the votes cast by our shareholders present, represented by a proxy or voting by mail at the meeting. The votes cast do not include votes attached to shares held by shareholders who did not take part in the vote, abstained or voted blank or null.

Rights to Share in Our Profit. Under French law, each share entitles its holder to a portion of the corporate profits and assets proportional to the amount of share capital represented thereby.

Rights to Share in the Surplus in the Event of Liquidation. If we are liquidated, after payment of the liabilities, including financial liabilities such as outstanding debt, the remaining assets shall be allocated as follows:

- first, the payment to all shareholders of up to an amount equal to the par value of their shares;

- then, the balance would be allocated to the holders of "class A" preferred shares and "class B" preferred shares (together the "preferred shares") up to an amount per Preferred Share equal to its subscription price plus any declared but unpaid dividends attached to such Preferred Share (the "Liquidation Preference");

  it being agreed that in case there should not be enough proceeds for the payment in full of the Liquidation Preference to the holders of preferred shares, the aforesaid amount would be allocated among the holders of preferred shares *pro rata* in the maximum amount respectively due to each of them;

- then, the balance (if any) would be allocated among the holders of ordinary shares, "class A" preferred shares and "class B" preferred shares *pro rata* based on the number of ordinary shares, "class A" preferred shares and "class B" preferred shares respectively held by each of them,

provided that each holder of "class A" preferred shares and "class B" preferred shares would have the right to request that all or part of its "class A" preferred shares and "class B" preferred shares be converted into ordinary shares in accordance with the provisions of our By-laws.

Repurchase and Redemption of Shares. Under French law, we may acquire our own shares. Such acquisition may be challenged on the ground of market abuse regulations. However, Market Abuse Regulation (UE) No. 596/2014 of April 16, 2014 and its related delegated regulations (MAR) provides for safe harbor exemptions when the acquisition is made (i) under a buy-back program to be authorized by the shareholders in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code and with the General Regulations of the French Financial Markets Authority (*Autorité des marchés financiers* or "AMF") and (ii) for one of the following purposes which shall be provided for in the buy-back program:

- to decrease our share capital, provided that such a decision is not driven by losses and that a purchase offer is made to all shareholders on a pro rata basis, with the approval of the shareholders at an extraordinary general meeting; in this case, the shares repurchased must be cancelled within one month from their repurchase date;

- to meet our obligations arising from debt financial instruments issued by us that are exchangeable into shares;

- to meet our obligations arising from share option programs, or other allocations of shares, to our employees or to our managers or the employees or managers of our affiliate. In this case the shares repurchased must be distributed within 12 months from their repurchase, after which they must be cancelled.

In addition, we benefit from a simple exemption when the acquisition is made under a liquidity contract complying with the general regulations of, and market practices accepted by, the AMF. All other purposes, and especially share buy-backs made for external growth operations in pursuance of Article L. 22-10-62 of the French Commercial Code, while not forbidden, must be pursued in strict compliance of market manipulation and insider dealing rules.

Under MAR and in accordance with the General Regulations of the AMF, a corporation shall report to the AMF, no later than by the end of the seventh daily market session following the date of the execution of the transaction, all transactions relating to the buy-back program, in a detailed form and in an aggregated form. In addition, we shall provide to the AMF, on a monthly basis, and to the public, on a quarterly basis, a summary report of any transactions made under a liquidity contract.

The decision to repurchase shares in order to decrease our share capital shall not be driven by losses and a purchase offer shall be made to all shareholders on a *pro rata* basis, with the approval of the shareholders at the extraordinary general meeting deciding the capital reduction; in this case, the shares repurchased must be cancelled within one month from their repurchase date.

In any case, no such repurchase of shares may result in us holding, directly or through a person acting on our behalf, more than (i) 10% of our issued share capital, or (ii) 5% of our issued share capital in case of repurchase of shares to be used in payment or in exchange in the context of a merger, division or transfer of assets. Shares repurchased by us continue to be deemed "issued" under French law but are not entitled to dividends and/or voting rights so long as we hold them directly or indirectly, and we may not exercise the preemptive rights attached to them.

Sinking Fund Provisions. Our By-laws do not provide for any sinking fund provisions.

*Liability to Further Capital Call*s. Shareholders are liable for corporate liabilities only up to the par value of the shares they hold; they are not liable to further capital calls.

Requirements for Holdings Exceeding Certain Percentages. There are no such requirements, except as described under "—Form, Holding and Transfer of Shares—Ownership of Shares and ADSs by Non-French Persons."

Actions Necessary to Modify Shareholders' Rights

Shareholders' rights may be modified as allowed by French law. Only the extraordinary shareholders' meeting is authorized to amend any and all provisions of our By-laws. It may not, however, increase any of the shareholders' commitments without the prior approval of each shareholder.

The holders of "class A" preferred shares would meet at a special meeting to vote on any modification of their rights. See below under "—Rules for Admission to and Calling Annual Shareholders' Meetings and Extraordinary Shareholders' Meetings—Special Meetings."

Special Voting Rights of Warrant Holders

Under French law, the holders of warrants of the same class (*i.e*., warrants that were issued at the same time and with the same rights), including warrants (BSA), are entitled to vote as a separate class at a general meeting of that class of warrant holders under certain circumstances, principally in connection with any proposed modification of the terms and conditions of the class of warrants or any proposed issuance of preferred shares or any modification of the rights of any outstanding class or series of preferred shares.

Rules for Admission to and Calling Annual Shareholders' Meetings and Extraordinary Shareholders' Meetings

Access to, Participation in and Voting Rights at Shareholders' Meetings. The right to participate in a shareholders' meeting is granted to all the shareholders, regardless of the number of shares they hold, whose shares are fully paid up and for whom a right to attend shareholders' meetings has been established by registration of their shares in the names or names of the authorized intermediary acting on their behalf on the second business day prior to the shareholders' meeting at midnight (Paris time), either in the registered shares accounts held by the Company or in the bearer shares accounts held by the authorized intermediary.

Each shareholder may attend the meetings and vote (1) in person, or (2) by granting a proxy to any person, or (3) by sending a proxy to us without indication of the beneficiary (in which case such proxy shall be cast in favor of the resolutions supported by the board of directors), or (4) by correspondence, or (5) by videoconference or another means of telecommunication organized by the board of directors and allowing identification of the relevant shareholder in accordance with applicable laws.

Shareholders may, in accordance with legal and regulatory requirements, send their vote or proxy, either by hard copy or via telecommunications means. Such vote or proxy must be received (1) at least three days prior to the meeting, in the case of hard copies, (2) by 3:00 p.m. (Paris time) on the day before the meeting, in the case of, electronic votes by email, (3) by the date of the meeting, in the case of a proxy granted to a designated person, and (4) by 3:00 p.m. (Paris time) on the day before the meeting, in the case of proxies without a designated attorney and therefore granted to the chairman of the meeting.

Shareholders sending their vote within the applicable time limit, using the form provided to them by us for this purpose, are deemed present or represented at the shareholders' meeting for purposes of quorum and majority calculation.

The voting by correspondence form addressed by a shareholder is only valid for a single meeting or for successive meetings convened with the same agenda. To better understand the voting rights of the ADSs, see "Description of American Depositary Shares" below.

Notice of Annual Shareholders' Meetings. Shareholders' meetings are convened by our board of directors, or, failing that, by our statutory auditors, or by a court appointed agent or liquidator in certain circumstances, or by the majority shareholder in capital or voting rights following a public tender offer or exchange offer or the transfer of a controlling block on the date decided by the board of directors or the relevant person. Meetings are held at our registered offices or at any other location indicated in the convening notice. A meeting notice (*avis de réunion*) is published in the French Journal of Mandatory Statutory Notices (BALO) at least 35 days prior to the date of the shareholders' meeting.

Additionally, a convening notice (*avis de convocation*) is published at least fifteen days prior to the date of the meeting in a legal gazette of the department in which the registered office of the company is located and in the French Journal of Mandatory Statutory Notices (BALO). Further, shareholders having held registered shares (*actions nominatives*) for at least one month at the time of the convening notice must be convened individually, by regular letter (or by registered letter if requested by the relevant shareholder) sent to their last known address.

When the shareholders' meeting cannot deliberate due to the lack of the required quorum, the second meeting must be called at least ten days in advance in the same manner as used for the first notice.

All notices to the shareholders must further specify the conditions under which the shareholders may vote by correspondence.

Agenda and Conduct of Annual Shareholders' Meetings. The agenda of the shareholders' meeting shall appear in the notice to convene the meeting. The shareholders' meeting may only deliberate on the items on the agenda except for the removal of directors and the appointment of their successors, which may be put to vote by any shareholder during any shareholders' meeting. One or more shareholders representing the percentage of share capital required by French law (currently 5%), and acting in accordance with legal requirements and within applicable time limits, may request the inclusion of items or proposed resolutions on the agenda.

Shareholders' meetings shall be chaired by the Chairman of the board of directors or, in his or her absence, by a director appointed for this purpose by the board of directors; failing which, the meeting itself shall elect a Chairman. Vote counting shall be performed by the two members of the meeting who are present and accept such duties, who represent, either on their own behalf or as proxies, the greatest number of votes.

Ordinary Shareholders' Meeting. Ordinary shareholders' meetings are those meetings called to make any and all decisions that do not result in a modification of our By-laws. An ordinary shareholders' meeting shall be convened at least once a year within six months of the end of each fiscal year in order to approve the annual and consolidated accounts for the relevant fiscal year or, in case of postponement, within the period established by court order. Upon first notice, the meeting may validly deliberate only if the shareholders present or represented by proxy or voting by mail represent at least one-fifth of the shares entitled to vote. Upon second notice, no quorum is required. Decisions are made by a majority of the votes cast by the shareholders present, represented by proxy, or voting by mail. The votes cast do not include votes attached to shares held by shareholders who did not take part in the vote, abstained or voted blank or null.

Extraordinary Shareholders' Meeting. Only an extraordinary shareholders' meeting is authorized to amend our By-laws. It may not, however, increase shareholders' commitments without the approval of each shareholder. Subject to the legal provisions governing share capital increases from reserves, profits or share premiums, the resolutions of the extraordinary meeting will be valid only if the shareholders present, represented by proxy or voting by mail represent at least one-fourth of all shares entitled to vote upon first notice, or one-fifth upon second notice. If the latter quorum is not reached, the second meeting may be postponed to a date no later than two months after the

date for which it was initially called. Decisions are made by a two-thirds majority of the votes cast by the shareholders present, represented by proxy, or voting by mail. The votes cast do not include votes attached to shares held by shareholders who did not take part in the vote, abstained or voted blank or null.

In addition to the right to obtain certain information regarding us at any time, any shareholder may, from the date on which a shareholders' meeting is convened until the fourth business day preceding the date of the shareholders' meeting, submit written questions relating to the agenda for the meeting to our board of directors.

Our board of directors is required to respond to these questions during the meeting, except if the answers of the board are posted on the website of the Company at the latest at the end of the shareholders' meeting. The board of directors may delegate one of our directors, the Chief Executive Officer or a deputy Chief Executive Officer, as the case may be, to respond.

Special Meetings

The holders of "class A" preferred shares would meet at a special meeting to vote on any modification of their rights. The special meeting of the holders of "class A" preferred shares may validly deliberate only if the holders present or represented hold at least one-third, after a first notice of meeting, or one fifth, after a second notice of meeting, of the "class A" preferred shares. Otherwise, the second meeting may be adjourned to a date that is no more than two months from that on which it had been called.

The holders of "class B" preferred shares would meet at a special meeting to vote on any modification of their rights. The special meeting of the holders of "class B" preferred shares may validly deliberate only if the shareholders present or represented hold at least one-third, after a first notice of meeting, or one fifth, after a second notice of meeting, of the "class B" preferred shares. Otherwise, the second meeting may be adjourned to a date that is no more than two months from the date on which it had been called.

Provisions Having the Effect of Delaying, Deferring or Preventing a Change in Control of the Company

Provisions contained in our By-laws and the corporate laws of France, the country in which we are incorporated, could make it more difficult for a third-party to acquire us, even if doing so might be beneficial to our shareholders. In addition, provisions of French law and our By-laws impose various procedural and other requirements which could make it more difficult for shareholders to effect certain corporate actions. These provisions include the following:

- provisions of French law allowing the owner of 90% of the share capital or voting rights of a public company to force out the minority shareholders following a tender offer made to all shareholders are only applicable to companies listed on a regulated market or a multilateral trading facility in a Member State of the EU or in a state party of the European Economic Area Agreement, including the main French stock exchange, and will therefore be applicable to us only if we continue to dual-list in France;

- a merger (i.e., in a French law context, a stock-for-stock exchange after which our company would be dissolved without being liquidated into the acquiring entity and our shareholders would become shareholders of the acquiring entity) of our company into a company incorporated in the European Union would require the approval of our board of directors as well as a two-thirds majority of the votes cast by the shareholders present, represented by proxy or voting by mail at the relevant meeting. The votes cast do not include votes attached to shares held by shareholders who did not take part in the vote, abstained or voted blank or null;

- a merger of our company into a company incorporated outside of the European Union would require the unanimous approval of our shareholders;

- in a French law context, a cash merger is treated as a share purchase and would require the consent of each participating shareholder;

- our shareholders have granted and may grant in the future our board of directors broad authorizations to increase our share capital or to issue additional ordinary shares or other securities (for example, warrants)

to our shareholders, the public or qualified investors, including as a possible defense following the launching of a tender offer for our shares;

- our shareholders have preferential subscription rights proportional to their shareholding in our company on the issuance by us of any additional shares or securities giving the right, immediately or in the future, to new shares for cash or a set-off of cash debts, which rights may only be waived by the extraordinary general meeting (by a two-thirds majority vote) of our shareholders or on an individual basis by each shareholder;

- our board of directors has the right to appoint directors to fill a vacancy created by the resignation or death of a director, subject to ratification by the shareholders of such appointment at the next shareholders' meeting, which prevents shareholders from having the sole right to fill vacancies on our board of directors;

- our board of directors can only be convened by our Chairman (and our Chief Executive Officer, if different from the Chairman of the board of directors, may request that the Chairman of the board of directors to convene the board of directors), or, when no board of directors meeting has been held for more than two consecutive months, by directors representing at least one third of the total number of directors;

- our board of directors' meetings can only be regularly held if at least half of the directors attend either physically or by way of videoconference or teleconference enabling the directors' identification and ensuring their effective participation in the board of directors' decisions;

- our shares take the form of bearer securities or registered securities, if applicable legislation so permits, according to the shareholder's choice. Issued shares are registered in individual accounts opened by us or any authorized intermediary (depending on the form of such shares), in the name of each shareholder and kept according to the terms and conditions laid down by the legal and regulatory provisions;

- under French law, a non-French resident as well as any French entity controlled by non-French residents may have to file a declaration for statistical purposes with the Bank of France (Banque de France) following the date of certain foreign investments in us. Additionally, certain investments in a French company relating to certain strategic industries by individual or entities not residents in a member State of the European Union are subject to the prior authorization of the French Ministry of Economy, see below "Form, Holding and Transfer of Shares—Ownership of Shares and ADSs by Non-French Persons;"

- approval of at least a majority of the votes cast by the shareholders present, represented by a proxy, or voting by mail at the relevant ordinary shareholders' general meeting is required to remove directors with or without cause;

- advance notice is required for nominations to the board of directors or for proposing matters to be acted upon at a shareholders' meeting, except that a vote to remove and replace a director can be proposed at any shareholders' meeting without notice;

- in the event where certain ownership thresholds would be crossed, a number of disclosures should be made by the relevant shareholder in addition to certain obligations; see "—Declaration of Crossing of Ownership Thresholds;"

- our By-laws can be changed in accordance with applicable French laws and regulations;

- transfers of shares must comply with applicable insider trading rules;

- pursuant to French law, the sections of the By-laws relating to the number of directors and election and removal of a director from office may only be modified by a resolution adopted by a two-thirds majority of the votes cast by our shareholders present, represented by a proxy or voting by mail at the meeting. The

votes cast do not include votes attached to shares held by shareholders who did not take part in the vote, abstained or voted blank or null.

