

In France, the offering and sale of Cellectis' shares described below will be made exclusively by way of a private placement to qualified investors, pursuant to article L. 411-2 of the French Code monétaire et financier and applicable rules and regulations. They do not constitute a public offering within the meaning of article L. 411-1 of the French Code monétaire et financier and no prospectus will be filed with the Autorité des marchés financiers.

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Cellectis launches a capital increase without preferential subscription rights through a private placement to qualified investors of approximately €20 million

Potential simultaneous sale of a maximum of 1,047,009 Cellectis shares by 2 institutional shareholders

Paris, October 14, 2009 – Cellectis S.A. announces the launch of a capital increase of approximately € 20 million (including issue premium), without preferential subscription rights, exclusively to qualified investors.

This transaction is intended to reinforce shareholders' equity to enable Cellectis to continue its organic development (in particular through increasing its marketing sales force for Research tools, the intensification of its clinical and preclinical development and the development of its IT systems). The transaction may also enable Cellectis to finance all or part of potential acquisitions aimed at reinforcing its position downstream in the value chain.

If demand exceeds the number of shares to be issued in the capital increase, concurrently with the capital increase a maximum of 1,047,009 existing shares may also be offered for sale at the same price. Such shares would be sold by investment funds managed by Edmond de Rothschild Investment Partners and AGF Private Equity that have accompanied Cellectis for over 7 years. They represent their entire stake in Cellectis. These institutional shareholders will decide whether to sell their shares based on the price and number of shares that they may sell in the offer, which will be pro-rata their respective shareholding in Cellectis. If these institutional shareholders sell only a portion of their shares, they will be subject to a 3-month lockup with respect to the balance of their shares.

These transactions will increase Cellectis' free float from 31% to approximately 51% (assuming the above mentioned capital increase and sales to be entirely completed).



Authorization:

Decision of the Board of Directors dated October 13, 2009 based on the delegation by the General Meeting dated June 18, 2009 in its 21st resolution.

Terms and Conditions of the capital increase:

Maximum potential number of new shares to be issued (the "New Shares"): 1,914,000 New Shares with a par value of €0.05 each, corresponding to a maximum par value of €95,700 for the issuance, and a maximum dilution of approximately 20%.

Issuance, without preferential subscription rights, exclusively to qualified investors.

The New Shares will be offered in a private placement from October 14 to October 20, 2009 at 5:30 p.m. CET at the latest, to qualified investors in France and outside of France with the exception of in particular the United States of America, Canada, Australia and Japan.

The bookbuilding process may be closed earlier without prior notice at the sole discretion of NATIXIS, the Sole Bookrunner and sole Lead Manager.

The price and final terms and conditions for the issuance will be determined upon closing of the bookbuilding process, i.e. by October 20, 2009 at the latest according to the indicative schedule. Pursuant to the terms of the shareholder delegation mentioned above, the issuance price for the New Shares will be at least equal to the average weighted trading price of the five trading sessions prior to the determination of the issue price, which may be reduced by a maximum of 20%.

Expected gross proceeds from the issuance of the New Shares – Approximately €20 million.

Underwriting – The offer will not be underwritten. Therefore, the New Shares will begin trading only after settlement and delivery.

Rights of the New Shares – The New Shares will bear the right to dividends upon issuance. They will be fungible from issuance with the existing shares under the same ISIN code FR0010425595.

The issuance and settlement and delivery date of the New Shares is scheduled to take place, according to the indicative schedule, on October 23, 2009.

Admission of the New Shares to trading – The New Shares will be subject to an application for admission to trading on the Alternext Paris market of NYSE Euronext. They will be admitted on the same trading line as the existing shares and will be entirely fungible with them as from their admission to trading. The date of admission to trading on the Alternext Paris market of NYSE Euronext is expected to take place on October 23, 2009.

Lock-up for the Company – 180 days subject to customary exceptions.

Terms and conditions for the sale:

Number of shares to be sold (the "Existing Shares") – A maximum of 1,047,009 shares.

Selling Shareholders – Investment funds managed by Edmond de Rothschild Investment Partners and AGF Private Equity.

The Existing Shares will be offered in a private placement from October 14 to October 20, 2009 at 5:30 p.m. CET at the latest, to qualified investors in France and outside of France with the exception of in particular the United States of America, Canada, Australia and Japan. The bookbuilding process may be closed earlier without prior notice at the sole discretion of the Sole Bookrunner and Sole Lead Manager.



Price – The sale price will be the price determined for the capital increase.

Settlement and delivery of the Existing Shares – October 23, 2009, according to the indicative schedule.

Cellectis' shares are admitted to trading on the Alternext Paris market of NYSE Euronext.

ISIN Code: FR0010425595 Mnemonic: ALCLS

Website: www.cellectis.com

This transaction is led by NATIXIS acting in the capacity as Sole Bookrunner and Sole Lead Manager.

Indicative Schedule for the Issuance of the Shares

October 14, 2009, 7:30 a.m. CET	Publication by the Company of a press release announcing the indicative terms and conditions for the issuance Opening of the private placement
October 20, 2009, 5:30 a.m. CET at the latest	Closure of the placement process (may be closed earlier at the sole discretion of the Bookrunner)
October 20, 2009, at the latest	Determination of the final terms and conditions for the issuance Publication by the Company of a press release announcing the final terms and conditions of the transaction (including the price per share, the number of New Shares and, as the case may be, the number of Existing Shares sold) Allocations
October 21, 2009, at the latest	Publication by NYSE Euronext of the listing announcement for the New Shares
October 23, 2009, at the latest	Issuance of the New Shares Settlement and delivery of the New Shares and the Existing Shares Admission of the New Shares to trading on the Alternext Paris market

About Cellectis S.A.

Cellectis SA is a global leader in genome industry and genome surgery. The company is specialized in the development and production of meganuclease dedicated to the *in vivo* surgery of genomes that are used in the therapeutical, agri-food, bioproduction and research fields. The company has signed over 50 industrial agreements worldwide with pharmaceutical laboratories, agrochemical groups and biotechnological companies, and over 20 partnerships with academic teams. Since its creation, the company has raised over 50 million euros in private and public funds and is listed on the Alternext market of the NYSE Euronext (code: ALCLS). For further information on Cellectis, please visit our website: www.cellectis.com

For any additional information, please contact

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