

Statutory auditors' report on related party agreements

Annual general meeting held to approve the financial statements
for the year ended 31 December 2021

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

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

Grant Thornton
Commissaire aux comptes

29, rue du Pont
92200 Neuilly-sur-Seine

Genfit

S.A.
au capital de 12 453 872,25 €

885, rue Eugène Avinée
59120 Loos

ERNST & YOUNG et Autres
Commissaire aux comptes

14, rue du Vieux Faubourg
59042 Lille cedex

Statutory auditors' report on related party agreements

Genfit

Annual general meeting held to approve the financial statements
for the year ended 31 December 2021

To the Annual General Meeting of Genfit,

In our capacity as statutory auditors of your company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code (*Code de commerce*) of the continuation of the implementation, during the year ended 31 December 2021, of the agreements previously approved by the annual general meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

1 Agreements submitted for approval to the annual general meeting

We hereby inform you that we have not been notified of any agreements authorized and entered into during the year ended 31 December 2021 to be submitted to the annual general meeting for approval in accordance with Article L. 225-38 of the French Commercial Code (*Code de commerce*).

2 Agreements previously approved by the annual general meeting

In accordance with Article R. 225-30 of the French Commercial Code (*Code de commerce*), we have been notified that the implementation of the following agreements, which were approved by the annual general meeting in previous years, continued during the year ended 31 December 2021.

2.1.1 With Biotech Avenir

2.1.1.1 Person concerned

Mr Jean-François Mouney, Chairman of the Board of Directors of your company and Chairman of the Executive Committee of Biotech Avenir.

2.1.1.2 Nature, purpose and conditions

Free domiciliation of Biotech Avenir at your company's headquarters.

2.1.2 Agreement between the members of the Board of Directors of your company

2.1.2.1 Persons concerned

Mr Jean-François Mouney, Chairman of the Board of Directors.
Mr Xavier Guille des Buttes, Vice-Chairman of the Board of Directors.
Biotech Avenir, represented on the Board of Directors by Ms Florence Séjourné.
Mr Frederic Desdouits, Director.
Ms Catherine Larue, Director.
Ms Anne-Hélène Monsellato, Director.
Mr Philippe Moons, Director.
Mr Jean-François Tiné, Director
Mr Eric Baclet, Director
Ms Katerine Kalin, Director

2.1.2.2 Nature, purpose and conditions

Compensation agreement to provide the Directors with coverage for liabilities and expense advances in respect of any matter arising from the performance of their duties for your company, following the significant increase in their responsibilities further to the listing of your company's shares on the NASDAQ market.

2.1.3 Agreement between your company and Mr Pascal Prigent

2.1.3.1 Person concerned

Mr Pascal Prigent, Chief Executive Officer of your company.

2.1.3.2 Nature, purpose and conditions

Compensation agreement to provide the members of the Executive Committee with coverage for liabilities and expense advances in respect of any matter arising from the performance of their duties for your company, following the significant increase in their responsibilities further to the listing of the shares of Genfit SA on the NASDAQ market.

Neuilly-sur-Seine and Lille, 29 April 2022

The Statutory Auditors

French original signed by:

Grant Thornton
Membre Français de
Grant Thornton International

ERNST & YOUNG et Autres

Jean-François Baloteaud
Partner

Sandrine Ledez
Partner