Declaration of Crossing of Ownership Thresholds

Subject to requirements of French law, our By-laws do not require any specified disclosure by shareholders that cross ownership thresholds with respect to our share capital, except as described under "—Form, Holding and Transfer of Shares—Ownership of Shares and ADSs by Non-French Persons."

The absence of specific requirement in our By-laws is without prejudice to the following disclosures which are applicable to us according to French legal and regulatory provisions, it being provided that the following is a summary which is therefore not intended to be a complete description of applicable rules under French law:

- Shareholders must make a declaration to us no later than the fourth trading day after such shareholder crosses the following thresholds: 5%, 10%, 15%, 20%, 25%, 30%, 33.33%, 50%, 66.66%, 90% and 95%.

- Shareholders must make a declaration to the AMF no later than the fourth trading day after such shareholder crosses the following thresholds: 50% and 90%.

The above obligations of declaration apply when crossing each of the above-mentioned thresholds in an upward or downward direction.

In case of failure to declare shares or voting rights exceeding the fraction that should have been declared, such shares shall be deprived of voting rights at shareholders' meetings for any meeting that would be held until the expiry of a period of two years from the date of regularization of the notification in accordance with Article L. 233-14 of the French Commercial Code. Additional sanctions may apply pursuant to Article L. 621-15 of the French Monetary and Financial Code.

Subject to certain exemptions, any shareholder crossing, alone or acting in concert, the 50% threshold must file a mandatory public tender offer.

Changes in Share Capital

Increases in Share Capital. Pursuant to French law, our share capital may be increased only with shareholders' approval at an extraordinary general shareholders' meeting following the recommendation of our board of directors. The shareholders may delegate to our board of directors either the authority (*délégation de compétence*) or the power (*délégation de pouvoir*) to carry out any increase in share capital in accordance with applicable laws.

Increases in our share capital may be effected by:

- issuing additional shares;

- increasing the par value of existing shares;

- creating a new class of equity securities; and

- exercising the rights attached to securities giving access to the share capital.

Increases in share capital by issuing additional securities may be effected through one or a combination of the following:

- issuances in consideration for cash;

- issuances in consideration for assets contributed in kind;

- issuances through an exchange offer;

- issuances by conversion of previously issued debt instruments;
- issuances by capitalization of profits, reserves or share premium; and
- subject to certain conditions, issuances by way of offset against debt incurred by us.

Decisions to increase the share capital through the capitalization of reserves, profits and/or share premium require shareholders' approval at an extraordinary general shareholders' meeting, acting under the quorum and majority requirements applicable to ordinary shareholders' meetings. Increases in share capital effected by an increase in the par value of shares require unanimous approval of the shareholders, unless effected by capitalization of reserves, profits or share premium. All other capital increases require shareholders' approval at an extraordinary general shareholders' meeting acting under the regular quorum and majority requirements for such meetings.

Reduction in Share Capital. Pursuant to French law, any reduction in our share capital requires shareholders' approval at an extraordinary general shareholders' meeting. The share capital may be reduced either by decreasing the par value of the outstanding shares or by reducing the number of outstanding shares. The number of outstanding shares may be reduced by the repurchase and cancellation of shares. Holders of each class of shares must be treated equally unless each affected shareholder agrees otherwise.

Preferential Subscription Rights (Preemptive Rights). According to French law, if we issue additional shares or securities giving right, immediately or in the future, to new shares for cash, current shareholders will have preferential subscription rights to these securities on a pro rata basis. Preferential subscription rights entitle the individual or entity that holds them to subscribe proportionally to the number of shares held by them to the issuance of any securities increasing, or that may result in an increase of, our share capital by means of a cash payment or a set-off of cash debts. The preferential subscription rights may be transferred and/or sold during the subscription period relating to a particular offering. Pursuant to French law, the preferential subscription rights will be transferable during a period starting two working days prior to the opening of the subscription period and ending two working days prior to the closing of the subscription period.

The preferential subscription rights with respect to any particular offering may be waived at an extraordinary general meeting by a two-thirds majority of the votes cast by our shareholders, or individually by each shareholder. Our board of directors and our independent auditors are required by French law to present reports to the shareholders' meeting that specifically address any proposal to waive the preferential subscription rights.

Further, to the extent permitted under French law, we may seek, during an extraordinary general shareholders' meeting, the approval of the shareholders to waive their preferential subscription rights in order to authorize the board of directors to issue additional shares and/or other securities convertible or exchangeable into shares.

Form, Holding and Transfer of Shares—Ownership of Shares and ADSs by Non-French Persons

Form of Shares. Pursuant to our By-laws, ordinary shares may be held in registered or bearer form, at each shareholder's discretion. "Class A" preferred shares and "class B" preferred shares may, when issued, only be held in registered form (*nominatif pur*).

Further, in accordance with applicable legal and regulatory provisions, we may request at any time from the authorized intermediary responsible for holding our shares the name or, in the case of a legal entity, the corporate name, nationality and address of holders of securities, giving immediate or future access to voting rights at our shareholders' meetings, the number of securities they own and, where applicable, the restrictions attaching to such securities.

Holding of Shares. In accordance with French law concerning the "dematerialization" of securities, the ownership rights of shareholders are represented by book entries instead of share certificates. Shares are registered in individual accounts opened by us or any authorized intermediary, in the name of each shareholder and kept according to applicable legal and regulatory provisions.

Ownership of Shares and ADSs by Non-French Persons. Neither the French Commercial Code nor our By-laws presently impose any restrictions on the right of non-French residents or non-French shareholders to own and vote shares.

However, (a) any non-French citizen, (b) any French citizen not residing in France, (c) any non-French entity or (d) any French entity controlled by one of the aforementioned persons or entities may have to file a declaration for statistical purposes with the Bank of France (*Banque de France*) within twenty working days following the date of certain direct foreign investments in us, including any purchase of our ADSs. In particular, such filings are required in connection with investments exceeding €15,000,000 that lead to the acquisition of at least 10% of our Company's share capital or voting rights or cross such 10% threshold (Articles R. 152-1 *et seq*. of the French Monetary and Financial Code). Violation of this filing requirement may be sanctioned by five years of imprisonment and a fine of up to twice the amount of the relevant investment. This amount may be increased fivefold if the violation is made by a legal entity.

Further, any investment:

(i) by (a) any non-French citizen, (b) any French citizen not residing in France within the meaning of Article 4 B of the French Tax Code, (c) any non-French entity or (d) any French entity controlled by one of the aforementioned persons or entities;

(ii) that will result in the relevant investor (a) acquiring control of an entity registered in France or an establishment registered in France, (b) acquiring all or part of a business line of an entity registered in France, (or (c) for non-EU or non-EEA investors crossing, directly or indirectly, alone or in concert, a 25% threshold of voting rights in an entity registered in France, or (d) crossing, directly or indirectly, alone or in concert, the threshold of 10% of the voting rights of a company incorporated under French law whose shares are admitted to trading on a regulated market; and

(iii) developing activities in certain strategic industries related to (i) activity likely to prejudice national defense interests, participating in the exercise of official authority or are likely to prejudice public policy and public security (including weapons, double-use items, IT systems, cryptology, data capturing devices, gambling, toxic agents or storage of data), (ii) activities relating to essential infrastructure, goods or services (including energy, water, transportation, space, telecom, public health, farm products, processing and recycling of critical raw materials or media), and (iii) research and development activity related to critical technologies (including biotechnology, cybersecurity, artificial intelligence, robotics, additive manufacturing, semiconductors, quantum technologies, energy storage, photonics and renewable energy technologies) or dual-use items, is subject to the prior authorization of the French Ministry of Economy, pursuant to Articles L.151-1 *et seq*. and R. 151-1 *et seq*. of the French Monetary and Financial Code, as amended by the decree (*décret*) No. 2023-1293 dated December 28, 2023 and the order (*arrêté*) dated December 28, 2023 pursuant to the French foreign investment regime, which authorization may be conditioned on certain undertakings. For the purposes of (i) in the second bullet above, ownership of at least 40% of our share capital or voting rights is regarded as a controlling interest, but a lower percentage might be held to be a controlling interest in certain circumstances depending upon factors such as the acquiring party's intention, the acquiring party's ability to elect directors, and financial reliance by the company on the acquiring party.

The abovementioned (ii)(c) and (d) do not apply either to a natural person who is a national of a Member State of the European Union or of a State party to the Agreement on the European Economic Area which has concluded an administrative assistance agreement with France to combat fraud and tax evasion and who is domiciled in one of these States, or to an entity in which all the members of the control chain, within the meaning of II of Article R. 151-1 of the French Monetary and Financial Code, are governed by the law of one of these States or are nationals of and domiciled in one of these States.

We are subject to this regulation. As a result, investors in our shares or ADSs will have to request the prior authorization of the French Minister of Economy before acquiring our ordinary shares or ADSs if: (i) they are (a) a non-French citizen, (b) a French citizen not residing in France, within the meaning of Article 4 B of the French Tax Code, (c) a non-French entity or (d) a French entity controlled by one of the aforementioned individuals or entities; and (ii) such investor (a) acquires control of us, (b) acquires all or part of one of our business lines or (c) is a non-EU or non-EEA investors crossing, directly or indirectly, alone or in concert, the 25% threshold of voting rights in us.

This request for prior authorization must be filed with the French Minister of Economy, which has 30 business days from receipt of the complete file to provide a first decision which may (i) unconditionally authorize the investment or (ii) indicate that further examination is required. In the latter case, the French Minister of Economy must make a second decision within 45 business days from its first decision. In case of lack of response from the French Minister of Economy within the above mentioned timeframe, the authorization will be deemed refused. If the authorization is granted, it may be subject to the signature of a letter of undertakings aimed at protecting the French national interests.

If an investment requiring the prior authorization of the French Minister of Economy is completed without such authorization having been granted, the French Minister of Economy might direct the relevant investor to (i) submit a request for authorization, (ii) have the previous situation restored at its own expense, or (iii) amend the investment.

In the absence of such authorization, the relevant investment shall be deemed null and void.

The relevant investor might also be found criminally liable and might be sanctioned with a fine which cannot exceed the greater of: (i) twice the amount of the relevant investment, (ii) 10% of the annual turnover before tax of the target company and (iii) EUR 5 million (for a company) or EUR 1 million (for an individual).

Failure to comply with such measures could therefore result in significant consequences on the applicable investor. Such measures could also delay or discourage a takeover attempt, and we cannot predict whether these measures will result in a lower or more volatile market price of our ADSs or ordinary shares.

Assignment and Transfer of Shares. Shares are freely negotiable, subject to applicable legal and regulatory provisions (including, in particular, the prohibition on insider trading).

Differences in Corporate Law

The laws applicable to French *sociétés anonymes* differ from laws applicable to U.S. corporations and their shareholders. Set forth below is a summary of certain differences between the provisions of the French Commercial Code applicable to us and the Delaware General Corporation Law relating to shareholders' rights and protections. This summary is not intended to be a complete discussion of the respective rights and it is qualified in its entirety by reference to Delaware law and French law.

	France	Delaware
Number of Directors	Under French law, a *société anonyme* must have at least three and may have up to 18 directors. The number of directors is fixed by or in the manner provided in the by-laws. In addition, the composition of the board of directors endeavors to seek a balanced representation of women and men. The number of directors of each gender may not be less than 40% when the Company is listed on a regulated market or when the Company meets certain criteria of turnover and number of employees, if not listed on a regulated market. For a board of directors having up to eight members, the difference between each gender may not exceed two. Any appointment made in violation of this limit that is not remedied will be null and void as well as the deliberations taken by the director irregularly appointed. The directors are appointed at the shareholders' general meeting.	Under Delaware law, a corporation must have at least one director and the number of directors shall be fixed by or in the manner provided in the by-laws (unless fixed by the certificate of incorporation).
Director Qualifications	Under French law, a corporation may prescribe qualifications for directors under its by-laws. In addition, under French law, members of a board of directors of a corporation may be legal entities (with the exception of the Chairman of the board of directors), and such legal entities may designate an individual to represent them and to act on their behalf at meetings of the board of directors.	Under Delaware law, a corporation may prescribe qualifications for directors under its certificate of incorporation or by-laws. Under Delaware law, only individuals may be members of a corporation's board of directors.
Removal of Directors	Under French law, directors may be removed from office, with or without cause, at any shareholders' meeting without notice or justification, by a simple majority vote.	Under Delaware law, directors may be removed from office, with or without cause, by a majority stockholder vote, except (1) unless otherwise provided in the certificate of incorporation, in the case of a corporation whose board is classified, stockholders may effect such removal only for cause, or (2) in the case of a company that has cumulative voting, if less than the entire board is to be removed, no director may be removed without cause if the votes cast against such director's removal would be sufficient to elect such director if then cumulatively voted at an election of the entire board of directors, or, if there are classes of directors, at an election of the class of directors of which such director is a part.

Vacancies on the Board of Directors	Under French law, vacancies on the board of directors resulting from death or a resignation, provided that at least three directors remain in office, may be filled by a majority of the remaining directors pending ratification by the next shareholders' meeting.	Under Delaware law, unless provided otherwise by the certificate of incorporation or by-laws, vacancies on a corporation's board of directors, including those caused by an increase in the number of directors, may be filled by a majority of the directors then in office, provided that the court may order an annual meeting upon the application of a director or stockholder if a corporation has not held a meeting within 13 months after the latest of the company's organization, the last annual meeting or the last action by written consent to elect directors.
Annual General Meeting	Under French law, the annual general meeting of shareholders shall be held at such place, on such date and at such time as decided each year by the board of directors and notified to the shareholders in the convening notice of the annual meeting, within six months after the close of the relevant fiscal year unless such period is extended by court order.	Under Delaware law, the annual meeting of stockholders shall be held at such place as may be designated from time to time by the board of directors or as provided in the certificate of incorporation or by the by-laws and on such date and at such time as provided in the by-laws.
General Meeting	Under French law, general meetings of the shareholders may be called by the board of directors or, failing that, by the statutory auditors, or by a court appointed agent or liquidator in certain circumstances, or by the majority shareholder in capital or voting rights following a public tender offer or exchange offer or the transfer of a controlling block on the date decided by the board of directors or the relevant person.	Under Delaware law, special meetings of the stockholders may be called by the board of directors or by such person or persons as may be authorized by the certificate of incorporation or by the by-laws.
Notice of General Meetings	A meeting notice (*avis de réunion*) is published in the French Journal of Mandatory Statutory Notices (BALO) at least 35 days prior to the date of the shareholders' meeting. Additionally, a convening notice (*avis de convocation*) is published at least fifteen days prior to the date of the meeting in a legal gazette of the department in which the registered office of the company is located and in the French Journal of Mandatory Statutory Notices (BALO). Further, shareholders having held registered shares (actions nominatives) for at least one month at the time of the convening notice must be convened individually, by regular letter (or by registered letter if requested by the relevant shareholder) sent to their last known address. This notice to registered	Under Delaware law, unless otherwise provided in the certificate of incorporation or by-laws, written notice of any meeting of the stockholders must be given to each stockholder entitled to vote at the meeting not less than 10 nor more than 60 days before the date of the meeting and shall specify the place, date, hour, means of remote communication, if any, by which stockholders and proxy holders may be deemed to be present in person and vote, the record date for voting if it is different from the record date determining notice and, in the case of a special meeting, purpose or purposes for which the meeting is called.

	shareholders may also be transmitted by electronic means of telecommunication, in lieu of any such mailing, to any shareholder requesting it beforehand by registered letter with acknowledgment of receipt in accordance with legal and regulatory requirements, specifying his e-mail address. When the shareholders' meeting cannot deliberate due to lack of required quorum, the second meeting must be called at least ten calendar days in advance in the same manner as used for the first notice. The meeting notice shall specify the name of the company, its legal form, share capital, registered office address, registration number with the French Registry of Commerce and Companies (*registre du commerce et des sociétés*), the place, date, hour and agenda of the meeting and its nature (ordinary and/or extraordinary meeting). The meeting notice must also indicate the conditions under which the shareholders may vote by correspondence and the places and conditions in which they can obtain voting forms by mail.	
Proxy	Each shareholder may attend the meetings and vote (1) in person, or (2) by granting proxy to another shareholder, his/her spouse his/her partner with whom he/she has entered into a civil union or to any natural or legal person of his/her choice, or (3) by sending a proxy to us without indication of the beneficiary (in which case such proxy shall be cast in favor of the resolutions supported by the board of directors and against all other resolutions), or (4) by correspondence, or (5) by videoconference or another means of telecommunication allowing identification of the relevant shareholder in accordance with applicable laws. The proxy is only valid for a single meeting or successive meetings convened with the same agenda. It can also be granted for two meetings, one ordinary, the other extraordinary, held within a period of fifteen days.	Under Delaware law, at any meeting of stockholders, a stockholder may designate another person to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Without limitation to the manner in which a stockholder may authorize another person(s) to act as a proxy for such stockholder, valid authorizations of a proxy include: (1) written authorization naming a proxy executed by the stockholder, or such stockholder's authorized officer, director, employee or agent, or (2) authorized electronic transmission by the stockholder, or such stockholder's authorized officer, director, employee or agent, naming a proxy.
Shareholder action by written consent	Under French law, shareholders' action by written consent is not permitted in a *société anonyme*.	Under Delaware law, unless otherwise provided in a corporation's certificate of incorporation, stockholders may act by written consent signed by stockholders having the minimum number of votes that would be necessary to take such action at a meeting.

