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

## **Genfit**

Year ended December 31, 2014

Statutory auditors' report, prepared in accordance with article L. 225-235 of the French commercial code (*Code de commerce*), on the report prepared by the chairman of the supervisory board of Genfit

**GRANT THORNTON**

*Membre français de Grant Thornton International*

100, rue de Courcelles

75849 Paris Cedex 17

S.A. au capital de € 2.297.184

Commissaire aux Comptes

Membre de la compagnie

régionale de Paris

**ERNST & YOUNG et Autres**

1/2, place des Saisons

92400 Courbevoie - Paris-La Défense 1

S.A.S. à capital variable

Commissaire aux Comptes

Membre de la compagnie

régionale de Versailles

## Genfit

Year ended December 31, 2014

**Statutory auditors' report, prepared in accordance with article L. 225-235 of the French commercial code (*Code de commerce*), on the report prepared by the chairman of the supervisory board of Genfit**

To the Shareholders,

In our capacity as statutory auditors of Genfit and in accordance with article L. 225-235 of the French commercial code (*Code de commerce*), we hereby report on the report prepared by the chairman of your company in accordance with article L. 225-68 of the French commercial code (*Code de commerce*) for the year ended December 31, 2014.

It is the chairman's responsibility to prepare and submit for the supervisory board's approval a report on the internal control and risk management procedures implemented by the company and to provide the other information required by article L. 225-68 of the French commercial code (*Code de commerce*) relating to matters such as corporate governance.

Our role is to:

- report on any matters as to the information contained in the chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information, and
- confirm that the report also includes the other information required by article L. 225-68 of the French commercial code (*Code de commerce*). It should be noted that our role is not to verify the fairness of this other information.

We conducted our work in accordance with professional standards applicable in France.

## Information on the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consist mainly in:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the chairman's report is based and of the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our work are properly disclosed in the chairman's report.

On the basis of our work, we have no matters to report on the information relating to the company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the supervisory board in accordance with article L. 225-68 of the French commercial code (*Code de commerce*).

### Other information

We confirm that the report prepared by the chairman of the supervisory board also contains the other information required by article L. 225-68 of the French commercial code (*Code de commerce*).

Paris and Paris-La Défense, April 23, 2015

The statutory auditors  
*French original signed by*

GRANT THORNTON  
*Membre français de Grant Thornton International*

ERNST & YOUNG et Autres

Jean-Pierre Colle

Franck Sebag