

## ERYTECH Pharma's Mixed General Shareholders' Meeting of 23<sup>rd</sup> June 2015 voting results by resolution

**ERYTECH PHARMA**  
French *Société Anonyme*  
With a sharecapital of Euros 688 929,10  
Head Office : 60 Avenue Rockefeller  
Bâtiment Adénine  
69008 LYON  
FRANCE  
479 560 013 RCS LYON

**Number of shares composing the capital : 6 889 291 shares**

**Number of shares with voting right : 6 886 791 shares**

**Number total of voting rights : 8 672 987 voting rights**

Legal *quorum* :

- For the extraordinary decisions, is 25% of the shares having the right to vote, as to know 1 721 698 shares;
- For the ordinary decisions, is 20 % of the shares having the right to vote, as to know 1 377 358 shares.

	Number of Shareholders	Number of shares	Number of voting rights
<b>Present to the meeting</b>	7	250 180	497 870
<b>Proxies</b>	4	434 734	865 768
<b>Proxies to the President</b>	4	1 177 912	2 222 514
<b>Postal voting forms</b>	34	1 832 756	1 884 286
<b>Total</b>	<b>49</b>	<b>3 695 582</b>	<b>5 470 438</b>

The date of the General Shareholders' Meeting, the quorum was 53,66% representing 3 695 582 shares for 49 shareholders and 5 470 438 shares with voting rights.

## Results by resolution :

Resolutions (n°)	Resolutions (subject)	Results	Votes							
			Voted for		Voted against		Abstention		Total	
			Voting rights	%	Voting rights	%	Voting rights	%	Voting rights	Represented shares
1	APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014 AND QUIETUS OF DIRECTORS	Adopted	5 470 438	100,00%	0	0,00%	0	0,00%	5 470 438	3 695 582 (53,64%)
2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014	Adopted	5 470 438	100,00%	0	0,00%	0	0,00%	5 470 438	3 695 582 (53,64%)
3	ALLOCATION OF THE FINANCIAL YEAR'S RESULTS	Adopted	5 470 438	100,00%	0	0,00%	0	0,00%	5 470 438	3 695 582 (53,64%)
4	APPROVAL OF REGULATORY AGREEMENTS AND COMMITMENTS	Adopted	5 347 641	97,76%	122 797	2,24%	0	0,00%	5 470 438	3 695 582 (53,64%)
5	ESTABLISHMENT OF ATTENDANCE FEES ALLOCATED TO THE BOARD OF DIRECTORS	Adopted	5 239 241	95,77%	231 197	4,23%	0	0,00%	5 470 438	3 695 582 (53,64%)
6	RATIFICATION OF THE CO-OPTATION, BY THE BOARD OF DIRECTORS, OF A DIRECTOR	Adopted	5 260 968	96,17%	70	0,00%	209 400	3,83%	5 470 438	3 695 582 (53,64%)
7	AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO PROCEED WITH THE BUYBACK OF COMPANY SHARES	Adopted	4 903 079	89,63%	567 359	10,37%	0	0,00%	5 470 438	3 695 582 (53,64%)

Resolutions (n°)	Resolutions (sujet)	Results	Votes							
			Voted for		Voted against		Abstention		Total	
			Voting rights	%	Voting rights	%	Voting rights	%	Voting rights	Represented shares
8	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE COMPANY'S CAPITAL BY CANCELLATION OF THE SHARES HELD BY THE COMPANY	Adopted	5 373 641	98,23%	96 797	1,77%	0	0,00%	5 470 438	3 695 582 (53,64%)
9	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO PROCEED WITH A CAPITAL INCREASE WITH A VIEW TO REMUNERATING CONTRIBUTIONS IN KIND MADE OUTSIDE A PUBLIC EXCHANGE OFFER	Adopted	5 206 886	95,18%	263 552	4,82%	0	0,00%	5 470 438	3 695 582 (53,64%)
10	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE COMMON SHARES IN THE COMPANY AND SECURITIES GIVING ACCESS TO COMMON SHARES IN THE COMPANY, WITH MAINTENANCE OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT	Adopted	4 793 104	87,62%	677 334	12,38%	0	0,00%	5 470 438	3 695 582 (53,64%)
11	DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO ISSUE COMMON SHARES AND SECURITIES GIVING ACCESS, IMMEDIATELY OR IN FUTURE, TO COMMON SHARES IN THE COMPANY, WITH SUPPRESSION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT, TO THE BENEFIT OF A BENEFICIARY CATEGORY	Adopted	4 760 805	87,03%	709 633	12,97%	0	0,00%	5 470 438	3 695 582 (53,64%)

Resolutions (n°)	Resolutions (sujet)	Results	Votes							
			Voted for		Voted against		Abstention		Total	
			Voting rights	%	Voting rights	%	Voting rights	%	Voting rights	Represented shares
12	DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO ISSUE COMMON SHARES AND SECURITIES GIVING ACCESS, IMMEDIATELY OR IN FUTURE, TO COMMON SHARES IN THE COMPANY, WITH SUPPRESSION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT, TO THE BENEFIT OF A BENEFICIARY CATEGORY	Adopted	4 760 805	87,03%	709633	12,97%	0	0,00%	5 470 438	3 695 582 (53,64%)
13	DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO ISSUE COMMON SHARES AND SECURITIES GIVING ACCESS, IMMEDIATELY OR IN FUTURE, TO COMMON SHARES IN THE COMPANY, WITH SUPPRESSION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT, TO THE BENEFIT OF BENEFICIARY CATEGORIES	Adopted	4 885 659	89,31%	584779	10,69%	0	0,00%	5 470 438	3 695 582 (53,64%)
14	DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO ISSUE COMMON SHARES IN THE COMPANY AND SECURITIES GIVING ACCESS TO COMMON SHARES IN THE COMPANY, WITH SUPPRESSION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT, THROUGH A PUBLIC OFFERING	Adopted	4 760 805	87,03%	709633	12,97%	0	0,00%	5 470 438	3 695 582 (53,64%)