Preemptive Rights	Under French law, in case of issuance of additional shares or securities giving right, immediately or in the future, to new shares for cash or set-off against cash debts, the existing shareholders have preferential subscription rights possess preemptive rights to subscribe to these securities on a pro rata basis unless such rights are waived by a two-thirds majority of the votes cast by the shareholders present, represented by proxy or voting by mail at the extraordinary meeting deciding or authorizing the capital increase. In case such rights are not waived by the extraordinary general meeting, each shareholder may individually either exercise, assign or not exercise its preferential rights. Preferential subscription rights may only be exercised during the subscription period. In accordance with French law, the exercise period shall not be less than five trading days. Thus, the preferential subscription rights are transferable during a period equivalent to the subscription period but starting two business days prior to the opening of the subscription period and ending two business days prior to the closing of the subscription period.	Delaware law does not provide for the existence of preemptive rights for stockholders as an operation of law; however, stockholders may be granted preemptive rights to subscribe to any or all additional issues of stock of the corporation of any or all classes or series thereof, or to any securities of the corporation convertible into such stock as defined by the corporation's certificate of incorporation. Such preemptive rights are only granted to the extent expressly stated and granted to the stockholder in the certificate of incorporation.
Sources of Dividends	Under French law, dividends may only be paid by a French *société anonyme* out of "*distributable profits*," plus any distributable reserves and "*distributable premium*" that the shareholders decide to make available for distribution, other than those reserves that are specifically required by law. "*Distributable profits*" consist of the unconsolidated net profits of the relevant corporation for each fiscal year, as increased or reduced by any profit or loss carried forward from prior years. "*Distributable premium*" refers to the contribution paid by the shareholders in addition to the par value of their shares for their subscription that the shareholders decide to make available for distribution. Except in the case of a share capital reduction, no distribution can be made to the shareholders when the net equity is, or would become, lower than the amount of the share capital plus the reserves which	Under Delaware law, subject to any restrictions under a corporation's certificate of incorporation, dividends may be declared by the board of directors and paid by a Delaware corporation either out of (1) surplus as defined in and computed in accordance with Delaware law or (2) in case there is no such surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year, except when the capital is diminished by depreciation in the value of its property, or by losses, or otherwise, to an amount less than the aggregate amount of capital represented by issued and outstanding stock having a preference on the distribution of assets.

	cannot be distributed in accordance with the law or the by-laws.	
Repurchase of Shares	Under French law, a corporation may acquire its own ordinary shares. Such acquisition may be challenged on the ground of market abuse regulations. However, the Market Abuse Regulation 596/2014 of April 16, 2014 (MAR) provides for safe harbor exemptions when the acquisition is made in the context of a buy-back program for the following purposes only: • to decrease its share capital, provided that such decision is not driven by losses and that a purchase offer is made to all shareholders on a *pro rata* basis, with the approval of the shareholders at the extraordinary general meeting, in which case, the shares repurchased must be cancelled within one month from the expiry of the purchase offer; • with a view to distributing within one year of their repurchase the relevant shares to employees or managers under a profit-sharing, free share or share option plan; not to exceed 10% of the share capital, in which case the shares repurchased must be distributed within 12 months from their repurchase failing which they must be cancelled; or • to meet obligations arising from debt securities, that are exchangeable into equity instruments. A simple exemption is provided when the acquisition is made under a liquidity contract to be authorized by the shareholders in accordance with the provisions of Article L.22-10-62 of the French Commercial Code and in accordance with the General Regulation of the Financial Markets Authority (*Règlement Général de l'AMF*). All other purposes, and especially share buy-backs for external growth operations pursuant to Article L.22-10-62 of the French Commercial Code, while not forbidden, must be pursued in strict compliance of market manipulations and insider dealing rules.	Under Delaware law, a corporation may purchase, redeem, receive, take or otherwise acquire, own and hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own shares, provided that such transactions (1) do not impair, or cause any impairment of the capital of the corporation (except as it relates to the preference of stock classes or series); (2) are not executed such that the corporation purchases their stock for more than the price at which such stock may be redeemed; and (3) that the corporation may not redeem any of its shares beyond the limits set by Delaware law. Delaware law does not prohibit the reselling of repurchased or redeemed shares out of surplus and which have not been or are required to be retired as outlined by the corporation's certificate of incorporation.

	Under the MAR and in accordance with the General Regulation of the AMF, a corporation shall report to the competent authority of the trading venue on which the shares have been admitted to trading or are traded, no later than by the end of the seventh daily market session following the date of the execution of the transaction, all the transactions relating to the buy-back program, in a detailed form and in an aggregated form. By exception, a company shall provide to the AMF, on a monthly basis, and to the public on a biannual basis, a summary report of the transactions made under a liquidity contract. No such repurchase of shares may result in the company holding, directly or through a person acting on its behalf, more than 10% of its issued share capital.	
Liability of Directors	Under French law, the by-laws may not include any provisions limiting the liability of directors.	Under Delaware law, a corporation's certificate of incorporation may generally include a provision eliminating or limiting the personal liability of a director to the corporation and its stockholders for monetary damages arising from a breach of fiduciary duty as a director. However, no provision can limit the liability of a director for: • any breach of the director's duty of loyalty to the corporation or its stockholders; • acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; • intentional or negligent payment of unlawful dividends or stock purchases or redemptions; • claims with respect to unlawful payment of dividends and unlawful stock purchases and redemptions; or • any transaction from which the director derives an improper personal benefit
Voting Rights	French law provides that, unless otherwise provided in the by-laws, each shareholder is entitled to one vote for each share of capital stock held by such shareholder. Double voting rights are automatically granted to the shares held in registered form for more than two years, unless provided otherwise in the by-laws. Our by-laws provide that	Delaware law provides that, unless otherwise provided in the certificate of incorporation, each stockholder is entitled to one vote for each share of capital stock held by such stockholder.

	double voting rights are applicable to ordinary shares.	
Shareholder Vote on Certain Transactions	Generally, under French law, completion of a merger, dissolution, sale, lease or exchange of all or substantially all of a corporation's assets requires: approval by a two-thirds majority of the votes cast by the shareholders present, represented by proxy or voting by mail at the relevant meeting, or in the case of a merger with a non-EU company, approval of all the shareholders of the corporation.	Generally, under Delaware law, unless the certificate of incorporation provides for the vote of a larger portion of the stock or under other certain circumstances, completion of a merger, consolidation, sale, lease or exchange of all or substantially all of a corporation's assets or dissolution requires: • the approval of the board of directors; and • approval by the vote of the holders of a majority of the outstanding stock or, if the certificate of incorporation provides for more or less than one vote per share, a majority of the votes of the outstanding stock of a corporation entitled to vote on the matter.
Dissent or Dissenters' Apparaisal Rights	French law does not provide for any such right but provides that a merger is subject, depending on the circumstances of the merger, to either the shareholders' approval by a two-thirds majority of the votes cast, or unanimous decisions of the shareholders, as stated above.	Under Delaware law, a holder of shares of any class or series has the right, in specified circumstances, to dissent from a merger or consolidation by demanding payment in cash for the stockholder's shares equal to the fair value of those shares, as determined by the Delaware Chancery Court in an action timely brought by the corporation or a dissenting stockholder. Unless otherwise provided in the certificate of incorporation, Delaware law grants these appraisal rights only in the case of mergers or consolidations and not in the case of a sale or transfer of assets or a purchase of assets for stock. Further, no appraisal rights are available for shares of any class or series that is listed on a national securities exchange or held of record by more than 2,000 stockholders, unless the agreement of merger or consolidation requires the holders to accept for their shares anything other than: • shares of stock of the surviving corporation; • shares of stock of another corporation that are either listed on a national securities exchange or held

		of record by more than 2,000 stockholders; • cash in lieu of fractional shares of the stock described in the two preceding bullet points; or • any combination of the above. In addition, appraisal rights are not available to holders of shares of the surviving corporation in specified mergers that do not require the vote of the stockholders of the surviving corporation.
Standard of Conduct for Directors	French law does not contain specific provisions setting forth the standard of conduct of a director. However, directors have a duty to act without self- interest, on a well-informed basis and they cannot make any decision against a corporation's corporate interest (*intérêt social*). In addition, the directors shall take into account social and environmental issues arising out of the Company's activity.	Delaware law does not contain specific provisions setting forth the standard of conduct of a director. The scope of the fiduciary duties of directors is generally determined by the courts of the State of Delaware. In general, directors have a duty to act without self-interest, on a well-informed basis and in a manner they reasonably believe to be in the best interest of the stockholders.
Shareholder Suits	French law provides that a shareholder, or a group of shareholders, may initiate a legal action to seek indemnification from the directors of a corporation in the corporation's interest if it fails to bring such legal action itself. If so, any damages awarded by the court are paid to the corporation and any legal fees relating to such action are borne by the relevant shareholder or the group of shareholders. The plaintiff must remain a shareholder throughout the duration of the legal action. There is no other case where shareholders may initiate a derivative action to enforce a right of a corporation. A shareholder may alternatively or cumulatively bring an individual legal action against the directors, provided he has suffered distinct damages from those suffered by the corporation. In this case, any damages awarded by the court are paid to the relevant shareholder.	Under Delaware law, a stockholder may initiate a derivative action to enforce a right of a corporation if the corporation fails to enforce the right itself. The complaint must: state that the plaintiff was a stockholder at the time of the transaction of which the plaintiff complains or that the plaintiff's shares thereafter devolved on the plaintiff by operation of law; and allege with particularity the efforts made by the plaintiff to obtain the action the plaintiff desires from the directors and the reasons for the plaintiff's failure to obtain the action; or state the reasons for not making the effort. Additionally, the plaintiff must remain a stockholder through the duration of the derivative suit. The action will not be dismissed or compromised without the approval of the Delaware Court of Chancery.
Amendment of Certificate of Incorporation	Unlike companies incorporated under Delaware law, the organizational documents of which comprise both a certificate of incorporation and by- laws, companies incorporated under French law only have by-laws (*statuts*) as organizational documents. As indicated in the paragraph below, only the extraordinary shareholders'	Under Delaware law, generally a corporation may amend its certificate of incorporation if: its board of directors has adopted a resolution setting forth the amendment proposed and declared its advisability, and the amendment is adopted by the affirmative votes of a majority (or greater percentage as may be specified by the certificate of

	meeting is authorized to adopt or amend the by-laws under French law.	incorporation) of the outstanding shares entitled to vote on the amendment and a majority (or greater percentage as may be specified by the certificate of incorporation) of the outstanding shares of each class or series of stock, if any, entitled to vote on the amendment as a class or series.
Amendment of By- laws	Under French law, only the extraordinary shareholders' meeting is authorized to adopt or amend the by-laws. The extraordinary shareholders' meeting may authorize the board of directors to amend the by-laws to comply with mandatory legal provisions, subject to the ratification of such amendments by the next extraordinary shareholders' meeting.	Under Delaware law, the stockholders entitled to vote have the power to adopt, amend or repeal by-laws. A corporation may also confer, in its certificate of incorporation, that power upon the board of directors.

AMERICAN DEPOSITARY SHARES

The description below reflects certain terms of the Deposit Agreement, and summarizes the material rights of holders of our ADSs.

General

Each ADS represents the right to receive, and to exercise the beneficial interests in one ordinary share that are on deposit with the depositary and/or Custodian. An ADS also represents the right to receive, and to exercise the beneficial interests in, any other property received by the depositary bank or the Custodian on behalf of the owner of the ADS but that has not been distributed to the owners of ADSs because of legal restrictions or practical considerations. The Custodian, the depositary and their respective nominees will hold all deposited property for the benefit of the holders and beneficial owners of ADSs. The deposited property does not constitute the proprietary assets of the depositary, the Custodian or their nominees.

Beneficial ownership in the deposited property will under the terms of the Deposit Agreement be vested in the beneficial owners of the ADSs. The depositary, the Custodian and their respective nominees will be the record holders of the deposited property represented by the ADSs for the benefit of the holders and beneficial owners of the corresponding ADSs. A beneficial owner of ADSs may or may not be the holder of such ADSs. Beneficial owners of ADSs will be able to receive, and to exercise beneficial ownership interests, in the deposited property only through the registered holders of the ADSs, the registered holders of the ADSs (on behalf of the applicable ADS owners) only through the depositary, and the depositary (on behalf of the owners of the corresponding ADSs) directly, or indirectly, through the Custodian or their respective nominees, in each case upon the terms of the Deposit Agreement.

An owner of ADSs will not be treated as one of our shareholders and will not have direct shareholder rights. The depositary will hold on such owner's behalf the shareholder rights attached to the ordinary shares underlying such owner's ADSs. Accordingly, an owner of ADSs will be able to exercise the shareholder's rights for the ordinary shares represented by such owner's ADSs through the depositary only to the extent contemplated in the Deposit Agreement. To exercise any shareholder rights not contemplated in the Deposit Agreement, an ADS owner will need to arrange for the cancellation of such owner's ADSs and become a direct shareholder.

This summary description assumes ADSs are owned directly by means of an ADS registered in the owner's name and, as such, such owner is referred to as the "holder." ADSs may also be held by means of an ADR registered in an owner's name, through a brokerage or safekeeping account, or through an account established by the depositary in such owner's name reflecting the registration of uncertificated ADSs directly on the books of the depositary, commonly referred to as the direct registration system, or DRS.

