

*English version for information only**

CONVOICATIONS

SHAREHOLDERS' AND UNITHOLDERS' MEETINGS

GENFIT

A limited company governed by an Executive Board and a Supervisory Board (*Société anonyme à directoire et conseil de Surveillance*),

with sharecapital of € 5.989.417,75.

Company headquarters: Parc Eurasanté - 885, Avenue Eugène Avinée, 59120 Loos – France.
424 341 907 Trade and Companies Register of Metropolitan Lille

Notice of meeting serving as convocation

The fellow shareholders of GENFIT are convened to attend an Ordinary General Meeting at the Faculty of Pharmaceutical and Biological Sciences of Lille, located Parc Eurasanté, 3 rue du Professeur Laguesse in Lille (59000), on June 3, 2015 at 10:30 am, to deliberate on the following agenda:

Agenda

- Presentation of the Executive Board report on the Company's activities and on the financial statements for the year ended on December 31, 2014 ;presentation of the Supervisory Board's report on this report and presentation of the Statutory Auditors' general report on the accounts for year ended on December 31, 2014;
- Presentation of the Group's management report, presentation of the Supervisory Board's report on this report and reading of the Statutory Auditors' general report on the consolidated financial statements for the year ended on December 31, 2014;
- Reading of the Chairman of the Supervisory Board's report on the conditions for organizing and preparing the work of the Supervisory Board and on the internal audit procedures implemented by the Company;
- Reading of the Statutory Auditors' report on the Chairman of the Supervisory Board's report on the conditions for organizing and preparing the work of the Supervisory Board and on the internal audit procedures implemented by the Company;
- Approval of the annual financial statements for the year ended on December 31, 2014 and operations of this financial year;
- Approval of the consolidated annual financial statements for the year ended on December 31, 2014;
- Allocation of the results for the year ended on December 31, 2014;
- Reading of the statutory auditors' special report on the regulated agreements referred to in articles L. 225-86 et seq. of the French Commercial Code and approval of said regulated agreements;
- Reading of the Executive Board special report on the options of subscription to or purchase of Company shares in accordance with article L. 225-184 of the French Commercial Code;

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- Reading of the Executive Board special report on the granting of free shares in accordance with article L. 225-197-4 of the French Commercial Code;
- Reading of the table summarizing the delegations of authority and powers granted by the General Meeting to the Executive Board in respect of capital increases, in accordance with articles L. 225-129-1 et seq. of the French Commercial Code;
- Reading of the Executive Board supplementary report on the use of delegations of powers granted by the General Meeting, in accordance with article R. 225-116 of the French Commercial Code;
- Attendance fees;
- Powers to carry out legal formalities.

DRAFT RESOLUTIONS**Ordinary General Meeting**

First Resolution - Approval of the annual financial statements for the year ended on December 31, 2014

The General Meeting - deciding under the quorum and majority requirements for ordinary general meetings, having reviewed the Executive Board report, noting the lack of observations by the Supervisory Board on the Executive Board report and on the Company's annual financial statements and having reviewed the Statutory Auditors' report for the year ended on December 31, 2014 - approves the 2014 financial statements as presented prepared according to French standards and in accordance with the French Commercial Code, which show a net loss of (15,973,312) euros.

The General Meeting also approves the operations reflected in these financial statements or summarized in these reports.

Under articles 223 quater and 223 quinquies of the French General Tax Code (*Code général des impôts*), the General Meeting notes that there are no expenditures or charges deductible from the Company's taxable income as referred to in article 39.4 of the French General Tax Code.

After having deliberated on this matter, the General Meeting gives to the members of the Executive Board, the members of the Supervisory Board and the Statutory Auditors, full and unconditional discharge from their duties for said year.

Second Resolution - Approval of the reports and consolidated financial statements for the year ended on December 31, 2014

The General Meeting - deciding under the quorum and majority requirements for ordinary general meetings, having reviewed the Executive Board report, noting the lack of observations by the Supervisory Board on the Executive Board report and on the Company's consolidated annual financial statements and having reviewed the Statutory Auditors' report for the year ended on December 31, 2014 - approves the 2014 consolidated annual financial statements as presented, prepared according to IFRS accounting standards, which show a loss of (17,025,473) euros, as well as the operations reflected in these statements or summarized in these reports.

After having deliberated on this matter, the General Meeting gives to the members of the Executive Board, the members of the Supervisory Board and to the Statutory Auditors, full and unconditional discharge from their duties for said year.

