

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the Month of September 2020

Commission File Number: 001-38281

ERYTECH Pharma S.A.

(Translation of registrant's name into English)

60 Avenue Rockefeller
69008 Lyon France
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

INCORPORATION BY REFERENCE

This Report on Form 6-K and Exhibit 99.2 to this Report on Form 6-K shall be deemed to be incorporated by reference into the registration statement on Form F-3 (File No. 333-248953) and registration statements on Form S-8 (File Nos. 333-222673, 333-232670 and 333-239429), of ERYTECH Pharma S.A. (the “Company”) (including any prospectuses forming a part of such registration statements) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

Business Update

On September 21, 2020, the Company issued a press release announcing its business update and financial results for the first half of 2020. A copy of this press release is attached to this Report on Form 6-K as Exhibit 99.1.

ATM Facility

On September 21, 2020, the Company entered into an sales agreement (the “Sales Agreement”) with Cowen and Company, LLC (“Cowen”), pursuant to which the Company may issue and sell American Depositary Shares of the Company (the “ADSs”), each representing one fully paid ordinary share of the Company, €0.10 nominal value per share, having aggregate offering sales proceeds of up to \$30,000,000, from time to time, in an at-the-market (ATM) offering through Cowen acting as sales agent. The Company issued a press release announcing its entry into the Sales Agreement with Cowen and establishment of the ATM facility. A copy of this press release is attached to this Form 6-K as Exhibit 99.2 and incorporated herein.

EXHIBIT LIST

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated September 21, 2020.
99.2	Press release dated September 21, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ERYTECH Pharma S.A.

Date: September 21, 2020

By: /s/ Eric Soyer

Name: Eric Soyer

Title: Chief Financial Officer and Chief Operating Officer

ERYTECH Provides Business Update and Reports Financial Results for the First Half of 2020

Conference call and webcast on Tuesday, September 22
at 2:30 pm CET/8:30 am ET

- **TRYbeCA-1 Phase 3 trial in second-line metastatic pancreatic cancer:**
 - ✓ More than 90% of the planned ~500 patients enrolled
 - ✓ Fast-Track designation granted by U.S. FDA
 - ✓ Interim superiority analysis expected in Q1 2021; final analysis in 2H of 2021
- **NOPHO-sponsored Phase 2 trial in second-line acute lymphoblastic leukemia:**
 - ✓ Completed patient enrollment: 55 patients enrolled
 - ✓ Encouraging interim results: target level and duration of asparaginase activity reached
 - ✓ Final data expected by the end of 2020
- **Cash and cash equivalents of €45.4 million (\$51.0 million) at the end of June 2020**
- **Cash horizon extended with a convertible bond financing**
- **Establishment of At-The-Market (ATM) financing facility announced**

Lyon (France) and Cambridge, MA (U.S.), September 21, 2020 – ERYTECH Pharma (Nasdaq & Euronext: ERYP), a clinical-stage biopharmaceutical company developing innovative therapies by encapsulating therapeutic drug substances inside red blood cells, today provided a business and financial update.

“Our focus during the second quarter of 2020 has been on continuing our clinical operations and preserving study integrity during the COVID-19 pandemic while ensuring the health of our employees, the patients and the medical professionals involved in our clinical programs.” said **Gil Beyen, CEO of ERYTECH Pharma**. *“We have succeeded well in ensuring our patients’ continued access to treatment and appropriate follow-up despite the challenges of the ongoing COVID-19 pandemic. Since June, trial enrollment in TRYbeCA-1 has resumed at pre-COVID-19 levels, and more than 90% of patients have been enrolled in the trial. We expect to report the results of the interim superiority analysis in the first quarter of 2021 and the final analysis in the second half of 2021. Other key highlights of our second quarter have been the FDA’s granting of a Fast Track designation for eryaspase in pancreatic cancer and the encouraging interim results in the NOPHO investigator sponsored Phase 2 trial in second-line acute lymphoblastic leukemia. The NOPHO trial is now fully enrolled with 55 patients treated and we are expecting full data to be available before the end of the year. With the closing of a convertible debt financing, complemented with the recent establishment of an ATM facility, we have put financing alternatives in place that can allow us to extend our cash horizon until the end of the third quarter of next year, beyond the expected upcoming data read-outs.”*

