

# Statutory auditors' report on the issue of shares and/or marketable securities with cancellation of preferential subscription rights

Ordinary and Extraordinary General Meeting of Shareholders  
19<sup>th</sup> resolution

## **Genfit**

Société Anonyme  
au capital de 12 499 046,20 €  
885, avenue Eugène Avinée  
59120 Loos

## **Grant Thornton Commissaire aux comptes**

29, rue du Pont  
92200 Neuilly-sur-Seine  
S.A.S. au capital de 2 297184 €  
632 013 843 RCS Nanterre

## **ERNST & YOUNG et Autres Commissaire aux comptes**

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

# Statutory auditors' report on the issue of shares and/or marketable securities with cancellation of preferential subscription rights

## Genfit SA

### Ordinary and Extraordinary General

### Meeting of Shareholders

### 19<sup>th</sup> resolution

To the Annual General Meeting of Genfit,

In our capacity as statutory auditors of your Company and in execution of the mission provided for by articles L. 228 92 and L. 225 135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposals to authorize your Board of Directors to decide whether to proceed with various issues of shares and/or marketable securities with cancellation of preferential rights, operations on which you are called upon to vote.

This issue would be reserved for the following categories of persons:

- 1) In the context of an industrial or strategic agreement with the Company to:
  - a. industrial or commercial companies in the pharmaceutical/biotechnology sector, or
  - b. investment fund companies or fund management companies or collective savings managing funds established under French or foreign law, investing in the pharmaceutical/biotechnology sector, or
  - c. any other legal entity (including trusts) or private individual investing in the pharmaceutical/biotechnology sector, or
- 2) In the context of an offering referred to in paragraph 1° of Article L.411-2 of the French *Code monétaire et financier* in respect of French investors and equivalent provisions for foreign investors to:
  - a. industrial or commercial companies in the pharmaceutical/biotechnology sector, or
  - b. investment fund companies or fund management companies or collective savings managing funds established under French or foreign law, investing in the pharmaceutical/biotechnology sector, or
  - c. any other legal entity (including trusts) or individual investing in the pharmaceutical/biotechnology sector,

Meeting, in each case a), b) and c) listed above, the criteria to participate in such an offering, or

d. investment services providers of French or foreign law likely to secure such an offering; or

- 3) In the context of a debt financing transaction with credit institutions or other institutions providing such financing, to the lenders involved.

The total nominal amount of the capital increases that may be performed immediately or in the future may not exceed €5,000,000, it being specified that this amount will be offset against the overall cap provided for in the 24<sup>th</sup> resolution. This cap takes into account the additional number of securities to be created under the conditions provided for in article L. 225-135-1 of the French Commercial Code (*Code de commerce*), if you adopt the 21<sup>st</sup> resolution.

The maximum nominal amount of marketable securities in the form of debt securities giving access to the capital of your Company that may be issued pursuant hereto may not exceed €150,000,000 or the counter-value of this amount in the event of an issue in any currency or monetary unit whatsoever established with reference to multiple currencies.

Your Board of Director proposes that, on the basis of its report, it be authorized for a period of eighteen months to decide on whether to proceed with an issue and to cancel your preferential subscription rights to the shares and/or marketable securities to be issued. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the President to prepare a report in accordance with articles R. 225-113 *et seq.* of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue provided in the report.

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 the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price of the shares.

We hereby notify you that the CEO's report contains no information on the methods for determining the issue price as provided for in the regulations.

As the final conditions for the increase in capital have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report when your Board of Directors has exercised this authorization.

Neuilly-sur-Seine and Paris-La Défense, 23 May 2025

The Statutory Auditors  
*French original signed by*

**Grant Thornton**  
**Membre français**  
**de Grant Thornton International**



Samuel Clochard  
Partner

**ERNST & YOUNG et Autres**



Alexis Hurtrel  
Partner