Dividends and Distributions

A holder of ADSs generally has the right to receive the distributions we make on the securities deposited with the Custodian. A holder's receipt of these distributions may be limited, however, by practical considerations and legal limitations. Holders of ADSs will receive such distributions under the terms of the Deposit Agreement in proportion to the number of ADSs held as of a specified record date, after deduction of the applicable fees, taxes and expenses.

Distributions of Cash

Whenever we make a cash distribution for the securities on deposit with the Custodian, we will deposit the funds with the Custodian. Upon receipt of confirmation of the deposit of the requisite funds, the depositary will arrange for the funds to be converted into U.S. dollars and for the distribution of the U.S. dollars to the holders, subject to French laws and regulations.

The conversion into U.S. dollars will take place only if practicable and if the U.S. dollars are transferable to the United States. The depositary will apply the same method for distributing the proceeds of the sale of any property (such as undistributed rights) held by the Custodian in respect of securities on deposit.

The distribution of cash will be made net of the fees, expenses, taxes and governmental charges payable by holders under the terms of the Deposit Agreement. The depositary will hold any cash amounts it is unable to distribute in a non-interest bearing account for the benefit of the applicable holders and beneficial owners of ADSs until the distribution can be effected or the funds that the depositary holds must be escheated as unclaimed property in accordance with the laws of the relevant states of the United States.

Distributions of Shares

Whenever we make a free distribution of ordinary shares for the securities on deposit with the Custodian, we will deposit the applicable number of ordinary shares with the Custodian. Upon receipt of confirmation of such deposit, the depositary will either distribute to holders new ADSs representing the ordinary shares deposited or modify the ADS-to-ordinary share ratio, in which case each ADS a holder holds will represent rights and interests in the additional ordinary shares so deposited. Only whole new ADSs will be distributed; fractional entitlements will be sold and the proceeds of such sale will be distributed as in the case of a cash distribution.

The distribution of new ADSs or the modification of the ADS-to-ordinary share ratio upon a distribution of ordinary shares will be made net of the fees, expenses, taxes and governmental charges payable by holders under the terms of the Deposit Agreement. In order to pay such taxes or governmental charges, the depositary may sell all or a portion of the new ordinary shares so distributed.

No such distribution of new ADSs will be made if it would violate a law (e.g., the U.S. securities laws) or if it is not operationally practicable. If the depositary does not distribute new ADSs as described above, it may sell the ordinary shares received upon the terms described in the Deposit Agreement and will distribute the proceeds of the sale as in the case of a distribution of cash.

Distributions of Rights

Whenever we intend to distribute rights to purchase additional ordinary shares, we will give prior notice to the depositary and we will assist the depositary in determining whether it is lawful and practicable to distribute rights to purchase additional ADSs to holders.

The depositary will establish procedures to distribute rights to purchase additional ADSs to holders and to enable such holders to exercise such rights if it is lawful and practicable to make the rights available to holders of ADSs, and if we provide all of the documentation contemplated in the Deposit Agreement (such as opinions to address the lawfulness of the transaction). A holder may have to pay fees, expenses, taxes and other governmental charges to subscribe for the new ADSs upon the exercise of such holder's rights. The depositary is not obligated to establish procedures to facilitate the distribution and exercise by holders of rights to purchase new ordinary shares other than in the form of ADSs.

The depositary will not distribute the rights to a holder if:

- we do not timely request that the rights be distributed to holders or we request that the rights not be distributed to holders; or
- we fail to deliver satisfactory documents to the depositary; or
- it is not practicable to distribute the rights.

The depositary will sell the rights that are not exercised or not distributed if such sale is lawful and practicable. The proceeds of such sale will be distributed to holders as in the case of a cash distribution. If the depositary is unable to sell the rights, it will allow the rights to lapse.

Elective Distributions

Whenever we intend to distribute a dividend payable at the election of shareholders either in cash or in additional shares, we will give prior notice thereof to the depositary and will indicate whether we wish the elective distribution to be made available to holders. In such case, we will assist the depositary in determining whether such distribution is lawful and practicable.

The depositary will make the election available to holders only if it is practicable and if we have provided all of the documentation contemplated in the Deposit Agreement. In such case, the depositary will establish procedures to enable holders to elect to receive either cash or additional ADSs, in each case as described in the Deposit Agreement.

If the election is not made available to holders, such holders will receive either cash or additional ADSs, depending on what a shareholder in France would receive upon failing to make an election, as more fully described in the Deposit Agreement.

Other Distributions

Whenever we intend to distribute property other than cash, ordinary shares or rights to purchase additional ordinary shares, we will notify the depositary in advance and will indicate whether we wish such distribution to be made to holders. If so, we will assist the depositary in determining whether such distribution to holders is lawful and practicable.

If it is practicable to distribute such property to holders and if we provide all of the documentation contemplated in the Deposit Agreement, the depositary will distribute the property to the holders in a manner it deems practicable.

The distribution will be made net of fees, expenses, taxes and governmental charges payable by holders under the terms of the Deposit Agreement. In order to pay such taxes and governmental charges, the depositary bank may sell all or a portion of the property received.

The depositary will not distribute the property to holders and will sell the property if:

- we do not request that the property be distributed to holders or if we ask that the property not be distributed to holders; or
- we do not deliver satisfactory documents to the depositary bank; or
- the depositary determines that all or a portion of the distribution to holders is not practicable.

The proceeds of such a sale will be distributed to holders as in the case of a cash distribution.

Redemption

Whenever we decide to redeem any of the securities on deposit with the Custodian, we will notify the depositary in advance. If it is practicable and if we provide all of the documentation contemplated in the Deposit Agreement, the depositary will provide notice of the redemption to the holders.

The Custodian will be instructed to surrender the shares being redeemed against payment of the applicable redemption price. The depositary will convert the redemption funds received into U.S. dollars upon the terms of the Deposit Agreement and will establish procedures to enable holders to receive the net proceeds from the redemption upon surrender of their ADSs to the depositary. Holders may have to pay fees, expenses, taxes and other governmental charges upon the redemption of their ADSs. If less than all ADSs are being redeemed, the ADSs to be retired will be selected by lot or on a pro rata basis, as the depositary may determine.

Changes Affecting Ordinary Shares

The ordinary shares held on deposit for a holder's ADSs may change from time to time. For example, there may be a change in nominal or par value, a split-up, cancellation, consolidation or reclassification of such ordinary shares or a recapitalization, reorganization, merger, consolidation or sale of assets.

If any such change were to occur, such holder's ADSs would, to the extent permitted by law, represent the right to receive the property received or exchanged in respect of the ordinary shares held on deposit. The depositary may in such circumstances deliver new ADSs to such holder, amend the Deposit Agreement, the ADRs and the applicable registration statement(s) on Form F-6, call for the exchange of such holder's existing ADRs for new ADRs and take any other actions that are appropriate to reflect as to the ADSs the change affecting the ordinary shares held in deposit for such holder's ADSs. If the depositary bank may not lawfully distribute such property to such holder, the depositary may sell such property and distribute the net proceeds to such holder as in the case of a cash distribution.

Issuance of ADSs upon Deposit of Ordinary Shares

The depositary may create ADSs on a holder's behalf if such holder or such holder's broker deposits ordinary shares with the Custodian. The depositary will deliver these ADSs to the person such holder indicates only after such holder pays any applicable issuance fees and any charges and taxes payable for the transfer of the ordinary shares to the Custodian. A holder's ability to deposit ordinary shares and receive ADSs may be limited by U.S. and French legal considerations applicable at the time of deposit.

The issuance of ADSs may be delayed until the depositary or the Custodian receives confirmation that all required approvals have been given and that the ordinary shares have been duly transferred to the Custodian.

The depositary will only issue ADSs in whole numbers.

When a holder makes a deposit of ordinary shares, such holder will be responsible for transferring good and valid title to the depositary. Accordingly, such holder will be deemed to represent and warrant that:

- The ordinary shares are duly authorized, validly issued, fully paid, non-assessable and legally obtained.
- All preemptive (and similar) rights, if any, with respect to such ordinary shares have been validly waived or exercised.
- Such holder is duly authorized to deposit the ordinary shares.
- The ordinary shares presented for deposit are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim, and are not, and the ADSs issuable upon such deposit will not be, "restricted securities" (as defined in the Deposit Agreement).
- The ordinary shares presented for deposit have not been stripped of any rights or entitlements.

If any of the representations or warranties are incorrect in any way, we and the depositary may, at such holder's cost and expense, take any and all actions necessary to correct the consequences of the misrepresentations.

Transfer, Combination and Split Up of ADRs

An ADR holder will be entitled to transfer, combine or split up such holder's ADRs and the ADSs evidenced thereby. For transfers of ADRs, a holder will have to surrender the ADRs to be transferred to the depositary and also must:

- ensure that the surrendered ADR is properly endorsed or otherwise in proper form for transfer;
- provide such proof of identity and genuineness of signatures as the depositary deems appropriate;
- provide any transfer stamps required by the State of New York or the United States; and
- pay all applicable fees, charges, expenses, taxes and other government charges payable by ADR holders pursuant to the terms of the Deposit Agreement, upon the transfer of ADRs.

To have ADRs either combined or split up, a holder must surrender the ADRs in question to the depositary with such holder's request to have them combined or split up, and such holder must pay all applicable fees, charges and expenses payable by ADR holders, pursuant to the terms of the Deposit Agreement, upon a combination or split up of ADRs.

Withdrawal of Ordinary Shares Upon Cancellation of ADSs

A holder will be entitled to present such holder's ADSs to the depositary for cancellation and then receive the corresponding number of underlying ordinary shares at the Custodian's offices. A holder's ability to withdraw the ordinary shares held in respect of the ADSs may be limited by U.S. and French legal considerations applicable at the time of withdrawal. In order to withdraw the ordinary shares represented by a holder's ADSs, such holder will be required to pay to the depositary the fees for cancellation of ADSs and any charges and taxes payable upon the transfer of the ordinary shares being withdrawn. Holders assume the risk for delivery of all funds and securities upon withdrawal. Once canceled, the ADSs will not have any rights under the Deposit Agreement.

If a holder holds ADSs registered in such holder's name, the depositary may ask such holder to provide proof of identity and genuineness of any signature and such other documents as the depositary may deem appropriate before it will cancel such holder's ADSs. The withdrawal of the ordinary shares represented by a holder's ADSs may be delayed until the depositary receives satisfactory evidence of compliance with all applicable laws and regulations. The depositary will only accept ADSs for cancellation that represent a whole number of securities on deposit.

A holder will have the right to withdraw the securities represented by such holder's ADSs at any time except for:

- temporary delays that may arise because (1) the transfer books for the ordinary shares or ADSs are closed, or (2) ordinary shares are immobilized on account of a shareholders' meeting or a payment of dividends;
- obligations to pay fees, taxes and similar charges; or
- restrictions imposed because of laws or regulations applicable to ADSs or the withdrawal of securities on deposit.

The Deposit Agreement may not be modified to impair a holder's right to withdraw the securities represented by such holder's ADSs except to comply with mandatory provisions of law.

Voting Rights

A holder generally has the right under the Deposit Agreement to instruct the depositary to exercise the voting rights for the ordinary shares represented by such holder's ADSs.

At our request, the depositary will distribute to holders any notice of shareholders' meeting received from us together with information explaining how to instruct the depositary to exercise the voting rights of the securities represented by ADSs.

If the depositary timely receives voting instructions from a holder of ADSs, it will endeavor to vote the securities (in person or by proxy) represented by the holder's ADSs in accordance with such voting instructions.

The ability of the depositary to carry out voting instructions may be limited by practical and legal limitations and the terms of the securities on deposit.

If the depositary receives voting instructions from a holder of ADSs that fail to specify the manner in which the depositary is to vote, the depositary will deem such holder (unless otherwise specified in the notice distributed to holders) to have instructed the depositary to vote in favor of all resolutions endorsed by our board of directors. With respect to securities represented by ADSs for which no timely voting instructions are received by the depositary from the holder, the depositary will (unless otherwise specified in the notice distributed to holders) deem such holder to have instructed the depositary to give a discretionary proxy to a person designated by us to vote the securities. However, no such discretionary proxy will be given by the depositary with respect to any matter to be voted upon as to which we inform the depositary that we do not wish such proxy to be given, substantial opposition exists, or the rights of holders of securities may be materially adversely affected.

Fees and Charges

Holders will be required to pay certain fees under the terms of the depositary agreement. Holders will be notified in advance of all applicable fees by us or the depositary.

Holders will also be responsible to pay certain fees and expenses incurred by the depositary and certain taxes and governmental charges such as:

- taxes (including applicable interest and penalties) and other governmental charges;
- the registration fees as may from time to time be in effect for the registration of ordinary shares on the share register and applicable to transfers of ordinary shares to or from the name of the Custodian, the depositary or any nominees upon the making of deposits and withdrawals, respectively;
- certain cable, telex and facsimile transmission and delivery expenses;
- the expenses and charges incurred by the depositary in the conversion of foreign currency;
- the fees and expenses incurred by the depositary in connection with the compliance with exchange control regulations and other regulatory requirements applicable to ordinary shares, ADSs and ADRs; and
- the fees and expenses incurred by the depositary, the Custodian, or any nominee in connection with the servicing or delivery of deposited property.

ADS fees and charges payable upon (1) deposit of ordinary shares against issuance of ADSs and (2) surrender of ADSs for cancellation and withdrawal of ordinary shares are charged to the person to whom the ADSs are delivered (in the case of ADS issuances) and to the person who delivers the ADS, for cancellation (in the case of ADS cancellations). In the case of ADSs issued by the depositary into DTC or presented to the depositary via DTC, the ADS issuance and cancellation fees and charges may be deducted from distributions made through DTC, and may be charged to the DTC participant(s) receiving the ADSs or the DTC participant(s) surrendering the ADSs for cancellation, as the case may be, on behalf of the beneficial owner(s) and will be charged by the DTC participant(s) to the account(s) of the applicable beneficial owner(s) in accordance with the procedures and practices of the DTC participant(s) as in effect at the time. ADS fees and charges in respect of distributions and the ADS service fee are charged to the holders as of the applicable ADS record date. In the case of distributions of cash, the amount of the applicable ADS fees and charges is deducted from the funds being distributed. In the case of (1) distributions other than cash and (2) the ADS service fee, holders as of the ADS record date will be invoiced for the amount of the ADS fees and charges and such ADS fees and charges may be deducted from distributions made to holders of ADSs. For ADSs held through DTC, the ADS fees and charges for distributions other than cash and the ADS service fee may be deducted from distributions made through DTC, and may be charged to the DTC participants in accordance with the procedures and practices prescribed by DTC and the DTC participants in turn charge the amount of such ADS fees and charges to the beneficial owners for whom they hold ADSs.

In the event of refusal to pay the depositary fees, the depositary may, under the terms of the Deposit Agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees from any distribution to be made to the holder.

The depositary may reimburse us for certain expenses incurred by us in respect of the ADR program, by making available a portion of the ADS fees charged in respect of the ADR program or otherwise, upon such terms and conditions as we and the depositary agree from time to time.

Amendments and Termination

We may agree with the depositary to modify the Deposit Agreement at any time without holders' consent. We undertake to give holders 30 days' prior notice of any modifications that would materially prejudice any of their substantial rights under the Deposit Agreement. We will not consider to be materially prejudicial to holders' substantial rights any modifications or supplements that are reasonably necessary for the ADSs to be registered under the Securities Act or to be eligible for book-entry settlement, in each case without imposing or increasing the fees and charges holders are required to pay. In addition, we may not be able to provide holders with prior notice of any modifications or supplements that are required to accommodate compliance with applicable provisions of law.

