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Genfit

Ordinary and Extraordinary General Meeting of Shareholders of 17 June 2025
26th resolution

**Statutory auditors' report on the authorization for allocation of stock options
and/or share purchase plans**

GRANT THORNTON

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Membre de la compagnie
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Commissaire aux Comptes
Membre de la compagnie
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To the Annual General Meeting of Genfit,

In our capacity as statutory auditors of your Company and in compliance with articles L. 225-177 and R. 225-144 of the French Commercial Code (*Code de commerce*), we hereby report on the authorization for allocation of stock options and/or share purchase plans reserved for salaried employees and corporate offices of the Company or of companies and groupings referred to in article L. 225-180 of the French Commercial Code (*Code de commerce*), or of certain of them, an operation upon which you are called to vote.

The total number of options thus granted may not give rise to a total number of over 600,000 shares per financial year, or a maximum nominal amount of €150,000.

Your Board of Directors proposes that, on the basis of its report, it be authorized, for a period of thirty-eight months, to allocate stock options and/or share purchase plans.

It is the responsibility of the Board of Directors to prepare a report on the reasons for the stock options and/or share purchase plans and on the proposed methods used to determine the subscription and/or purchase price. Our role is to report on the proposed methods to determine the subscription and/or purchase price of the shares.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying that the methods proposed to determine the subscription and/or purchase price are included in the Board of Directors' report, and are in accordance with French laws and regulations.

We have no matters to report as to the proposed methods for the determination of the subscription and/or purchase price.

Neuilly-sur-Seine and Paris-La Défense, 22 May 2025

The Statutory Auditors

French original signed by

GRANT THORNTON
Membre français de Grant Thornton International

ERNST & YOUNG et Autres

Samuel Clochard

Alexis Hurtrel