

ERYTECH PHARMA

A French joint-stock company (*Société anonyme*) with share capital of €3,101,855.30 euros
Registered office: 60 Avenue Rockefeller, 69008 Lyon
Lyon Trade and Companies Register 479 560 013 RCS
(the “**Company**”)

SPECIAL REPORT OF THE BOARD OF DIRECTORS ON SHARE SUBSCRIPTION AND PURCHASE OPTIONS (Art. L. 225-184 of the French Commercial Code)

In accordance with the provisions of Article L. 225-184 of the French Commercial Code, we inform you under the terms of this report, of the information regarding the exercise of share subscription (the “**Stock Options**”) and/or purchase option transactions carried out during the financial year ended December 31, 2021, under the delegations of authority granted to the Board of Directors by the General Shareholders’ Meetings of June 26, 2020, and June 25, 2021.

1. Conditions of the share subscription or purchase option plans granted and procedures for their implementation with respect to the financial year ended

Upon delegation of authority by the Combined General Shareholders’ Meeting held on June 26, 2020, under the terms of the thirty-first resolution, on July 28, 2020, the Board of Directors approved and adopted all the provisions of the plan’s draft rules in English governing the 2020 Stock Options (the “**Stock Option₂₀₂₀ Plan**”).

Upon delegation of authority by the Combined General Shareholders’ Meeting held on June 25, 2021, under the terms of the thirty-first resolution, on July 27, 2021, the Board of Directors approved and adopted all of the provisions of the plan’s draft rules in English governing the 2021 Stock Options (the “**Stock Option₂₀₂₁ Plan**”).

The main features of the Stock Option₂₀₂₀ Plan and Stock Option₂₀₂₁ Plan are as follows:

- Beneficiaries: beneficiaries may be the Chairman, the Chief Executive Officer and the Chief Operating Officers of the Company subject to the tax rules applicable to employees, in addition to any employee of the Company or of any affiliate;
- Number of shares subscribed or acquired through the exercise of Options: each Stock Option will grant the right to subscription or acquisition of one common share of the Company with a nominal value of €0.10;
- “Incentive stock options” plan: these Options are awarded under the “incentive stock options” plan pursuant to Section 422 of the US Internal Revenue Code for any beneficiaries who have not reached the authorized maximum, as indicated in the Stock Option₂₀₂₀ and Stock Option₂₀₂₁ Plans;
- Restriction of Stock Options: Stock Options are personal, exempt from attachment and non-transferable, except in the event of the death of their holder.

The Board of Directors recognized that, in addition to the fact that the US Internal Revenue Code requires this to enable the issuance of incentive stock options under the Stock Option₂₀₂₀ and Stock Option₂₀₂₁ Plans to employees residing in the US for tax purposes, this must be approved by the General Shareholders’ Meeting within one (1) year from July 28, 2020, for the Stock Option₂₀₂₀ Plan and from July 27, 2021 for the Stock Option₂₀₂₁ Plan. The General Shareholders’ Meeting of June 25, 2021, in its tenth resolution, approved the Stock Option₂₀₂₀

Plan. The Board of Directors will propose to the General Shareholders' Meeting to be held on June 24, 2022, voting under the provisions of quorum and majority for Ordinary Shareholders' Meetings, to approve the Stock Option₂₀₂₁ Plan.

The Board of Directors recognized that, in accordance with article L. 225-178 paragraph 1 of the French Commercial Code, the decision implies a waiver by associates of their preferential subscription right to shares, the issuance of which will result in the exercise of Options in cases where the Options take the form of share subscription options.

The Board of Directors has decided to subdelegate to Gil Beyen, Chief Executive Officer of the Company, all authority, and powers to determine, for the Stock Option₂₀₂₀ and the Stock Option₂₀₂₁ Plan:

- the identity of the beneficiaries; it is specified that the Chief Executive Officer shall not use this delegation of powers to allocate Stock Options to any corporate officer or manager of the Company or of one of its subsidiaries;
- The number of Stock Options granted to each of them;
- the procedures for allocating and exercising the Stock Options under the conditions of the Stock Option₂₀₂₀ Plan and the Stock Option₂₀₂₁ Plan approved by the Board of Directors, and
- generally, sign any agreement, prepare all documents, record capital increases after stock options are exercised, make any corresponding amendments to the articles of incorporation, where applicable, carry out any formalities and make any declarations to all relevant bodies, and do anything else that may be required.