Holders will be bound by the modifications to the Deposit Agreement if they continue to hold ADSs after the modifications to the Deposit Agreement become effective. The Deposit Agreement cannot be amended to prevent holders from withdrawing the ordinary shares represented by their ADSs (except as permitted by law).

We have the right to direct the depositary to terminate the Deposit Agreement. Similarly, the depositary may in certain circumstances on its own initiative terminate the Deposit Agreement. In either case, the depositary must give notice to the holders at least 30 days before termination. Until termination, holders' rights under the Deposit Agreement will be unaffected.

After termination, the depositary will continue to collect distributions received (but will not distribute any such property until a holder requests the cancellation of such holder's ADSs) and may sell the securities held on deposit. After the sale, the depositary will hold the proceeds from such sale and any other funds then held for the holders of ADSs in a non-interest bearing account. At that point, the depositary will have no further obligations to holders other than to account for the funds then held for the holders of ADSs still outstanding (after deduction of applicable fees, taxes and expenses).

Books of Depositary

The depositary will maintain holder records at its depositary office. A holder may inspect such records at such office during regular business hours but solely for the purpose of communicating with other holders in the interest of business matters relating to the ADSs and the Deposit Agreement.

The depositary will maintain in New York facilities to record and process the issuance, cancellation, combination, split-up and transfer of ADSs. These facilities may be closed from time to time, to the extent not prohibited by law.

Limitations on Obligations and Liabilities

The Deposit Agreement limits our obligations and the depositary's obligations to holders. Note the following:

- We and the depositary are obligated only to take the actions specifically stated in the Deposit Agreement without negligence or bad faith.
- The depositary disclaims any liability for any failure to carry out voting instructions, for any manner in which a vote is cast or for the effect of any vote, provided it acts in good faith and in accordance with the terms of the Deposit Agreement.
- The depositary disclaims any liability for any failure to determine the lawfulness or practicality of any action, for the content of any document forwarded to holders on our behalf or for the accuracy of any translation of such a document, for the investment risks associated with investing in ordinary shares, for the validity or worth of the ordinary shares, for any tax consequences that result from the ownership of ADSs, for the credit-worthiness of any third party, for allowing any rights to lapse under the terms of the Deposit Agreement, for the timeliness of any of our notices or for our failure to give notice.
- We and the depositary will not be obligated to perform any act that is inconsistent with the terms of the Deposit Agreement.

- We and the depositary disclaim any liability if we or the depositary are prevented or forbidden from or subject to any civil or criminal penalty or restraint on account of, or delayed in, doing or performing any act or thing required by the terms of the Deposit Agreement, by reason of any provision, present or future of any law or regulation, or by reason of present or future provision of any provision of our By-laws, or any provision of or governing the securities on deposit, or by reason of any act of God or war or other circumstances beyond our control.
- We and the depositary disclaim any liability by reason of any exercise of, or failure to exercise, any discretion provided for in the Deposit Agreement or in our By-laws or in any provisions of or governing the securities on deposit.
- We and the depositary further disclaim any liability for any action or inaction in reliance on the advice or information received from legal counsel, accountants, any person presenting ordinary shares for deposit, any holder of ADSs or authorized representatives thereof, or any other person believed by either of us in good faith to be competent to give such advice or information.
- We and the depositary also disclaim liability for the inability by a holder to benefit from any distribution, offering, right or other benefit that is made available to holders of ordinary shares but is not, under the terms of the Deposit Agreement, made available to holders.
- We and the depositary may rely without any liability upon any written notice, request or other document believed to be genuine and to have been signed or presented by the proper parties.
- We and the depositary also disclaim liability for any consequential or punitive damages for any breach of the terms of the Deposit Agreement.
- No disclaimer of any Securities Act liability is intended by any provision of the Deposit Agreement.

Pre-Release Transactions

Subject to the terms and conditions of the Deposit Agreement, the depositary may issue to broker/dealers ADSs before receiving a deposit of ordinary shares or release ordinary shares to broker/dealers before receiving ADSs for cancellation. These transactions are commonly referred to as "pre-release transactions," and are entered into between the depositary and the applicable broker/dealer. The Deposit Agreement limits the aggregate size of pre-release transactions (not to exceed 30% of the ordinary shares on deposit in the aggregate) and imposes a number of conditions on such transactions (e.g., the need to receive collateral, the type of collateral required and the representations required from brokers). The depositary may retain the compensation received from the pre-release transactions.

Taxes

A holder will be responsible for the taxes and other governmental charges payable on the ADSs and the securities represented by the ADSs. We, the depositary and the Custodian may deduct from any distribution the taxes and governmental charges payable by holders and may sell any and all property on deposit to pay the taxes and governmental charges payable by holders. A holder will be liable for any deficiency if the sale proceeds do not cover the taxes that are due.

The depositary may refuse to issue ADSs, to deliver, transfer, split and combine ADRs or to release securities on deposit until all taxes and charges are paid by the applicable holder. The depositary and the Custodian may take reasonable administrative actions to obtain tax refunds and reduced tax withholding for any distributions on holders' behalf. However, a holder may be required to provide to the depositary and to the Custodian proof of taxpayer status and residence and such other information as the depositary and the Custodian may require to fulfill legal obligations. A holder is required to indemnify us, the depositary and the Custodian for any claims with respect to taxes based on any tax benefit obtained for such holder.

Foreign Currency Conversion

The depositary will arrange for the conversion of all foreign currency received into U.S. dollars if such conversion is practical, and it will distribute the U.S. dollars in accordance with the terms of the Deposit Agreement. A holder may have to pay fees and expenses incurred in converting foreign currency, such as fees and expenses incurred in complying with currency exchange controls and other governmental requirements.

If the conversion of foreign currency is not practical or lawful, or if any required approvals are denied or not obtainable at a reasonable cost or within a reasonable period, the depositary may take the following actions in its discretion:

- convert the foreign currency to the extent practical and lawful and distribute the U.S. dollars to the holders for whom the conversion and distribution is lawful and practical;
- distribute the foreign currency to holders for whom the distribution is lawful and practical; and
- hold the foreign currency (without liability for interest) for the applicable holders.

Governing Law/Waiver of Jury Trial

The Deposit Agreement and the ADRs will be interpreted in accordance with the laws of the State of New York. The rights of holders of ordinary shares (including ordinary shares represented by ADSs) are governed by the laws of France.

Exhibit 4.31.1

CERTAIN INFORMATION IN THIS EXHIBIT IDENTIFIED BY [***] IS CONFIDENTIAL AND HAS BEEN EXCLUDED BECAUSE IT (I) IS NOT MATERIAL AND (II) THE REGISTRANT CUSTOMARILY AND ACTUALLY TREATS THAT INFORMATION AS PRIVATE OR CONFIDENTIAL.

AstraZeneca Ireland Limited
College Business & Technology Park Blanchardstown Road North
Dublin 15 D15 R925
Ireland astrazeneca.com

June 16, 2025

Cellectis S.A.
8, rue de la Croix Jarry, 75013 Paris, France Attention: Chief Executive Officer

Ladies and Gentlemen:

This side letter agreement (this "**Side Letter**"), entered into on June 16, 2025 (the "**Side Letter Effective Date**"), by and between Cellectis S.A. ("**Cellectis**"), and AstraZeneca Ireland Limited ("**AstraZeneca**") (collectively, the "**Parties**"), is in reference to the Joint Research and Collaboration Agreement between the Parties, dated as of November 1, 2023 (the "**JRCA**").

Under the JRCA, AstraZeneca and Cellectis are engaged in a collaboration on up to ten (10) research projects and this Side Letter applies to one of those projects, the research project with respect to [***] (the "[***] **Program**"). In consideration of the premises and the mutual promises and conditions set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, do hereby agree to the modifications to the JRCA set forth below solely with respect to the [***] Candidate Product or, as applicable, the associated Licensed Product (each such product, a "[***] **Product**") and, for the avoidance of doubt, such modifications shall not be applicable to any other Candidate Product, to which the JRCA shall apply without the modifications set forth herein. The JRCA shall otherwise remain in full force and effect and unless otherwise specified or defined herein, any capitalized terms used in this Side Letter shall have the meanings assigned to them in the JRCA.

1. [***] Cellectis Research Activities.

The preclinical Research Plan for the [***] Program, as initiated under the JRCA, was approved by the Joint Steering Committee ("**JSC**") on [***]. A summary [***] Clinical Research Plan for the [***] Program (the "**Summary Clinical Research Plan**") is annexed hereto and the Parties hereby agree that they shall discuss and agree upon a detailed clinical Research Plan for the [***] Program to be finalised between the Parties within [***] of the Effective Date (together with the Summary Research Plan, the "[***] **Clinical Research Plan**"). The [***] Clinical Research Plan is hereby added to the preclinical Research Plan and together constitute the Research Plan. Subject to the terms of this Side Letter, the JRCA and the [***] Clinical Research Plan solely with respect to any [***] Product, as between the Parties, until (i) the exercise of the Option by AstraZeneca or (ii) this Side Letter is terminated, Cellectis shall have sole regulatory and clinical responsibility for associated clinical Development activities through completion of the Phase 1 dose escalation part (the "**Phase 1 Dose Escalation**" or "**Phase 1 Dose Escalation Study**") of the Phase I/II dose escalation and

Directors Sharon Barr (US), Ruth Diazaraque (Spain), Ruud Dobber (Netherlands), Alan Downey, Shane Doyle, Marc Dunoyer, David Fredrickson (US), Susan Galbraith (UK), Sylvia Kiely, Ruth March, Aradhana Sarin (US), Pascal Soriot (France) **Company Registration No.** 734129

expansion clinical trial for [***] (the "**Study**") and Cellectis shall also act as sponsor for such Study (collectively, the "[***] **Cellectis Clinical Research Activities**"). As further described below and in the [***] Clinical Research Plan, with respect to any [***] Product, until the IND and sponsorship is transferred to AstraZeneca pursuant to the transition activities described in Section 3, Cellectis shall hold the Investigational New Drug Application ("**IND**") for the Study and shall be responsible for preparing, reporting, obtaining, and maintaining Regulatory Documentation as well as communicating with Regulatory Authorities relating thereto. The [***] Cellectis Clinical Research Activities shall include:

a. **Regulatory and Clinical Responsibilities.**

i. **Regulatory Status**. Cellectis shall conduct the Phase 1 Dose Escalation Study as described in the [***] Clinical Research Plan. Cellectis shall be the IND holder and, outside of the United States, the Clinical Trial Application ("**CTA**") applicant for the Study. Cellectis shall also be the Sponsor (as defined in 21 CFR 312.3 and ICH-GCP) of, and responsible for the conduct and oversight of the Phase 1 Dose Escalation Study. Following and subject to Option Exercise by AstraZeneca, the Parties agree and acknowledge that AstraZeneca shall become responsible for (i) the associated IND following its transfer by Cellectis to AstraZeneca, and (ii) the associated CTA sponsorship following its transfer to AstraZeneca.

ii. **Clinical Trial Design and Documentation**. In accordance with the process agreed in the [***] Clinical Research Plan, Cellectis and AstraZeneca shall align on clinical trial design, milestones (e.g., first site activation, first patient dosed, database lock, final CSR submission, IND/trial master file transmission to AstraZeneca) and anticipated timelines to achieve such milestones. Cellectis shall prepare the: (A) initial protocol for the Study, which shall include safety reporting processes and timelines (as may be amended from time to time, each a "**Protocol**"); (B) patient template informed consent forms and authorizations for the Study (as may be amended from time to time, each an "**ICF**") and (C) any other study level documents including but not limited to IB, monitoring plan, patient cards. Cellectis shall submit such Protocol and ICF as part of the IND/CTA submission package to the applicable JPT for review and approval no later than [***] and AstraZeneca shall use its reasonable efforts to ensure that it provides its approval of the Protocol and ICF to the JPT no later than [***] after the date on which the Protocol and ICF are submitted to the JPT by Cellectis. Cellectis shall ensure that all ICFs and any other applicable patient authorizations and consents permit the sharing of all relevant data and results generated in the performance of Phase 1 Dose Escalation (collectively, "**Clinical Data**") with AstraZeneca, including as contemplated by this Side Letter, the [***] Clinical Research Plan and the JRCA. Cellectis shall obtain any necessary prior approvals and ongoing reviews of the Study and any associated documentation (including Protocols and ICFs) as required by Applicable Law and any appropriate and necessary review authorities, including, without limitation, any applicable institutional review board that is properly constituted in accordance with Applicable Law and standards to act as a human subjects research review board ("**IRB**") or ethics committee ("**EC**"). Should Cellectis require the support of a Third Party Contract Research Organisation ("**CRO**") to conduct the clinical trial, the selection of the CRO shall be made by Cellectis from the list of approved clinical vendors set forth at Schedule One hereto and the agreement between Cellectis and such CRO shall (i) specify that any and all data collected by such CRO shall be permitted to be shared by Cellectis with AstraZeneca (as required by agreement at the JPT); and (ii) contain confidentiality provisions at least as stringent as those set forth in the JRCA.

iii. **Safety**.

A. Section 5.4 of the JRCA shall be disapplied and shall be replaced in its entirety as follows:

"**5.4 Safety Findings Sharing**.

5.4.1 Cellectis shall provide a report to AstraZeneca on or prior to [***] regarding any adverse safety finding (including, without limitation, any and all safety-related correspondence, queries, notifications and investigations received from Regulatory Authorities and all expedited case reports). Notwithstanding the foregoing, each Party shall promptly disclose to the other Party any relevant information in its possession regarding any adverse safety finding (including, without limitation, any and all safety- related correspondence, queries, notifications and investigations received from Regulatory Authorities) without undue delay [***].

5.4.2[***]. As further described in the [***] Clinical Research Plan, Cellectis shall establish a global database ("**GDB**") and a global safety database ("**GSDB**") for the [***] and AstraZeneca shall be responsible for such GDB and GSDB upon termination of this Side Letter or following and subject to Option Exercise by AstraZeneca, whichever is the earlier, in accordance with Section 6.6 of the JRCA. For the avoidance of doubt, Cellectis shall provide such assistance as AstraZeneca shall request in order to facilitate the transition of the GDB, GSDB and any and all clinical data relating to the [***] to AstraZeneca following Option Exercise, as applicable. [***] the Parties shall enter into a pharmacovigilance agreement setting forth the safety data exchange requirements for the [***] Research Plan. Should Cellectis require the support of either a third party provider of either Pharmacoviligance services ("**PV Provider**") to conduct the Phase 1 Dose Escalation; and/or a third party provider to establish the GSDB ("**GSDB Provider**"), the selection of such PV Provider and/or GSDB Provider shall be made by Cellectis from the list of approved pharmacovigilance and data vendors set forth at Schedule One hereto. Cellectis shall procure that the agreement between Cellectis and such PV Provider and/or GSDB Provider shall (i) specify that any and all data collected by such PV Provider and/or GSDB Provider shall be permitted to be shared by Cellectis with AstraZeneca (as required by agreement at the JPT); and (ii) contain confidentiality provisions at least as stringent as those set forth in the JRCA."

iv. Regulatory Documentation. Cellectis shall prepare and submit all Regulatory Documentation for which it is responsible in accordance with the [***] Clinical Research Plan. Cellectis shall provide AstraZeneca with a copy of any draft Regulatory Documentation to be made to a Regulatory Authority and shall provide AstraZeneca no less than [***] to review and comment on such draft Regulatory Documentation in advance of the transmission of such response. Cellectis shall consider in good faith and shall implement all reasonable comments timely provided by AstraZeneca in connection therewith. Cellectis will provide to AstraZeneca copies of all final Regulatory Documentation it submits to any Regulatory Authority promptly following submission. Regulatory Documentation updates during review cycles (e.g. IND review, CTA review, amendments review) will be subject to AstraZeneca's review [***].

v. **Regulatory Communications**. Without limiting Section 5.4 (Safety Findings Sharing) of the JRCA, Cellectis shall provide notice to AstraZeneca [***] of any action or communication that it receives (directly or indirectly, including from a CRO) from, any Regulatory Authority with respect to any [***] Product, including in connection with an audit or inspection. On a timely basis, Cellectis shall also provide AstraZeneca with a copy of any correspondence received from a Regulatory Authority and, in the case of verbal correspondence from a Regulatory Authority with respect to safety matters, a written summary of such correspondence. Cellectis shall provide AstraZeneca a reasonable opportunity to review and comment on Cellectis' proposed response to any material communications with any Regulatory Authority relating to any [***] Product in advance of the transmission of such response. Cellectis shall implement all reasonable comments timely provided by AstraZeneca in connection therewith.

vi. **Regulatory Meetings**. Cellectis shall provide AstraZeneca with [***] written notice of ad hoc meetings with the Regulatory Authorities pertaining to any [***] Product and include AstraZeneca in the preparation and strategy for such meetings and in any discussions and actions relating to the outcome thereof. For meetings requested by Cellectis in its capacity as sponsor, Cellectis shall ensure that AstraZeneca is consulted regarding the objectives of such meeting and allowed sufficient time for review and input (for the avoidance of doubt this shall require AstraZeneca to be consulted a minimum of [***] prior to the meeting date [***]) and AstraZeneca have the opportunity to select an AstraZeneca attendee to join such meeting, at its sole discretion.

vii. **Regulatory Matters and Records; Regulatory Inspections**.