Resolutions (n°)	Resolutions (sujet)	Results	Votes							
			Voted for		Voted against		Abstention		Total	
			Voting rights	%	Voting rights	%	Voting rights	%	Voting rights	Represented shares
15	DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO ISSUE COMMON SHARES IN THE COMPANY AND SECURITIES GIVING ACCESS TO COMMON SHARES IN THE COMPANY, WITH SUPPRESSION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT, THROUGH AN OFFERING AS ESTABLISHED UNDER ARTICLE L. 411-2, II OF THE MONETARY AND FINANCIAL CODE	Adopted	4 788 305	87,53%	682 133	12,47%	0	0,00%	5 470 438	3 695 582 (53,64%)
16	AUTHORIZATION TO THE BOARD OF DIRECTORS TO SET THE ISSUE PRICE OF COMMON SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL, SUCH AS MAY BE ISSUED THROUGH A PUBLIC OFFERING OR AN OFFERING ESTABLISHED UNDER ARTICLE L. 411-2, II OF THE MONETARY AND FINANCIAL CODE, WITH SUPPRESSION OF THE PREFERENTIAL SUBSCRIPTION RIGHT, WITHIN A LIMIT OF 10% OF THE CAPITAL PER YEAR	Adopted	4 760 805	87,03%	709 633	12,97%	0	0,00%	5 470 438	3 695 582 (53,64%)
17	AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE, WITH OR WITHOUT SUPPRESSION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT	Adopted	4 760 875	87,03%	709 563	12,97%	0	0,00%	5 470 438	3 695 582 (53,64%)

Resolutions (n°)	Resolutions (sujet)	Results	Votes							
			Voted for		Voted against		Abstention		Total	
			Voting rights	%	Voting rights	%	Voting rights	%	Voting rights	Represented shares
18	<i>DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE COMMON SHARES AND SECURITIES GIVING ACCESS TO COMMON SHARES IN THE COMPANY IN THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY</i>	<b>Adopted</b>	4 668 310	85,34%	802 128	14,66%	0	0,00%	5 470 438	3 695 582 (53,64%)
19	<i>GLOBAL LIMITATION ON AUTHORIZATIONS</i>	<b>Adopted</b>	4 988 199	91,18%	482 239	8,82%	0	0,00%	5 470 438	3 695 582 (53,64%)
20	<i>DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO INCREASE THE COMPANY'S CAPITAL THROUGH THE INCORPORATION OF RESERVES, INCOME, OR PREMIUMS</i>	<b>Adopted</b>	5 256 740	96,09%	213 698	3,91%	0	0,00%	5 470 438	3 695 582 (53,64%)
21	<i>AUTHORIZATION TO THE BOARD OF DIRECTORS TO GRANT SHARE SUBSCRIPTION AND/OR CALL OPTIONS TO MEMBERS OF THE PERSONNEL AND/OR CORPORATE OFFICERS OF THE COMPANY AND COMPANIES IN THE ERYTECH PHARMA GROUP</i>	<b>Adopted</b>	4 737 395	86,60%	733 043	13,40%	0	0,00%	5 470 438	3 695 582 (53,64%)
22	<i>AUTHORIZATION TO THE BOARD OF DIRECTORS TO PROCEED WITH THE ALLOCATION OF BONUS SHARES EXISTING OR TO BE ISSUED</i>	<b>Adopted</b>	4 737 395	86,60%	733 043	13,40%	0	0,00%	5 470 438	3 695 582 (53,64%)

Resolutions (n°)	Resolutions (sujet)	Results	Votes							
			Voted for		Voted against		Abstention		Total	
			Voting rights	%	Voting rights	%	Voting rights	%	Voting rights	Represented shares
23	AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO PROCEED WITH A CAPITAL INCREASE THROUGH THE ISSUE OF SHARES RESERVED FOR EMPLOYEES PARTICIPATING IN A COMPANY SAVINGS PLAN, IN APPLICATION OF ARTICLE L. 225-129-6 OF THE CODE OF COMMERCE	Rejected	1 479 470	27,04%	3 990 968	72,96%	0	0,00%	5 470 438	3 695 582 (53,64%)
24	MODIFICATION OF ARTICLE 24 OF THE ARTICLES OF INCORPORATION, RELATIVE TO REGULATED AGREEMENTS	Adopted	5 447 028	99,57%	23 410	0,43%	0	0,00%	5 470 438	3 695 582 (53,64%)
25	MODIFICATION OF ARTICLE 27 OF THE ARTICLES OF INCORPORATION, RELATIVE TO CALLING AND HOLDING GENERAL SHAREHOLDERS' MEETINGS	Adopted	5 447 028	99,57%	23 410	0,43%	0	0,00%	5 470 438	3 695 582 (53,64%)
26	MODIFICATION OF ARTICLE 30 OF THE ARTICLES OF INCORPORATION, RELATIVE TO QUORUMS AND VOTING	Adopted	5 347 641	97,76%	122 797	2,24%	0	0,00%	5 470 438	3 695 582 (53,64%)
27	EXTENSION OF THE DURATION OF DELEGATIONS OF POWER GRANTED TO THE BOARD OF DIRECTORS IN THE THIRD RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF MAY 21, 2012	Adopted	4 911 659	89,79%	558 779	10,21%	0	0,00%	5 470 438	3 695 582 (53,64%)
28	Powers	Adopted	5 470 438	100,00%	0	0,00%	0	0,00%	5 470 438	3 695 582 (53,64%)