

## **ERYTECH Pharma S.A.**

### **Accounting & Auditing Whistleblower Policy**

Adopted by the Board of Directors on November 6, 2017

*Translated from the French for convenience purposes only*

#### **Purpose**

Erytech Pharma S.A. (together with its subsidiary, “*Erytech*”) is committed to complying with all laws that govern its business, including those that govern our accounting and auditing practices. We encourage open discussion of our business practices within the workplace. If you have a good-faith complaint about a possible violation of law or policy, including with regard to accounting or auditing matters, we expect you to report it promptly. Other third parties, such as consultants or vendors, may also report a good-faith complaint about accounting or auditing matters in accordance with this policy.

The Board of Directors established these procedures to facilitate the reporting of such complaints. The procedures govern (i) receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and (ii) confidential, anonymous submission of concerns regarding questionable accounting or auditing matters.

Once the Sapin II Act (*Act of 9 December 2016 relating to transparency, fight against corruption and modernization of economic activity*) becomes effective in January 2018, Erytech will complement the whistleblowing system described in this policy by adopting a separate *Whistleblowing Policy* in order to comply with the new obligations imposed on French companies by the Sapin II Act.

The policy is a supplement to our Code of Business Conduct and Ethics. Please note that while this policy focuses on accounting and auditing issues, our commitment to encouraging reports, our policy of non-retaliation, and our reporting hotline – all discussed below – apply equally to all sorts of violations of our Code of Business Conduct and Ethics and other violations of law or policy. We encourage you to reach out to our Compliance Officer, Delphine Martinez, at [compliance@erytech.com](mailto:compliance@erytech.com) with any questions you may have.

#### **Scope of Matters Covered**

This policy covers complaints relating to accounting or auditing matters, including:

- fraud, deliberate error, or gross negligence or recklessness in the preparation, evaluation, review, or audit of Erytech’s financial statements;
- fraud, deliberate error, or gross negligence or recklessness in the recording and maintaining of Erytech’s financial records;
- deficiencies in or noncompliance with our internal accounting controls;
- misrepresentation or false statements to management, regulators, outside auditors, or others by a senior officer, accountant, or other employee regarding a matter contained in Erytech’s financial records, financial reports, or audit reports; or
- deviation from full and fair reporting of our results or financial condition.

## **Non-Retaliation**

We will not retaliate against you for filing a good-faith concern regarding non-compliance with this policy. Nor will we retaliate against anyone participating in the investigation of such a complaint solely because they participated. Finally, we will not permit retaliation by any manager or executive officer. If you believe you have been subjected to retaliation or the threat of retaliation, please file a complaint with our Compliance Officer. We will take appropriate corrective action if you experience an improper response in violation of this policy.

Please be informed that while the filing of a concern pursuant to the whistleblowing procedures contained in this policy is highly recommended, it is not mandatory and there shall be no consequence (e.g., discipline) in the event you decide not to file a concern pursuant to this policy.

## **Abusive Use**

Any individual who uses this whistleblowing procedure in an abusive manner, or to make malicious or unfounded allegations may be subject to disciplinary proceedings.

## **Compliance Officer**

Our Compliance Officer is responsible for administering this policy. The Compliance Officer (or, in case of temporary absence of the Compliance Officer, her designee) is responsible for receiving, reviewing, then investigating (under the direction and oversight of the Audit Committee) complaints under this policy.

## **Reporting**

If you have a complaint covered by this policy, you should report it to the Compliance Officer either directly or via [compliance@erytech.com](mailto:compliance@erytech.com). If the suspected violation involves the Compliance Officer, you should report it to our Chief Executive Officer or a member of the Audit Committee.

## **Anonymous Reporting**

We have also established a procedure under which complaints regarding Accounting Matters may be reported anonymously. While Erytech will review any anonymous complaints it receives, Erytech will, in accordance with French law, only follow up on anonymous complaints if both of the following conditions are met: (i) the seriousness of the alleged facts underlying the complaint has been established and such facts are sufficiently detailed; and (ii) additional precautions are taken when processing the complaint in order to avoid the potential disclosure of information that could be based on false allegations (e.g., by a preliminary analysis by the Compliance Officer).