A. Cellectis shall retain all [***] Product and [***] Clinical Trial-related data and documents (including correspondence) obtained or generated by Cellectis in performing [***] Clinical Research Activities (collectively, the "**Records**") in accordance with ICH guidelines and Applicable Law. Cellectis shall retain and cause to be retained by relevant clinical trial investigators and other key personnel all records of all funds expended under this Side Letter and shall provide such records to AstraZeneca as may be required for AstraZeneca to comply with any physician payments transparency laws, rules and regulations then in effect.

B. Cellectis shall permit Regulatory Authorities to conduct inspections or audits of Cellectis and its Records and shall ensure that its Affiliates and CROs also permit such inspections and audits. Unless prohibited by

Applicable Law, Cellectis shall: (A) permit AstraZeneca to attend and observe the aforementioned inspections or audits (provided that in the case of such inspections and audits of such a CRO, Cellectis shall [***] permit AstraZeneca to observe such inspection or audit) and (B) provide AstraZeneca with a detailed written report of any oral communications of a Regulatory Authority in connection with a regulatory audit or inspection. Cellectis shall use commercially reasonable efforts to cooperate with AstraZeneca in the preparation of any response to Regulatory Authorities including any corrective action plans relevant to any [***] Product.

b. **Compliance with Law, Policies**. The Phase 1 Dose Escalation, including any associated collection of human samples, shall be conducted in accordance with Applicable Law, applicable Protocol and ICFs and the following AstraZeneca policies and procedures:

[***]

c. **Data and Results Reporting**. Without limiting any data and results sharing that may be agreed in the [***] Clinical Research Plan or any associated Protocols and ICFs, Cellectis shall provide to AstraZeneca, directly or through the JPT each of the following:

[***]

[***]

With regard to the draft of each [***], as applicable, provided by Cellectis to AstraZeneca, AstraZeneca shall have [***] (with respect to each [***]) after receipt of such draft to provide comments thereon. Cellectis shall implement any reasonable comments provided by AstraZeneca. Cellectis shall deliver to AstraZeneca the final versions of each [***] promptly (but in no event later than [***]) following the finalization thereof.

2. **Option Period**. Solely with respect to the [***] Candidate Product, section 1.154 of the JRCA shall be disapplied and shall be replaced in its entirety as follows:

> "**1.154 "Option Period**" means, with respect to a Candidate Product, the period beginning on the date on which the JSC approves the Research Plan for such Candidate Product in accordance with Section 2.3.1 (Research Plans—In General) and ending upon (i) the date on which the [***] of patients in the last open cohort of the Phase 1 Dose Escalation (excluding the backfill cohort) have received [***], or;
> (ii) the date which is [***] after the last patient in the Phase 1 Dose Escalation (excluding the backfill cohort) has been treated, whichever is the later."

3. **Transition Activities**. Upon Option Exercise by AstraZeneca, Cellectis shall commence transition-related workstreams for the [***] Product and the Study including, but not limited to, in relation to the transfer of IND, sponsorship, data and GDB and/or GSDB to AstraZeneca and Cellectis shall complete such transition-related workstreams as promptly as practicable. During the transition period Cellectis will continue to meet its obligations to manufacture and Develop the [***] Product and conduct the Phase 1 Dose Escalation in accordance with the [***] Clinical Research Plan. For the avoidance of doubt, Section 3.7 (Knowledge and Technology Transfer), Section 6.3 (Assignment of Regulatory Documentation) and Section 6.4 (Right of Reference) of the JRCA shall apply in addition to any transition-related workstreams agreed between the Parties. The Parties shall agree upon a specified transition plan in respect of any and all such transition-related workstreams prior to commencing such transition activities.

4. **Manufacturing**. For so long as this Side Letter is in effect, regardless of whether AstraZeneca has delivered an Option Exercise Notice with respect to such [***] Candidate Product, Section 7.1 (Pre-Option Exercise Date) of the JRCA shall govern the Manufacture of any [***] Product for the purposes of the Study provided, if any, that the selection of any CMO to supply the quantities of investigational drug necessary to perform Cellectis' obligations under the [***] Clinical Research Plan shall be subject to prior written approval by AstraZeneca (and, for clarity, Section 7.2 (Post-Option Exercise Date) of the JRCA shall not apply to any such product for the purposes of the Phase 1 Dose Escalation Study).

5. **Audit.**

   a. Cellectis agrees, and will ensure that its Affiliates and CROs agree, that AstraZeneca or one of AstraZeneca's designated Affiliates or a Third Party independent auditor acting on AstraZeneca's behalf, such Third Party auditor being acceptable to Cellectis (subject to confidentiality obligations), and provided that such AstraZeneca's Affiliates and Third Party auditor are bound by confidentiality as least as stringent than confidentiality obligation set forth in the JRCA, shall have the [***] right to, without cause, upon [***]

[***] notice, [***], audit and have access to: (i) all Records; (ii) Cellectis' compliance/anti-corruption program; and (iii) any and all sites or facilities and systems owned or used by Cellectis for the Development or Manufacture of the [***] Product or in [***] Cellectis Clinical Research Activities, with respect to cGCP, cGMP, cGLP, GVP, health, safety and environmental matters, and ethics and compliance concerns, in each case ((i)–(iii)), to the extent necessary to confirm Cellectis' compliance with this Side Letter and the JRCA.

b. The audit and access rights herein include the right to conduct face-to-face or on-line interviews with [***] respective employees, officers, being specified that Cellectis has the discretionary right to choose such employees and officers; and the right to access and review (in both soft and hard copy (if available)) any and all internal policies, sections relevant to a [***] Program of internal audit report, procedures and other internal documentation of Cellectis. As part of its initial compliance assessment, AstraZeneca shall additionally be permitted to conduct a cGCP audit [***].

c. Following any audit pursuant to this Section 3, AstraZeneca will provide Cellectis with an audit report to enable the Parties to agree on the qualification of the significant issues. AstraZeneca may request Cellectis to prepare, within reasonable delay, a corrective action plan to be agreed by the parties to address any significant issues. Cellectis shall implement and be responsible for such corrective action plan.

6. [***]

7. **Milestones**. Any [***] Candidate Product shall be deemed to have been Developed under Development Case 1. Solely for the [***] Program and corresponding [***] Cellectis Research Activities, the Table 9.3.1(a) – Development Milestones of the JRCA shall be disapplied and shall be replaced in its entirety by the following table:

Table 9.3.1(a) – Development Milestones	
Development Milestone Event	**Development Milestone Payment**
	Candidate Product or Licensed Product Developed via [***]
[***]	[***]
[***]	[***]
[***]	[***]
[***]	[***]
[***]	[***]
[***]	[***]

Table 9.3.1(a) – Development Milestones	
Development Milestone Event	**Development Milestone Payment**
	Candidate Product or Licensed Product Developed via [***]
[***]	[***]
[***]	[***]

8. Representations, Warranties and Covenants.

a. Cellectis represents, warrants and covenants to AstraZeneca that the [***] Cellectis Clinical Research Activities shall be performed in a competent and professional manner and in accordance with applicable scientific and clinical standards.

b. [***], Cellectis shall submit a schedule setting forth any additional information necessary to make Cellectis' representations and warranties in the JRCA with respect to any [***] Product true and correct as of such date (the "**Option Exercise Schedule**"). If such a submission is made, the Parties, through the JSC, shall promptly meet, discuss, and approve a final version of such schedule.

9. Term and Termination. This Side Letter commences on the Side Letter Effective Date and shall continue in force and effect until the earlier of :

a. if AstraZeneca does not exercise its Option for [***] Product during the applicable Option Period, the end of such Option Period, and Section 3.1.2(c) of the JRCA shall apply; or

b. termination by AstraZeneca of: (i) the JRCA in its entirety, (ii) the [***] Clinical Research Plan, (iii) each [***] Product, in each case ((i)-(iii)), pursuant to Section 14.2 (Termination) of the JRCA,

such date, the "**Side Letter Termination Date**".

10. Effects of Option Exercise. Upon Option Exercise by AstraZeneca, and without prejudice of Section 3 (Transition):

a. AstraZeneca shall have the sole right to Develop and shall have full control over any and all [***] Product and the [***] Research Plan shall be deemed modified accordingly.

b. Upon AstraZeneca's written request, unless expressly prohibited by any Regulatory Authority, Cellectis shall promptly transfer control to AstraZeneca of the Phase 1 Dose Escalation Study being conducted by Cellectis as of the effective date of termination and continue to conduct such clinical trials as requested by AstraZeneca to enable such transfer to be completed without interruption of any such clinical trial;

c. Cellectis shall promptly provide AstraZeneca, in electronic form or other alternate form jointly agreed by the Parties, all Clinical Data and Records that have not previously been provided to AstraZeneca (including any such Clinical Data and Records held by a third party on behalf of Cellectis);

d. Cellectis shall promptly assign to AstraZeneca (or its designee) any agreements entered into by Cellectis with respect to the Phase 1 Dose Escalation Study. Cellectis shall also

generally cooperate with AstraZeneca to facilitate the transition of such agreements and relationships to AstraZeneca.

11. **Effect of Termination.** In case of termination of the Side Letter according to Section 9, the provisions of Section 14.3.2 of the JRCA apply. Termination of this Side Letter shall not relieve a Party from obligations that are expressly indicated to survive the termination or expiration of this Side Letter. Without limiting the foregoing, this Section 11 and Section 12 (General Provisions) shall survive the termination of this Side Letter for any reason.

12. **General Provisions**. Article 15 (Miscellaneous) of the JRCA will, as applicable, be deemed to apply to this Side Letter *mutatis mutandis*. In the event of any express conflict or inconsistency between this Side Letter, on one hand, and the JRCA on the other hand, the terms and conditions of this Side Letter will control with respect to the subject matter hereof. This Side Letter, together with the JRCA, sets forth the complete, final, and exclusive agreement and all the covenants, promises, agreements, warranties, representations, conditions, and understandings between the Parties hereto with respect to the subject matter hereof and supersedes all prior agreements and understandings between the Parties with respect to the subject matter hereof. Except as expressly set forth in this Side Letter, all terms and conditions of the JRCA will remain in full force and effect during the effective period thereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

ASTRAZENECA IRELAND LIMITED

By: /s/

Name:

Title:

Agreed and acknowledged by:

CELLECTIS S.A.

By: /s/

Name:

Title:

[***]

[***]

Exhibit 4.31.2

CERTAIN IDENTIFIED INFORMATION HAS BEEN EXCLUDED FROM THIS EXHIBIT BECAUSE IT IS BOTH (I) NOT MATERIAL AND (II) WOULD BE COMPETITIVELY HARMFUL IF PUBLICLY DISCLOSED. SUCH EXCLUDED INFORMATION HAS BEEN MARKED WITH "[***]".

AMENDMENT NO. 1 TO THE JOINT RESEARCH AND COLLABORATION AGREEMENT

BY AND BETWEEN

CELLECTIS S.A.

AND

ASTRAZENECA IRELAND LIMITED

DATED NOVEMBER 1, 2023

CLS-23165-AM02

AMENDMENT No. 1

This Amendment No. 1 (the "**Amendment**") to the Joint Research and Collaboration Agreement, dated as of November 1, 2023 (the "**JRCA**") by and between,

(1) **ASTRAZENECA IRELAND LIMITED**, a company incorporated in Ireland under no. 734129, whose registered office is at College Business and Technology Park, Blanchardstown, Dublin 15, D15 R925, Ireland ("AstraZeneca") ("**AstraZeneca**"); and

(2) **CELLECTIS S.A.**, a Corporation under the laws of France having a place of business at 8, rue de la Croix Jarry, 75013 Paris, France ("**Cellectis**")

is dated as of the date on which the last Party executes this Amendment. Notwithstanding the Amendment Effective Date, the Parties hereby agree that the provisions of this Amendment shall be deemed to have taken effect as of the seventeenth (17th) day of November 2025 (the "**Amendment Effective Date**").

Recitals

WHEREAS, the Parties desire to amend, modify and restate certain terms and conditions of the Agreement.

Agreement

NOW, THEREFORE, in consideration of the mutual covenants contained in this Amendment, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, do hereby agree to the modifications to the JRCA set forth below. The JRCA shall otherwise remain unchanged and in full force and effect and any capitalized term not separately defined in this Amendment shall have the meaning ascribed to it in the JRCA.

1. Modifications

1.1 **Section 9.3.1(a) – Development Milestones** of the JRCA is hereby amended by deleting the milestone table and replacing such table with the following table:

Table 9.3.1(a) – Development Milestones			
Development Milestone Event	**Development Milestone Payment**		
	[***]	[***]	[***]
1. [***]	[***]	[***]	[***]
2. [***]	[***]	[***]	[***]

Table 9.3.1(a) – Development Milestones			
Development Milestone Event	**Development Milestone Payment**		
	[***]	[***]	[***]
3. [***]	[***]	[***]	[***]
4. [***]	[***]	[***]	[***]
5. [***]	[***]	[***]	[***]
6. [***]	[***]	[***]	[***]
7. [***]	[***]	[***]	[***]
8. [***]	[***]	[***]	[***]
9. [***]	[***]	[***]	[***]

1.2 Section 1.56 of the JRCA shall be deleted in its entirety and shall be replaced with the following:

"**1.56 "Clinical Trial"** means human clinical trial of a biopharmaceutical product and "Phase 1 Clinical Trial" and "Pivotal Clinical Trial" shall have the following meanings:

a) "**Phase 1 Clinical Trial**" means a Clinical Trial conducted in patients or healthy volunteers that generally provides for the first introduction into humans of such product and is principally intended to determine the safety, metabolism and

pharmacokinetic properties and clinical pharmacology of such product in patients or healthy volunteers, or that would otherwise satisfy the requirements of Laws for such country in which such human clinical trial is conducted, such as 21 C.F.R. § 312.21(a), or equivalent Laws in a country other than the United States.

b) "**Pivotal Clinical Trial**" means a Clinical Trial that is designed to establish that the product is safe and efficacious for its intended use in a particular indication, which trial shall be intended to support the Regulatory Approval for such product, including the trials referred to in 21 C.F.R. §312.21(b) or (c) or equivalent Laws in a country other than the United States."

