

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report.

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

Genfit

Year ended 31 December 2022

Statutory auditors' report on the consolidated financial statements

GRANT THORNTON

Membre français de Grant Thornton International
29, rue du Pont
92200 Neuilly-sur-Seine
S.A.S. au capital de € 2 297 184
632 013 843 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

ERNST & YOUNG et Autres

14, rue du Vieux Faubourg
59042 Lille cedex
S.A.S. à capital variable
438 476 913 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

Genfit

Year ended 31 December 2022

Statutory auditors' report on the consolidated financial statements

To the Annual General Meeting of Genfit,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Genfit for the year ended 31 December 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

■ Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

■ Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*) for the period from 1 January 2022 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Justification of Assessments – Key Audit Matters

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

■ Completeness of subcontracted research and development services (clinical trials)

Risk identified	Our response
<p>As stated in Note 8 to the consolidated financial statements, research and development services are subcontracted to third parties, for regulatory reasons, for clinical trials and for the production of active ingredients and therapeutic units. The costs involved mainly concern the clinical and pre-clinical trials that are necessary for the development of the Genfit Group's drug candidates and biomarker candidates.</p> <p>These costs are representative of the Genfit Group's level of activity and represent a significant proportion of the operating expenses in the Group's financial statements.</p> <p>Management must therefore determine the amount of the provision to be recognized in respect of these subcontracted research and development services at year-end.</p> <p>We therefore considered this to be a key audit matter.</p>	<p>We familiarized ourselves with the processes put in place by Management for the monitoring of the costs of the subcontracted research and development activities and for the calculation of the provision for the year ended, based on the contracts signed with third parties, the invoicing booked, and the estimate of the amount of the services performed at closing date. We did this mainly through:</p> <ul style="list-style-type: none">• Interviews with the process owners,• The performance of walkthroughs,• The identification of the main controls in place. <p>We obtained the progress reports from the main subcontractors for the clinical trials and we compared them with the Company's documentation used for the recognition of expenses and provisions.</p> <p>We performed analytical procedures in order to assess the consistency of the trend in the amounts recognized, in view of the progress status of the research and development projects as a whole, the total amount budgeted, and the allocation by supplier.</p> <p>Finally, we performed tests using sampling techniques in order to reconcile the amounts of the estimates with the underlying evidence (contract information, invoices, and progress reports).</p>

■ **Accounting treatment of the acquisition of Versantis and valuation of the assets acquired and liabilities assumed**

Risk identified	Our response
<p>As stated in Note 2.1 to the consolidated financial statements, Genfit signed an exclusive agreement to purchase all of the shares and voting rights of Versantis. This transaction was finalized on 29 September 2022.</p> <p>Genfit opted to apply the optional concentration test provided for in paragraph B7A of IFRS3. As this test identified the concentration of fair value of gross assets in a single asset (VS01), the transaction was recognized as an acquisition of assets and liabilities without recognition of goodwill.</p> <p>Therefore this acquisition was reflected in the recognition of intangible assets for an amount of €43.9M.</p> <p>We considered the accounting treatment of the acquisition of Versantis and the choice of the underlying assumptions used to determine the fair value of the assets acquired and liabilities assumed to be a key audit matter, due to the complexity of the estimates and the material nature of the assets recognized in the financial statements.</p>	<p>We familiarized ourselves with:</p> <ul style="list-style-type: none"> • the legal documentation relating to the transaction • the Management note on the accounting treatment used to characterize this asset acquisition transaction • the analysis performed and the assumptions used by Management to identify and value all of the assets and liabilities recognized in the context of the acquisition • the valuation model provided by the external valuation specialist and used by Genfit's Management to calculate the fair value of the VS01 program. <p>Our approach consisted in:</p> <ul style="list-style-type: none"> • Assessing the reasonableness of the approach used to apply the optional concentration test resulting in acquisition of an asset • Validating the approach used by interviewing Management • Checking the valuation model used by Management regarding the reasonableness of the assumptions used by comparing them to sector data, notably the discount rate used, with involvement by our valuation specialists. We validated the arithmetic accuracy of the model • Carrying out audit procedures on Versantis opening balance sheet to verify the accounting for the assets and liabilities taken over, in accordance with the Group's IFRS accounting principles and methods. <p>Lastly we verified that Note 2.1 to the consolidated financial statements discloses appropriate information.</p>

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group given in the Board of Directors' management report.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

Other Verifications or Information Required by Laws and Regulations

■ Format of presentation of the consolidated financial statements included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the CEO's responsibility, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of 17 December 2018. Regarding consolidated financial statements, our work includes verifying that the tagging thereof complies with the format defined in the above-mentioned regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements included in the consolidated annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limitations inherent in the macro-tagging of the consolidated financial statements using the European single electronic format, it is possible that the content of certain tags in our notes to the consolidated financial statements will not appear in an exactly identical manner in the accompanying consolidated financial statements.

Moreover, we have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (*Autorité des marchés financiers*) agree with those on which we have performed our work.

■ Appointment of the Statutory Auditors

We were appointed as statutory auditors of Genfit by the annual general meeting held on 20 June 2014 for GRANT THORNTON and on 26 June 2012 for ERNST & YOUNG et Autres.

As at 31 December 2022, GRANT THORNTON was in its ninth year and ERNST & YOUNG et Autres in its eleventh year of total uninterrupted engagement (including nine years since the securities were admitted to trading on a regulated market).

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

■ Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- ▶ Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- ▶ Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements.

- ▶ Assesses the appropriateness of Management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- ▶ Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

■ Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Neuilly-sur-Seine et Lille, 18 April 2023

The Statutory Auditors

French original signed by

GRANT THORNTON
Membre français de Grant Thornton International

ERNST & YOUNG et Autres

Samuel Clochard

Sandrine Ledez