Third Resolution - Allocation of the results for the year ended on December 31, 2014

The General Meeting, deciding under the quorum and majority requirements for ordinary general meetings, approves the proposal of the Executive Board regarding the allocation of the results for the financial year 2014, and thus decides to allocate the loss for the year ended on December 31, 2014 as follows:

ORIGIN	
Deficit for the year ended on December 31, 2014	€ (15,973,312)

ALLOCATION

Allocation to the item "Retained earnings",	
For a total of	€ (15,973,312)

This thus brings the retained earnings from € (42,637,364) to € (58,610,677)

The General Meeting acknowledges, in accordance with article 243 bis of the French General Tax Code, that so far there has been no distribution of dividends during the previous three financial years.

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Fourth Resolution - Approval of the regulated agreements referred to in the Statutory Auditors' special report

After having deliberated on this matter, the General Meeting, deciding under the quorum and majority requirements for ordinary general meetings, and having reviewed the report prepared by the Statutory Auditors pursuant to article L. 225-88 of the Commercial Code, approves this report.

Fifth Resolution - Reading of the Executive Board special report on the options of subscription to or purchase of Company shares in accordance with article L. 225-184 of the French Commercial Code

After having deliberated on this matter, the General Meeting, deciding under the quorum and majority requirements for ordinary general meetings, approves the terms of the Executive Board special report on the options of subscription to or purchase of Company shares, prepared in accordance with article L. 225-184 of the French Commercial Code.

Sixth Resolution - Reading of the Executive Board special report on the granting of free shares in accordance with article L. 225-197-4 of the French Commercial Code

After having deliberated on this matter, the General Meeting, deciding under the quorum and majority requirements for ordinary general meetings, approves the terms of the Executive Board special report on the granting of free existing or new shares to be issued, in accordance with article L. 225-197-4 of the French Commercial Code.

Seventh Resolution - Reading of the table summarizing the delegations of authority and powers granted by the General Meeting of Shareholders to the Executive Board, in accordance with articles L. 225-129-1 et seq. of the French Commercial Code.

After having deliberated on this matter, the General Meeting, deciding under the quorum and majority requirements for ordinary general meetings, approves the terms of the table summarizing the delegations of authority and powers that have been granted by the General Meeting of Shareholders to the Executive Board in respect of capital increases, in accordance with articles L. 225-129-1 et seq of the French Commercial Code.

Eighth Resolution - Attendance fees

The General Meeting, deciding under the quorum and majority requirements for ordinary general meetings, having reviewed the Executive Board report and the Committee on Appointments and Remunerations' report, decides to set the maximum amount of attendance fees granted to the Supervisory Board for the year starting on January 1, 2015 to one hundred thousand (100,000) euros, and to leave it up to the Supervisory Board to distribute this amount.

Ninth Resolution - Powers to carry out legal formalities

The General Meeting grants full powers to the holder of an original, a copy or an extract of these minutes for the purposes of fulfilling all filing and publication formalities required by the applicable laws and regulations.

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All shareholders, regardless of the number of shares they own, have the right to attend the General Meeting, to be represented by an authorized representative, to send a proxy without indicating the authorized representative, in which case its voting rights will be exercised to approve the draft resolutions presented or approved by the Executive Board and to reject the other draft resolutions, or to vote before the General Meeting by mail.

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All shareholders may be represented by their spouse, their partner with whom they have entered into a civil partnership, by another shareholder of the Company, or by any other individual or legal entity of their choice. Any shareholder who is represented by a person other than his/her spouse or partner with whom he/she has entered into a civil partnership is informed by his/her authorized representative of any fact enabling him/her to measure the risk that such person may pursue an interest other than that of the shareholder's, under the terms of article L. 225-106-1 of the French Commercial Code.

To attend, vote by mail or be represented at the General Meeting

Pursuant with article R. 225-85 of the French Commercial Code, the right to participate in the General Meeting is justified by registration of the shares on the books in the shareholder's name or in the name of the authorized bank or broker registered on his/her behalf, by no later than midnight, Paris time, on the second business day before the Meeting is held:

- either in the registered share accounts held for the Company by its agent, *Société Générale Securities Services*, for shareholders who hold registered shares;
- or in the accounts of bearer shares held by the authorized bank or broker, holder of securities accounts, for shareholders owning bearer shares.

The registration of bearer shares held by the authorized bank or broker is evidenced by a certificate justifying ownership of the shares ("attestation de participation"), delivered by the authorized bank or broker, attached to the form for voting by mail or the proxy form or to the application for an admission card filled out in the shareholder's name or on behalf of the represented shareholder by the registered custodian.

If you wish to attend the General Meeting personally

To facilitate the shareholder's attendance at the General Meeting, it is recommended that the shareholders first obtain an admission card, which they may obtain in the following manner:

- the owners of registered shares must apply for an admission card with the voting form they will receive by mail;
- at least two days before the date of the General Meeting, the owners of bearer shares must ask their authorized bank or broker to provide them a certificate justifying ownership of the shares ("attestation de participation"). The authorized bank or broker will then send this certificate to *Société Générale Securities Services*, which will send the shareholder an admission card. This certificate will also be issued to shareholders wishing to physically attend the Annual General Meeting and who have not received their admission card by midnight, Paris time, on the second business day prior to the scheduled meeting.