For clarity, initiation of a Clinical Trial that combines or may combine (i) a Phase 1 Clinical Trial with (ii) a Pivotal Clinical Trial, shall not be deemed as initiation of a Pivotal Clinical Trial unless and until the first patient is dosed in the Pivotal Clinical Trial portion (meeting the requirements set out in the above definition of such Clinical Trial).

2. Amendment Effective Date

This Amendment shall become effective on the Amendment Effective Date.

3. Entire Agreement

This Amendment, together with the JRCA and the Side Letter dated June 19, 2025 (the "Side Letter"), constitutes the entire agreement between the Parties with respect to the subject matter of the JRCA. The JRCA, the Side Letter, together with this Amendment supersede all prior agreements, whether written or oral, with respect to the subject matter of the JRCA, as amended. Each Party confirms that it is not relying on any statements, representations, warranties or covenants of any person (whether a Party to the JRCA and this Amendment or not) except as specifically set out in the JRCA as amended. Nothing in this Amendment is intended to limit or exclude any liability for fraud.

4. General

4.1 In the event of any inconsistency between the provisions of the JRCA and the provisions of this Amendment, the provisions of this Amendment will prevail.

4.2 The Parties hereby agree that subject to the modifications specifically stated in this Amendment, all terms and conditions of the JRCA shall remain in full force and effect.

4.3 This Amendment shall be governed by and construed in accordance with the laws as set out in Article 15 the JRCA. Any disputes arising under this Amendment shall be resolved pursuant to the terms of the JRCA.

4.4 This Amendment should be held in strict confidence and is subject to, and may be disclosed and used only in accordance with, Article 11 of the JRCA.

4.5 This Amendment may be executed in multiple counterparts, all of which taken together shall constitute a single instrument. Delivery of an executed counterpart of a signature page of this Amendment by facsimile or other electronic transmission (e.g. DocuSign) shall be effective as delivery of a manually executed original counterpart of this Amendment.

CLS-23165-AM02

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed by their duly authorized representatives.

CELLECTIS S.A.	**ASTRAZENECA IRELAND LIMITED**
By: _____	By: _____
Name:	Name:
Title:	Title:

Exhibit 11.1



INSIDER TRADING POLICY

August 2020

revised on December 19, 2024

Introduction

The purpose of this Insider Trading Policy (this "**Policy**") is to promote compliance with applicable French and United States federal and state securities laws and regulations ("**Applicable Laws**") by Cellectis S.A. and its subsidiaries (collectively, the "**Company**"), and their respective directors, executive officers and employees (and members of the foregoing persons' immediate families and households). Any violation of Applicable Laws may not only result in severe civil, administrative or criminal penalties, but may also negatively impact the image, reputation and credibility of the Company. This Policy was updated in accordance with Regulation (EU) # 596/2014 of the European Parliament and of the Council of April 16, 2014.

Questions regarding this Policy should be directed to the General Counsel of the Company (the "**General Counsel**").

Policy

It is the Company's policy to comply, without exception, with all Applicable Laws, including those relating to buying or selling securities of the Company or any related financial instrument (including, but not limited to, puts, calls, options, warrants, straddles, hedges or rights, where the value is derived from the value of securities of the Company) ("**Company Securities**"). To this end, each director, executive officer and employee of the Company, as well as each other person discussed under the heading "Applicability" below, is required to abide by this Policy and all Applicable Laws relating to insider trading.

In the course of conducting the Company's business, directors, executive officers, employees and other agents or representatives of the Company may become aware of "inside" information. The Applicable Laws impose on these parties the responsibility to ensure that confidential, "inside" information about the Company is not used unlawfully in transactions relating to the Company Securities. This Policy applies regardless of the monetary amount of Company Securities and regardless of the source of the inside information.

The same obligations apply to any third parties to the Company who have access to "inside" information in the context of their relationships with the Company (e.g. bankers, lawyers, statutory auditors, communication agencies, advisors, collaborators, or service providers).

General Rules

The general rules can be stated as follows:

- It is a violation of the Applicable Laws and this Policy for any person to acquire, sell or otherwise transact in Company Securities if such person is in possession of inside information.

- It is a violation of the Applicable Laws and this Policy for any person to cancel or amend an order concerning Company Securities while in possession of inside information.

- It is a violation of the Applicable Laws and this Policy for any person in possession of inside information to provide other people ("**tippees**") with such information or to induce, recommend or suggest that other people acquire, sell or otherwise transact in Company Securities or cancel or amend an order previously submitted. This is called "tipping."

- It is a violation of the Applicable Laws and this Policy for any person to take any action identified in the preceding three bullets in respect of the securities of any other company where a person is in possession of inside information regarding such company or its securities that was obtained in, or as a result of, such person's capacity as an "insider" of the Company.

Specific rules of conduct to maintain compliance with these general rules are included in Annex A ("**Rules of Conduct**") and form an important part of this Policy.

Applicability

The prohibition against purchasing, selling or otherwise transacting in Company Securities while in possession of inside information applies to directors, executive officers and all other employees, consultants, contractors, agents and representatives of the Company, as well as to their Related Persons who gain access to inside information. The prohibition applies to both domestic and international employees of the Company. Because of the nature of their duties at the Company, which grants them access to confidential, inside information on a regular basis, certain employees and non-employee directors are subject to additional restrictions relating to trading in Company Securities. These "**Access Persons**," who will receive written notice of their status, include (i) members of the Company's board of directors; (ii) board-appointed officers of the Company; (iii) executive committee (*comité exécutif*) members ; and (iv) other employees or consultants designated by management who have access, on a permanent basis, by virtue of their functions or positions, to Company's inside information.

This Policy will continue to apply to any director, executive officer or employee whose relationship with the Company terminates (and their Related Persons) for so long as such person possesses inside information that was obtained in the course of such person's employment or relationship with the Company.

For the avoidance of doubt, this Policy shall apply to all Company Securities whether they are traded on the Nasdaq Global Market or the Euronext Growth Market of Euronext in Paris.

We recommend that you carefully read this Policy. Employees are notified that this Policy shall be attached to the internal rules (*règlement intérieur*) of the Company. In addition, all directors and executive officers must certify in writing that they have read and intend to comply with this Policy.

Who is an insider?

The concept of an "insider" is broad. An insider is any person, whether or not affiliated with the Company, who has access to inside information pertaining to the Company. Insiders include the Company's directors, executive officers, employees, independent contractors and those persons who have access to such information in the context of their relationships with the Company (e.g., bankers, lawyers, auditors or communication agencies). Insiders also include any person related to a Company director, executive officer or employee who may have access to this information in a non-professional context (e.g., spouses, spousal equivalents, parents or children of such persons), referred to as Related Persons. See "Who is a **Related Person**" below for a full list of Related Persons covered by this Policy.

What is inside information?

Inside information is material, non-public information of a precise nature pertaining directly or indirectly to the Company.

- Information is considered *non-public* if it has not been released to the public in a manner making it available to investors generally on a broad-based non-exclusionary basis. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors. Information will be recognized as public if it is disclosed:

    - in a press release distributed through a widely circulated news or wire service, such as Dow Jones, Bloomberg, Business Wire, PR Newswire or Reuters; or

    - in a report on Form 6-K filed with the U.S. Securities and Exchange Commission (the U.S. financial markets regulator or "**SEC**") **and** in a French legal publication (included in an information document filed with the *Autorité des marchés financiers* (the French financial markets regulator or "**AMF**"), such as a *document d'enregistrement universel* (Registration Document)).

  The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination and does not change the potential status of such information as "inside information."

- Information is considered *material* if there is a substantial likelihood that a reasonable investor would consider it important in making an investment or divestment decision. Information (positive or negative) that, if made public, could have a significant impact on the Company's share price would be information that would be important to a reasonable investor making an investment or divestment decision.

- Information shall be deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the market price of the Company's shares and the securities related thereto;

Some illustrative examples of inside information include the following:

- unpublished financial results and position, including earnings estimates and/or future prospects;

- new discoveries, new results related to product development, regulatory developments or market launches of new products;

- unpublished statistics about product revenues;

- any proposed or pending transactions, including, without limitation, securities offerings, new partnerships, joint ventures, acquisitions or divestitures, mergers or spin-offs;

- changes in the strategy, management, or financing of the Company;

- changes in the shareholding structure of the Company (even if they do not involve a change of control);

- the decision to pay (or not to pay) dividends;

- internal reorganization plans or significant asset sales or impairments;

- changes in executive officers or directors;

- entry into or termination of contracts or agreements or the occurrence of defaults under existing contracts; and

- the initiation or conclusion of, as well as significant developments in ongoing, legal proceedings.

The above list is not comprehensive and many other types of information may constitute material, non-public information.

Material information could relate to past events, future expectations, or any other aspect of the business and could be positive or negative. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances and is often evaluated by enforcement authorities with the benefit of hindsight.

As a precautionary measure, if there is any doubt as to whether information constitutes inside information, such information must be considered and handled as inside information, unless otherwise expressly indicated by the General Counsel, who is available to answer any questions you may have in relation thereto.

Who is a Related Person?

For purposes of this Policy, a "**Related Person**" includes (1) any family member living in your household or any relative whose transactions in Company Securities are directed by or subject to your influence or control, (2) partnerships in which you are a general partner, (3) corporations in which you either singly or together with other "Related Parties" own a controlling interest, (4) trusts of which you are a trustee, settlor or beneficiary, (5) estates of which you are an executor or beneficiary, or (6) any other group or entity where you have or share with others the power to direct, influence or control transactions in the Company Securities. Although a family member may not be considered a Related Person (unless living in the same household), such family member may be a "tippee" for securities laws purposes.

Sanctions

The SEC, the AMF, the stock exchanges on which the Company's securities are listed and other stakeholders focus on uncovering and pursuing insider trading. A breach of the Applicable Laws regarding insider trading could expose you to, among other penalties:

- criminal, civil and administrative fines and sanctions, of up to a multiple of profits earned or loss avoided;
- criminal, civil and administrative monetary fines and sanctions, even if no profit is earned or loss avoided;
- civil injunctions;
- imprisonment; and
- punitive damages.

In addition, U.S. securities laws also may subject controlling persons (including directors, executive officers and supervisors) in certain circumstances to significant civil penalties for illegal insider trading by employees, including employees located outside of the United States.

Any violation of this Policy also subjects any persons involved to disciplinary sanctions by the Company, including dismissal.

Insiders Lists and Other Reporting Requirements

The Company must prepare and routinely update the list of persons who have access to inside information and who work for it under the terms of an employment contract or who otherwise complete tasks exposing them to inside information. These lists, commonly known as the "Insiders Lists," must be sent to the AMF upon its request.

Insiders lists are intended to assist the AMF in identifying persons who may have committed trading offenses and to inform such persons of their obligations in connection with their exposure to inside information.

The fact that a person is not included on a list of insiders does not imply that he or she is not a potential insider.

In addition to the preparation of insiders lists, current regulations provide for other reporting requirements intended to detect and prevent insider trading, such as:

(i) the obligation for financial institutions to report to the AMF any suspicious activity that may constitute insider trading or market price manipulations;

(ii) the obligation for "persons discharging managerial responsibilities," as well as persons closely associated with them, to report any transaction conducted on their own behalf and relating to Company Securities, no later than three business days after the date of the transaction. This obligation applies to:

- members of the board of directors of the Company and to senior executives who, although not members of the board, have, on the one hand, regular access to inside information relating directly or indirectly to the Company and, on the other hand, the power to take managerial decisions affecting the future developments and business strategy of the Company; and

- persons closely associated with the persons referenced in point (i) above (namely, (a) a spouse or a partner under the terms of a *pacte civil de solidarité* (French civil union agreement), (b) any dependent children, (c) a parent or relative or anyone else living in their household, (d) a legal entity, trust or partnership, (w) of which the managerial responsibilities are discharged by such persons, (x) that are directly or indirectly controlled by such persons, (y) that were set up for the benefit of such persons, or (z) the economic interests of which are substantially equivalent to those of such persons,

it being hereby specified that the Company must prepare and routinely update a list of said "persons discharging managerial responsibilities" as well as of the persons closely associated with them.

Additional Obligations

Current regulations provide obligations for Company reporting to, and authorize examination of the Company by, the SEC and the AMF designed, in part, to detect and prevent insider trading.

The information provided in this Policy is not exhaustive and Applicable Laws may change from time to time. We therefore recommend that you exercise the utmost caution regarding any of the matters discussed herein and keep strictly confidential any information to which you may have access. In addition, since the Company is under no obligation, and makes no commitment, to keep you informed of changes in Applicable Laws, it is your responsibility to stay regularly informed of such matters.

Generally, it is both your duty and your responsibility to protect the confidential nature of inside information you have or may have access to and to refrain from using this information illicitly.

Do not hesitate to contact the General Counsel regarding any questions you may have on this subject.

ANNEX A
Rules of Conduct

Each director, executive officer, employee, consultant, contractor, agent and representative of the Company, as well as their Related Persons, is responsible for complying with all Applicable Laws and this Policy.

In light of the breadth of the Applicable Laws regarding insider trading, transactions involving Company Securities should be understood to include, without limitation, subscriptions, purchases, acquisitions, sales, disposals, or attempts to acquire or sell (i) ordinary shares, preferred shares or American Depositary Shares of the Company (including as a result of exercising stock options or equity warrants, as the case may be), (ii) securities granting access to the Company's share capital (e.g., redeemable, exchangeable or convertible bonds; share subscription warrants; founders' warrants (*bons de souscription de parts de créateur d'entreprise*); or share warrants (*bons de souscription d'actions*)), (iii) debt securities, or (iv) financial futures on such securities (such as options which, in particular, transfer the economic risk associated with these securities), or deferred transactions involving these securities.

Rule #1 – Non-disclosure of Material, Non-public Information

Any person who has access to inside information must treat this information as strictly confidential and not disclose it to anyone, including within the Company, except to persons within the Company or certain third-party agents of the Company (e.g., the Company's auditors or outside legal counsel) whose positions require them to know it.

Rule #2 – Prohibited Trading in Company Securities

Beginning at such time as any insider obtains inside information and until the start of the third business day after this information is publicly released (or the date (inclusive) upon which this information loses all relevance (e.g., through the abandonment of the relevant project), as confirmed with the General Counsel), (1) any transaction involving Company Securities carried out by any insider directly or indirectly, on his or her own behalf or on behalf of a third party, (2) any cancellation or amendment of an order concerning Company Securities placed before the relevant person became insider and (3) any recommendation that another person engage in a transaction or cancel or amend an order involving Company Securities are strictly prohibited.

In addition, beneficiaries of any free share plans carried out by the Company, whether or not considered as insiders, are forbidden to transfer the shares which may be granted to them during specific periods defined in Article L. 225-197-1 of the French Commercial Code and mentioned in the rules of such plans.

Rule #3 – Restrictions on transactions involving Company Securities

Any transaction involving Company Securities carried out by any Access Person and their Related Persons or by any other person having access, on a regular or on a occasional basis, to inside information, directly or indirectly, on his or her own behalf or on behalf of a third party, may only be carried out in the public market during the period beginning with the start of the third business day following any public financial earnings release until the 30th day before the public release of the next financial results (the "**Window**"), subject to the restrictions below:

- all transactions are subject to prior review and written clearance by the General Counsel;
- no transactions are permitted outside of the Window, except with the prior review and written clearance by the Chief Executive Officer and General Counsel, *provided* that, if

one of these individuals wishes to trade outside of the Window, it shall be subject to prior review by the other and the Chief Financial Officer; and

- Access Persons are also subject to all other general restrictions under this Policy on all employees.