Business Highlights

- TRYbeCA-1, the pivotal Phase 3 clinical trial evaluating ERYTECH’s lead product candidate, eryaspase, in second-line metastatic pancreatic cancer, has randomized more than 450 of the approximately 500 patients to be enrolled in the trial. The Company has put measures in place to facilitate trial conduct during the COVID-19 pandemic and continues to expect to complete enrollment in the fourth quarter of 2020. The interim superiority analysis, to be conducted by the IDMC when two-thirds of the events have occurred, is currently expected to take place in the first quarter of 2021. The required events for the interim analysis are projected to accrue before year-end. Due to COVID-19-related challenges with data cleaning, the actual reporting of the interim results is expected in the first quarter of 2021. Since the interim analysis does not include a test for futility, there will be two possible outcomes: the trial will

either (1) continue toward a final analysis, expected in the second half of 2021, or (2) be concluded early if the trial successfully meets the primary endpoint of prolonging overall survival. In April 2020, the U.S. Food and Drug Administration (FDA) granted eryaspase Fast Track Designation as a potential second-line treatment of patients with metastatic pancreatic cancer.

The Phase 2 trial of eryaspase in acute lymphoblastic leukemia (ALL) patients who developed hypersensitivity to pegylated asparaginase, sponsored by the Nordic Organization of Pediatric Hematology and Oncology (NOPHO), completed target enrollment in June 2020. Fifty-five patients have been enrolled at 22 clinical sites in the Nordic and Baltic countries of Europe. Preliminary findings of the study suggest that eryaspase achieved the target level and duration of asparaginase activity in these patients. Additionally, the addition of eryaspase to the combination chemotherapy was associated with an acceptable tolerability profile, enabling the majority of these patients to receive their fully intended courses of asparaginase. Initial feedback obtained from FDA has confirmed that ALL patients experiencing hypersensitivity to pegylated asparaginase represents an unmet medical need, given the limited treatment choices for these patients. ERYTECH plans to further discuss these data with FDA to determine the potential next steps and to assess the path forward for eryaspase in this setting. Reporting of final data from the NOPHO trial is expected by the end of 2020.

Financial Results for the First Half of 2020

- Key financial figures for the first half of 2020 compared with the same period of the previous year are summarized below:

<i>In thousands of euros</i>	1H 2020 (6 months)	1H 2019 (6 months)
Revenues	—	—
Other income	1,849	2,965
Total operating income	1,849	2,965
Research and development	(28,846)	(22,718)
General and administrative	(8,372)	(10,493)
Total operating expenses	(37,218)	(33,210)
Total operating loss	(35,369)	(30,245)
Financial income	672	1,265
Financial expenses	(265)	(305)
Financial income, net	407	960
Loss before tax	(34,962)	(29,285)
Income tax	—	(1)
Net loss	(34,962)	(29,286)

- Net loss for the first half of 2020 was €35.0 million, up €5.7 million (+19%) year-over-year, with a €5.1 million increase (+17%) in operating loss and a €0.6 million decrease in financial income. The €5.1 million increase in operating loss was attributable to the €6.1 million increase in preclinical and clinical development expenses, mostly related to expenses for the Company's Phase 3 clinical trial in pancreatic cancer, the €2.1 million decrease in general and administrative expenses, of which €2.3 million was related to the end of manufacturing capacity expenses mostly incurred in 2019, and the €1.1 million decrease in income, of which €0.9 million consisted in the upfront payment from the June 2019 license agreement with SQZ Biotechnologies that did not recur in 2020.
- As of June 30, 2020, ERYTECH had cash and cash equivalents totaling €45.4 million (approximately \$51.0 million), compared with €73.2 million on December 31, 2019 and €58.6 million on March 31, 2020. The €27.7 million decrease in cash position during the first 6 months of 2020, consisting of €14.6 million in the first quarter of 2020 and €13.1 million in the second quarter, was the result of a €28.1 million net cash utilization and was mostly comprised of a €29.2 million net cash utilization in operating activities, €1.1 million used for investing activities and €2.2 million generated in financing activities, while the appreciation in the period of the U.S. dollar against the euro led to a €0.4 million favorable currency exchange impact.
- On June 24, 2020, ERYTECH signed an agreement with Alpha Blue Ocean and European High Growth Opportunities Securitization Fund (the Investors) for the issuance of zero-coupon convertible notes with share warrants attached whereby the Investors committed to subscribe for up to a maximum of €60