On the day of the General Meeting, all shareholders must prove their capacity as such during the registration process.

If you wish to vote by mail or establish a proxy

Registered shareholders directly receive the form for voting by mail or the proxy form, along with the meeting notice, which they must complete, sign and return.

Owners of bearer shares must request a voting form or proxy form from the bank or broker where they hold their account, which will send the form along with a certificate justifying ownership of the shares ("attestation de participation") to *Société Générale Securities Services*. In order for any request for a voting form or proxy form to be honored, it must have been received no later than six calendar days before the date of the Meeting, i.e. on or before May 28, 2015, pursuant to article R. 225-75 of the French Commercial Code.

The form for voting by mail or by proxy will also be available at the Company headquarters.

To be counted, once the form for voting by mail has been completed and signed, it must be returned no later than two days prior to the, i.e. no later than May 29, 2015.

In the case where a custodian should return a proxy form or form for voting by mail, the Company reserves the right to question said custodian to find out the identity of the voters.

Pursuant to article R. 225-85 of the French Commercial Code, any shareholder, who shall already have voted by mail, sent a proxy form or asked for his/her admission card for the Meeting with or without a certificate justifying ownership of the shares ("attestation de participation"), shall not be able to select another means of participation.

Pursuant to article R. 225-85 of the French Commercial Code, a shareholder who has selected his/her means of participation to the General Meeting may nevertheless sell part or all his/her shares afterwards. In such case:

- if the sale occurs before May 28, 2015, the Company shall invalidate or change accordingly the vote expressed, the proxy given, the admission card or the certificate justifying ownership of the shares ("attestation de participation") and for such purpose, the authorized bank or broker must notify the sale to Company or to *Société Générale Securities Services* and provide relevant information;

- if the sale occurs from May 28, 2015, the sale does not have to be notified by the authorized bank or broker or considered by the Company, notwithstanding any agreement to the contrary.

Request to add points or draft resolutions and written questions

Requests to add points or draft resolutions to the agenda by shareholders representing the portion of share capital required by articles R.225-71 and R.225-72 of the French Commercial Code should be sent to the Company headquarters (*Genfit / Finance Department, Parc Eurasanté, 885 Avenue Eugène Avinée, 59120 Loos*) by registered letter with acknowledgment of receipt, by no later than the twenty-fifth day preceding the date of the Meeting, and will not be accepted more than twenty days after the date of the present notice. On the date of their request, the authors of such request (i) must justify that they hold or represent the portion of the share capital required by registration of the relevant securities either on the accounts of registered shares held for the Company by *Société Générale Securities Services*, or on the accounts for bearer shares held by an authorized bank or broker, and (ii) must submit a certificate justifying ownership of the shares along with their request. The request for adding a point to the agenda must be justified. The request to add draft resolutions is to be included along with the text of the draft resolution, which may be accompanied by a brief explanatory statement. When the draft resolution is on the presentation of a candidate to the supervisory board, it is to be accompanied by the information referred to in section 5 of article R. 225-83 of the French Commercial Code.

The review by the General Meeting of the points or draft resolutions submitted by the shareholders under the conditions above is subject to the authors submitting the request for a new certificate evidencing the registration of the shares in the same accounts by midnight, Paris time, on the second business day prior to the Meeting.

As of this insertion, any shareholder will be entitled to send written questions to the Chairman of the Executive. These questions must be sent to the attention of the Chairman of the Executive Board at the Company's main headquarters (*Genfit / Finance Department, Parc Eurasanté, 885 Avenue Eugène Avinée, 59120 Loos*), by registered letter with request for acknowledgment of receipt, at the latest on the fourth business days prior to the date of the General Meeting. They must be accompanied by a certificate of registration either in the registered shares records or in the records of the bearer shares held by an authorized bank or broker.

Shareholders' right to information

The Shareholders may obtain the documents referred to in articles R. 225-81 and R. 225-83 of the French Commercial Code, within the periods and in the conditions set out in article R. 225-88 of the same Code, by sending a simple request to the Company's main headquarters (*Genfit / Finance Department, Parc Eurasanté, 885 Avenue Eugène Avinée, 59120 Loos*). The documents referred to in article R. 225-73 7° of the French Commercial Code will be made available to the shareholders at the Company's headquarters once notice of the meeting has been issued and shall remain available for review for at least fifteen days prior to the date of the General Meeting.

The documents referred to in article R. 225-73-1 of the French Commercial Code will be made available to the shareholder's on the Company's website, at the following link: <http://www.genfit.com/> not later than 21 days prior to the date of the General Meeting.

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