2. Information regarding the allocation of share subscription and purchase option(s) to corporate officers

Name	Plan title	Date of allocation	Total number of options granted	Exercise or acquisition price	Exercise period - Availability date
Jean-Paul KRESS Chairman of the Board	Stock Option ₂₀₂₁ Plan	July 27, 2021	27,000	€ 3,71*	Two thirds (2/3) of the Stock Option ₂₀₂₁ : 27/07/2023 One third (1/3) of the Stock Option ₂₀₂₁ : 27/07/2024
Gil BEYEN Chief Executive Officer	Stock Option ₂₀₂₁ Plan	July 27, 2021	94,500	€ 3,71*	Two thirds (2/3) of the Stock Option ₂₀₂₁ : 27/07/2023 One third (1/3) of the Stock Option ₂₀₂₁ : 27/07/2024
	Stock Option ₂₀₂₁ Plan	December 16, 2021	21,000	€ 2,14**	Two thirds (2/3) of the Stock Option ₂₀₂₁ : 16/12/2023 One third (1/3) of the Stock Option ₂₀₂₁ : 16/12/2024

*Corresponds to the average of the closing prices of the Company's share determined over the twenty (20) trading days preceding the date of allocation of the Stock Options₂₀₂₁₋₂₇₀₇₂₀₂₁

** Corresponds to the closing price on the trading day preceding the date on which the Options₂₀₂₁₋₁₆₁₂₂₀₂₁ were awarded

3. Information regarding the allocation of share subscription and purchase option(s) to employees

Plan title	Date of allocation	Total number of options granted to employees	Exercise or acquisition price	Exercise period - Availability date
Stock Option ₂₀₂₀ Plan	June 4, 2021	57,000	€ 4,78*	Two thirds (2/3) of the Stock Option ₂₀₂₀ : 04/06/2023 One third (1/3) of the Stock Option ₂₀₂₀ : 04/06/2024
Stock Option ₂₀₂₁ Plan	July 27, 2021	256,050	€ 3,71**	Two thirds (2/3) of the Stock Option ₂₀₂₁ : 27/07/2023 One third (1/3) of the Stock Option ₂₀₂₁ : 27/07/2024
Stock Option ₂₀₂₁ Plan	December 16, 2021	128,000	€ 2,14***	Two thirds (2/3) of the Stock Option ₂₀₂₁ : 16/12/2023 One third (1/3) of the Stock Option ₂₀₂₁ : 16/12/2024

*Corresponds to the average of the closing prices of the Company's share determined over the twenty (20) trading days preceding the date of allocation of the Stock Options₂₀₂₀₋₀₄₀₆₂₀₂₁ less a 5% discount

**Corresponds to the average of the closing prices of the Company's share determined over the twenty (20) trading days preceding the date of allocation of the Stock Options₂₀₂₁₋₂₇₀₇₂₀₂₁

*** Corresponds to the closing price on the trading day preceding the date on which the Options₂₀₂₁₋₁₆₁₂₂₀₂₁ were awarded

4. Individual Information

In appendix 1, we provide the individual information concerning the ten employees of the Company's subsidiary ERYTECH Pharma Inc. who are not corporate officers and who have been granted the highest number of share subscription or purchase options.

11 May 2022

The Board of Directors

Appendix 1. Individual Information

Beneficiaries ¹	Stock Option Plan	Number of Stock Options granted	Purchase price per Stock Option ²	Stock option expiration date			Number of Stock Options subscribed	Number of Stock Options purchased/ exercised				
				Stock options may be exercised according to the following percentages and timetable:								
				up to 2/3 of Stock Options allocated from	up to 1/3 of Stock Options allocated from	and no later than						
Employee A	2020 & 2021 Stock Option	97,500	Options ₂₀₂₀₋₀₄₀₆₂₀₂₁ : €4,78	Options ₂₀₂₀₋₀₄₀₆₂₀₂₁ : June 4, 2023	Options ₂₀₂₀₋₀₄₀₆₂₀₂₁ : June 4, 2024	Options ₂₀₂₀₋₀₄₀₆₂₀₂₁ : June 4, 2031	97,500	0				
Employee B		48,750					48,750	0				
Employee C		33,750					33,750	0				
Employee D		21,750					21,750	0				
Employee E		19,250					Options ₂₀₂₁₋₂₇₀₇₂₀₂₁ : €3,71	Options ₂₀₂₁₋₂₇₀₇₂₀₂₁ : July 27, 2023	Options ₂₀₂₁₋₂₇₀₇₂₀₂₁ : July 27, 2024	Options ₂₀₂₁₋₂₇₀₇₂₀₂₁ : July 27, 2031	19,250	0
Employee F		19,250									19,250	0
Employee G		19,250									19,250	0
Employee H		19,250									19,250	0
Employee I		19,250									19,250	0
Employee J		19,250									19,250	0
		Options ₂₀₂₁₋₁₆₁₂₂₀₂₁ : €2,14	Options ₂₀₂₁₋₁₆₁₂₂₀₂₁ : December 16, 2023	Options ₂₀₂₁₋₁₆₁₂₂₀₂₁ : December 16, 2024	Options ₂₀₂₁₋₁₆₁₂₂₀₂₁ : December 16, 2031	19,250					0	
						19,250					0	
						19,250					0	

¹ For confidentiality reasons and to respect the right of individuals to protection of their personal data, we have not stated the identity of the employees.

² Subscription to stock options under the Stock Option₂₀₂₀ and the Stock Option₂₀₂₁ Plan is free of charge.