

Statutory auditors' report on the issue of shares and various securities with or without cancellation of preferential subscription rights

GENFIT SA

Ordinary and Extraordinary General Meeting of 17 June 2025

16th, 17th, 18th, 20th, 21st, 22nd, 23rd and 24th resolutions

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

Genfit

Société Anonyme
au capital de 12 499 046,25 €
885, avenue Eugène Avinée
59120 Loos

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Genfit SA

Ordinary and Extraordinary General Meeting of Shareholders

16th, 17th, 18th, 20th, 21st, 22nd, 23rd and 24th resolutions

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, operations on which you are called upon to vote.

Your Board of Directors proposes that, on the basis of its report:

- it be authorized, for a period of 26 months, to decide on whether to proceed with the following operations and to determine the final conditions for these issues, and proposes to cancel your preferential subscription right where necessary:
 - The issue of shares without cancellation of your preferential subscription right (16th resolution) (where applicable in the form of American Depositary Shares or American Depositary Receipts) or any other marketable securities giving access to the capital of the Company, including by means of the free allocation of share subscription warrants;
 - The issue with cancellation of preferential subscription rights by way of public offering other than those referred to in 1^o of article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) (17th resolution) of shares (where applicable in the form of American Depositary Shares or American Depositary Receipts), or any other marketable securities giving access to the capital of the Company, including by means of the free allocation of share subscription warrants ;
 - ;: - The issue with cancellation of preferential subscription rights by way of public offering referred to in 1^o of article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) within the legal limit of 30% of capital per year (18th resolution) of shares (where applicable in the form of American Depositary Shares or American Depositary Receipts) or of any other marketable securities giving access to the capital of the Company, including by means of the free allocation of share subscription warrants:
 - The issue, in the event of a public offering initiated by the Company (23rd resolution) of shares (where applicable in the form of American Depositary Shares or American

Depository Receipts) or of any other marketable securities giving access to the capital of the Company;

- That it be authorized, for a period of 26 months, to issue shares (where applicable in the form of American Depositary Shares or American Depositary Receipts) or any other marketable securities giving access to the capital of the Company, with the aim of repaying contributions in kind granted to the Company and comprising equity securities or marketable securities that give access to the capital (22nd resolution), within the legal limit of 20% of capital.
- That it be authorized for a period of 18 months to decide on whether to proceed with an issue with cancellation of your preferential subscription rights of shares (where applicable in the form of American Depositary Shares or American Depositary Receipts) or any other marketable securities giving access to the capital of the Company, reserved for one or more persons designated by name, and to authorize it to name these persons in accordance with article L. 22-10-52-1 of the French Commercial Code (*Code de commerce*), within the legal limit of 30% of capital per year (20th resolution).

The total nominal amount of the increases in capital that may be performed immediately or in the future may not, according to the 24th resolution, exceed €5,000,000 in accordance with the 16th to 23rd resolutions, individually or collectively. This cap takes into account the number of additional securities to be created within the framework of the implementation of the authorizations referred to in the 16th, 17th, 18th, 19th and 20th resolutions, under the conditions provided for in article L. 225-135-1 of the French Commercial Code (*Code de commerce*), if you adopt the 21st resolution.

The total nominal amount of the marketable securities in the form of debt securities giving access to the capital of the Company that may be issued pursuant hereto, may not exceed €150,000,000 in accordance with the 16th, 17th, 18th, 20th, 22nd and 23rd resolutions.

It is the responsibility of the Board of Directors 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 these operations provided in this report.

We have implemented those procedures that 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 these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions of the issues that would be decided and as this report does not specify the methods used to determine the issue price of the equity securities to be issued in respect of the 17th and 18th resolutions, in accordance with the option set out in the provisions of article L. 22-10-52, paragraph 1, in the wording resulting from Law No. 2024-537 of 13 June 2024, the so-called “attractiveness act”, allowing the Board of Directors to freely set the price, we have no matters to report on the conditions of these authorizations.

In the absence of the publication to date of the decree referred to in Article L. 22-10-52-1 of the French Commercial Code, we cannot report on the choice of elements for calculating this issuance price under the 20th resolution.

Furthermore, as this report does not specify the methods for determining the issuance price of the capital securities to be issued under the 16th, 22nd, and 23rd resolutions, we cannot report on the choice of elements for calculating this issuance price.

As the final conditions for the issues have not been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights put before you in the 17th, 18th and 20th resolutions.

In accordance with article R. 225 116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, upon each use by your Board of Directors of this authorization in the event of the issue of marketable securities giving access to other equity securities or giving entitlement to the allocation of debt securities, in the event of the issue of marketable securities giving access to equity securities to be issued and in the event of the issue of shares with cancellation of preferential subscription rights.

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
Associé

Alexis Hurtrel
Associé