It is important to remember that even if the Window for transactions is open, you still cannot engage in transactions if you are in possession of inside information.

Notwithstanding the specified Window period, at times the General Counsel may, when clearance is requested, determine that no transactions may occur during the Window period. The General Counsel will communicate this determination to the relevant Access Person or other person having access, on a regular or on an occasional basis, to inside information, but no reasons are required to be provided. In addition, such a closing of the Window itself may constitute inside information that should not be communicated.

The restrictions of Rule #3 do not apply:

(i) to transactions pursuant to written plans for trading securities ("**10b5-1 Plans**") that comply with Rule 10b5-1 of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). However, Access Persons may not enter into, amend or terminate a 10b5-1 Plan relating to Company securities without the prior approval of the General Counsel, which will only be given during a Window period (See Rule #11).

(ii) to transactions authorized on a case-by-case basis due to exceptional circumstances or due to the specific nature of the relevant transaction (See Rule #11).

Rule #4 – Caution in Cases of Doubt

In the event of any doubt regarding whether or not any given information constitutes or may constitute inside information, such information must be considered and treated as if it were inside information. Any person concerned may consult the General Counsel before carrying out a financial transaction involving Company Securities, but should remain aware that he or she is ultimately responsible for the consequences of his or her behavior.

Rule #5 – Prohibition on Tipping

Insiders must refrain from inducing or recommending to any person (not limited to Related Persons) (i) to engage in any transaction (or to abstain from engaging in any transaction) in Company Securities or (ii) to cancel or amend an order concerning Company Securities, as well as from causing other persons to engage in any transaction (or to abstain from engaging in any transaction) in Company Securities, based on inside information.

Tippees – those to whom an insider communicates inside information – who trade based on inside information may also be liable for insider trading.

Rule #6 – Other Companies' Information

Any insider who becomes aware of inside information concerning a company outside the Company's group in the course of his or her assignment or duties within the Company (e.g., suppliers, customers, research partners, and even competitors) must refrain from sharing this information with any third party outside the normal course of his or her professional responsibilities or duties, and should not carry out any transaction involving the securities or financial instruments of such company until the information becomes public. Directors, executive officers and employees should not give tips about such information. The rules of this Policy apply *mutatis mutandis* to such information, without prejudice to any additional requirement to comply with any provisions applicable under foreign securities regulations, as the case may be.

Rule #7 – Related Persons

Inside information should not be shared with Related Persons of any insider. Insiders must take all reasonable measures in order to ensure that their Related Persons do not acquire inside information and that such Related Persons do not carry out any transactions involving Company Securities in the event that such Related Persons have access to inside information.

Rule #8 – Illicit Disclosure of Inside Information

Whenever an insider becomes aware that inside information was disclosed outside the Company in violation of this Policy, he or she must immediately inform the General Counsel.

Rule #9 – Permitted Disclosure of Inside Information

Disclosure of inside information to any person, including members of the press or the financial community, is only permitted to be made by authorized representatives of the Company with the pre-approval of the General Counsel.

Rule #10 – Speculative Transactions; Hedging and Derivatives; Margin Accounts

Directors, executive officers, employees and their Related Persons may not engage in any transactions of a speculative nature vis-à-vis the Company Securities at any time, including but not limited to, put options, margining the Company Securities, or otherwise pledging the Company Securities as collateral or entering into any other hedging transactions involving the Company Securities. This Rule #10 does not prohibit any person from receiving and exercising stock options, restricted stock units, stock appreciation rights or other Company Securities granted by the Company under the Company's equity incentive plans (provided that any open-market purchase or sale effected in connection with such exercise or other transaction remains subject to this Policy).

Rule #11 – Pre-Arranged Trading Plans and transactions authorized on a case-by-case basis due to exceptional circumstances or due to the specific nature of the relevant transaction

Pre-Arranged Trading Plans

SEC Rule 10b5-1(c) provides a defense from insider trading liability under U.S. laws if trades occur pursuant to a pre-arranged 10b5-1 Plan.

Under SEC Rule 10b5-1(c), a pre-arranged 10b5-1 Plan must meet each of the following requirements: (1) the plan is adopted during the Window Period and no other trading restrictions have been imposed; (2) the plan is adopted during a period when you are not in possession of inside information; (3) trading under the plan does not commence until (a) in the case of plans adopted by directors and officers, the later of (x) 90 days after the adoption of the plan and (y) two business days following the disclosure of the Company's financial results in a Form 6-K for the fiscal quarter in which the plan was adopted or (b) in the case of plans adopted by all other persons, at least 60 days after the adoption of the plan; (4) the plan is adhered to strictly; (5) the plan either (a) specifies the amount of Company Securities to be sold

and the date on which the Company Securities are to be sold, (b) includes a written formula or algorithm, or computer program, for determining the amount of Company Securities to be sold and the price at which and the date on which the Company Securities are to be purchased or sold, or (c) does not permit you to exercise any subsequent influence over how, when, or whether to effect transactions in the Company Securities; provided, in addition, that any other person who, pursuant to the contract, instruction, or plan, did exercise such influence must not have been aware of the inside information when doing so; (6) you must adopt the written plan in good faith and act in good faith with respect to the written plan after adoption; (7) you may not modify or cancel the written plan or have multiple written plans at a single time, except in compliance with the rules and regulations of the SEC; (8) officers and directors of the Company must include certifications required by the SEC in their written plans, and provide to the Company upon request, and consent to the disclosure of, all information that the Company is required to disclose in its reports filed with the SEC; and (9) at the time it is adopted the plan conforms to all other applicable requirements of § 240.10b5-1(c) of the Code of Federal Regulations (or any successor rule or regulation) as then in effect.

You should consult with your legal and financial advisors in connection with the establishment of a 10b5-1 Plan. Please note that pre-approval of a trade or transaction under a 10b5-1 Plan does not constitute personal legal or financial advice and you are ultimately responsible for your investment decisions and compliance with applicable laws. 10b5-1 Plans may only be entered into, amended or terminated during a Window period and with the prior approval of the General Counsel. The Company reserves the right to disclose publicly the terms of any 10b5-1 Plan.

No similar exemption is provided under French law, you should therefore consult with your legal and financial advisors in connection with the establishment of such plans.

Transactions authorized on a case-by-case basis due to exceptional circumstances or due to the specific nature of the relevant transaction

For non-U.S. individuals, the Company may, at its discretion, authorize Access Persons and their Related Persons or any other person having access, on a regular or occasional basis, to inside information, directly or indirectly, to trade outside of the Window, for their own account or for the account of a third party:

(i) on a case-by-case basis due to exceptional circumstances (i.e. that are extremely urgent, unforeseeable and compelling, are not caused by the relevant Access Person or its Related Persons, and are beyond the latter's control (such as serious financial difficulties which require the immediate sale of Company Securities); or

(ii) due to the specific nature of the relevant transactions for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change.

The relevant Access Person must submit its request in writing to the General Counsel, describing the contemplated transaction, demonstrating that such transaction cannot be executed outside of the Window and providing an explanation of why the sale of Company Securities is the only reasonable alternative to obtain the necessary financing.

The General Counsel will issue his or her decision within eight (8) business days of receipt of the request, following, if he or shee deems necessary, consultation with the board of directors.

When examining whether the circumstances described in the relevant written request are exceptional, the Company shall take into account, among other indicators, whether and to what extent the Access Person:

(i) is at the moment of submitting the request facing a legally enforceable financial commitment or claim; and/or

(ii) has to fulfil or is in a situation entered into before the beginning of the period outside of the Window in which the relevant trade is proposed to be completed and requiring the payment of sum to a third party, including any tax liability, and cannot reasonably satisfy such financial commitment or claim by means other than by way of immediate sale of Company Securities.

Rule #12 – Restrictions on Purchases of Company Securities

Regulation M under the Exchange Act restricts the Company and any of its affiliates, including all directors, officers and employees, from buying Company Securities in the open market during certain periods while a distribution, such as a public offering, is taking place. If you desire to make purchases of such Company Securities during any period that the Company is conducting an offering, you must receive the pre-approval of the General Counsel prior to consummating such purchases.

Rule #13 – No Circumvention

No circumvention of this Policy is permitted. For all activities that are directly prohibited by this Policy, the indirect achievement of such activity is equally prohibited by this Policy.

Rule #14 – Insiders Lists

In accordance with applicable regulations, the Company creates and updates nominal lists of permanent and occasional insiders.

The persons mentioned in any one of these lists are informed that their name is included on one of these lists.

The list indicates, in particular, the identity of each person concerned, the reason for his or her inclusion on the list, the date on which and time at which each person was exposed to inside information, and the dates on which the list was created and updated. These lists are updated on a regular basis, in particular in the event of a change in the reason for which a person is included on the list, whenever a new person is added to the list, or whenever a person included on the list ceases to have access to inside information and must therefore be removed from the list.

It should be noted that the non-inclusion of a person on one of these lists does not imply that he or she is not a potential insider.

The Company keeps records of these lists for at least five years as from the date they are created or updated.

The Company is required to provide these lists to the AMF upon its request.

Rule #15 – AMF Reporting

The senior executives of the Company (its Chief Executive Officer and the members of the board of directors), assimilated persons (defined as persons having the authority to make management decisions concerning the development and the strategy of the Company and who routinely have access to inside information regarding the Company), and persons closely associated (as defined below for purposes of this Rule #15), must report any acquisition, sale, transfer, subscription or exchange of equity securities, of securities granting access to the Company's share capital, of publicly traded debt securities or of financial futures on such securities to the Company and to the AMF, as well as any transactions involving these securities carried out by relying on financial futures, irrespective of whether such transactions are carried out on their own behalf or on behalf of third parties.

"**Persons closely associated**" are understood to be persons who have close personal ties with one of the persons referred to in the preceding paragraph, in particular (i) a spouse (provided the spouse and insider are not legally separated) or partner in a *pacte civil de solidarité* (civil union under French law),

and their dependent children or any other parent or relative with whom the insider has been sharing their household for at least one year as of the date of the transaction, (ii) any companies or legal entities subject to French or foreign law that are controlled directly or indirectly by, or created for the benefit of the relevant insider or a person referred to in (i), (iii) any companies or legal entities subject to French or foreign law that are led, administered, or managed by the relevant insider or by a person referred to in (i), and that act in the interest of such person or (iv) any companies or legal entities subject to French or foreign law of which the relevant insider or a person referred to in (i) benefits from the majority of the economic advantages.

Only those transactions representing individual or aggregate amounts of more than 20,000 Euros per person and per year must be declared.

The reporting obligation also applies to (a) subscriptions and purchases of shares of the Company resulting from the exercise of stock options, whether or not the shares obtained upon exercise are sold following such exercise and (b) subscriptions and sales of units of funds created solely for the purpose of the employee shareholding of the Company.

The reporting obligation does not apply to grants of free shares. However, it does apply to the subsequent sale of these shares.

The implicated individual must directly send a declaration form to the AMF via the extranet called “Onde” within three trading days following the transaction’s completion. The individual must also copy Chief Financial Officer and General Counsel of the Company.

Such statements are published on the website of the AMF in accordance with current regulations.

For further details, please refer to the AMF October 26, 2016 Position – Recommendation Guidebook on the permanent information and on the inside information management (*Position-recommendation – Guide de l’information permanente et de la gestion de l’information privilégiée)*.[1]

[1] http://www.amf-france.org/Reglementation/Doctrine/Doctrine-list/Doctrine.html?category=I+-+Emetteurs+et+information+financi%C3%A8re&docId=workspace%3A%2F%2FSpacesStore%2F79c5176f-4092-4eda-b87c-eeed641df923

Exhibit 12.1

Certification by the Principal Executive Officer pursuant to
Securities Exchange Act Rules 13a-14(a) and 15d-14(a)
as adopted pursuant to Section302 of the Sarbanes-Oxley Act of 2002

I, André Choulika, certify that:

1. I have reviewed this annual report on Form 20-F of Cellectis S.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities,particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors(or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process,summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: March 19, 2026

/s/ André Choulika
Name: André Choulika
Title: Chief Executive Officer (Principal Executive Officer)

Exhibit 12.2

Certification by the Principal Financial Officer pursuant to
Securities Exchange Act Rules 13a-14(a) and 15d-14(a)
as adopted pursuant to Section302 of the Sarbanes-Oxley Act of 2002

I, Arthur Stril, certify that:

1. I have reviewed this annual report on Form 20-F of CellectisS.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities,particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors(or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process,summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: March 19, 2026

/s/ Arthur Stril
Name: Arthur Stril
Title: Chief Financial Officer (Principal Financial Officer)

EXHIBIT 13.1

Certification by the Principal Executive Officer pursuant to
18U.S.C. Section 1350, as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Cellectis S.A. (the "Company") on Form 20-F for the fiscal year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, André Choulika, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents,in all material respects, the financial condition and results of operations of the Company.

Date: March 19, 2026

/s/ André Choulika
Name: André Choulika
Title: Chief Executive Officer (Principal Executive Officer)

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 13.2

Certification by the Principal Financial Officer pursuant to
18U.S.C. Section 1350, as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Cellectis S.A. (the "Company") on Form 20-F for the fiscal year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bing Wang, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents,in all material respects, the financial condition and results of operations of the Company.

Date: March 19, 2026

/s/ Arthur Stril
Name: Arthur Stril
Title: Chief Financial Officer (*Principal Financial Officer*)

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 15.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements Nos. 333-284302 and 333-288491 on Form F-3 and Nos. 333-204205, 333-214884, 333-222482, 333-227717, 333-258514, 333-267760, 333-273777, 333-284301 and 333-290218 on Form S-8 of our reports dated March 19, 2026, with respect to the consolidated financial statements of Cellectis S.A. and the effectiveness of internal control over financial reporting.

Paris La Défense, March 19th 2026

KPMG S.A.

Vaea Prior
Partner

Cédric Adens
Partner

Exhibit 15.2

Consent of independent registered public accounting firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-8 No 333-204205) pertaining to the 2015 Stock Option Plan and the 2015 Free Share Plan of Cellectis S.A.;

(2) Registration Statement (Form S-8 No 333-214884) pertaining to the 2016 Stock Option Plan of Cellectis S.A.; and

(3) Registration Statement (Form S-8 No 333-222482) pertaining to the 2017 Stock Option Plan of Cellectis S.A.; BSA Plan and the Free Share 2018 Plan of Cellectis S.A.;

(4) Registration Statement (Form S-8 No 333-227717) pertaining to the 2018 Stock Option Plan of Cellectis S.A.;

(5) Registration Statement (Form S-8 No 333-258514) pertaining to the 2021 Stock Option Plan and the 2021 Free Shares Plan of Cellectis S.A.;

(6) Registration Statement (Form S-8 No 333-267760) pertaining to the 2022 Stock Option Plan and the 2022 Free Shares plan of Cellectis S.A.;

(7) Registration Statement (Form S-8 No 333-273777) pertaining to the 2023 Stock Option Plan and the 2023 Free Shares Plan of Cellectis S.A.;

(8) Registration Statement (Form S-8 No. 333-284301) pertaining to the 2024 Stock Option Plan and the 2024 Free Shares Plan of Cellectis S.A; and

(9) Registration Statement (Form S-8 No. 333-290218) pertaining to the 2025 Stock Option Plan and the 2025 Free Shares Plan of Cellectis S.A;

Of our report dated April 29, 2024, with respect to the consolidated financial statements of Cellectis S.A. included in this Annual Report (Form 20-F) of Cellectis S.A for the year ended December 31, 2025.

/s/ ERNST & YOUNG et Autres

Lille, France

March 19, 2026