Employees may anonymously report these concerns by:

- (i) sending an e-mail at [ERYP@openboard.info](mailto:ERYP@openboard.info), which will be delivered to the Chairman of the Board's Audit Committee;
- (ii) calling our Whistleblower Hotline at +1 877-865-4125;
- (iii) completing the secure web-based form at <https://www.openboard.info/ERYP/index.cfm>; or
- (iv) delivering the complaint via regular mail to the Compliance Officer at c/o ERYTECH Pharma S.A., Bâtiment Adénine, 60 Avenue Rockefeller, 69008 Lyon France.

Employees, or, as the case may be, other third parties, such as consultants or vendors, should make every effort to report their concerns using one or more of the methods specified above. This complaint

procedure is specifically designed so that employees have a mechanism that allows the employee to bypass a supervisor he or she believes is engaged in prohibited conduct under this policy. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Compliance Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

## **Receiving and Investigating Complaints**

After receiving a complaint, our Compliance Officer (or, in case of temporary absence of the Compliance Officer, her designee) will determine whether the alleged information pertains to an accounting or audit matter. Our Compliance Officer will promptly notify the Audit Committee of all complaints related to an accounting or audit matter. Complaints regarding matters other than accounting or audit will be investigated by our Compliance Officer or her designee (or another appropriate department, such as Human Resources or Security, as warranted).

Initially, the Audit Committee will determine if there is an adequate basis for an investigation. If so, the Compliance Officer will appoint one or more investigators to promptly and fully investigate any claims under the direction and oversight of the Audit Committee. The Audit Committee may also appoint others to oversee the investigation. If the reporting person identified himself, the Compliance Officer will also confidentially tell the reporting person that the complaint was received and whether an investigator has been assigned. The reporting person will be given the investigator's name and contact information.

The reporting person's confidentiality will be maintained to the fullest extent possible consistent with the need to conduct an adequate investigation. Erytech may find it necessary to share information on a "need to know" basis in the course of any investigation, with your prior consent if legally required.

If the investigation confirms that a violation has occurred, Erytech will promptly take appropriate corrective action against the persons involved. This may include termination. The matter may also be referred to governmental authorities that may investigate and initiate civil or criminal proceedings.

If the Compliance Officer and the Audit Committee have failed to make the relevant investigations to ascertain the merits of a complaint within a reasonable time, you may directly contact judicial or administrative authorities. As a last resort, and in the event that the authorities mentioned in the preceding sentence have not processed the complaint within three (3) months from the date on which such authorities are notified, you may make the alert public.

In case of serious and imminent danger, or in case of irreversible harm, you may directly contact the authorities mentioned in the above paragraph, or make the alert public.

## **Retention of Complaints**

The Compliance Officer will maintain a log of all complaints covered by this policy, tracking their receipt, investigation, and resolution. The Compliance Officer will prepare a periodic report for each member of the Audit Committee. Each member of the Audit Committee will have access to the log, and the Compliance Officer may provide access to the log to other personnel involved in the investigation of complaints. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with the *Whistleblower Policy* addressing French law or, failing that, any established document retention policy.

If the complaint is not followed by a disciplinary or judicial procedure, the data related to the complaint will be destroyed or archived, after anonymization, within two (2) months following the end of the investigation. If the alert is followed by a disciplinary or judicial procedure, the data related to the alert will be retained for the whole duration of the procedure, and archived for the applicable, prescribed periods.

### **Transfers of personal data outside of the European Union**

The personal data collected in the framework of the whistleblowing system may be transferred outside of the European Union, to the United States, for the purpose of receiving and investigating complaints, so long as such transfer of data is made in compliance with applicable data protection rules.

### **Rights of individuals identified in the framework of the whistleblowing system**

If you are identified in the framework of the whistleblowing system, you have the right to access or to correct your personal data, or to oppose to the processing or investigation of such data for legitimate reasons, in accordance with applicable law. You also have the right to provide post-mortem instructions. You may exercise these rights by contacting the Compliance Officer or directly the Data Protection Manager of the Company.