million in the event of conversion of all the notes, subject to the regulatory limit of 20% dilution, unless further authorized. The notes come with share warrants representing 10% of the nominal amount of the issued notes. The exercise price of the warrants was fixed at €8.91, a 20% premium over the lowest volume-weighted average daily price of the share over the reference period preceding the issue of the first tranche called. To date, the Company has called two tranches under the convertible bond financing agreement, not reflected in the Company's cash position at the end of June, and €5.6 million of notes have been converted into 1,039,475 new shares, representing 5.5% of the Company's outstanding share capital as of the date of last issuance.

- Earlier today, ERYTECH announced the implementation of an at-the-market (ATM) program allowing ERYTECH, at its discretion, to issue and sell ordinary shares in the form of American Depositary Shares (ADSs) on the Nasdaq Global Select Market through its sales agent, Cowen and Company, to eligible investors at a price equal or near to the prevailing market price on Nasdaq from time to time, without shareholders' preferential subscription rights, for an aggregate offering amount of up to \$30 million, it being specified that the maximum number of new shares to be admitted on the regulated market of Euronext Paris will be equal to 20% of the number of shares admitted to trading on such market during the last twelve months at the date of their issuance. Only eligible investors may purchase ADSs under the ATM program. A new shelf registration statement on Form F-3 was filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") on September 21, 2020 to roll over the Company's previously filed shelf registration and to cover the ATM program. The ATM program can be used once the shelf registration statement is declared effective by the SEC, and will be available for the Company's use until September 21, 2023, unless terminated prior to such date in accordance with the sales agreement or the maximum number of ADSs to be sold thereunder has been reached.
- The Company believes that its current cash and cash equivalents will be sufficient to fund operations into the second quarter of 2021. Given the 20% regulatory dilution limit and unless further authorized, the Company believes that the maximum issuance of convertible bonds under its financing agreement, together with potential sales under the ATM program, will extend its cash horizon to the end of the third quarter of 2021.

Key News Flow and Milestones Expected Over the Next 12 Months

- Final results of Phase 2 investigator-sponsored NOPHO trial in second-line acute lymphoblastic leukemia (Q4 2020)
- Complete enrollment and interim (superiority) analysis in TRYbeCA-1, the Phase 3 clinical trial in second-line metastatic pancreatic cancer (respectively Q4 2020 and Q1 2021)
- Initiation of a Phase 1 investigator-sponsored trial in first-line metastatic pancreatic cancer (Q4 2020)

Conference Call Details

ERYTECH management will hold a conference call and webcast on **Tuesday September 22, 2020 at 02:30pm CEST / 08:30am ET** on the business and financial highlights for the quarter and six months ended June 30, 2020. Gil Beyen, CEO, Eric Soyer, CFO/COO, and Iman El-Hariry, CMO, will deliver a brief presentation, followed by a Q&A session.

The call is accessible via the below teleconferencing numbers, followed by the Conference ID#: **8585556#**

USA/Canada: +1 (833) 818-6807

France: +33 1 70 80 71 53

International Dial-In Number: +1 (409) 350-3501

United-Kingdom: +44 2031070289

The webcast can be followed live online via the link: <https://edge.media-server.com/mmc/p/ypvwj59i>

An archived replay of the call will be available for 7 days by dialing + **1 855 859 2056**, Conference ID: **8585556#**.

An archive of the webcast will be available on ERYTECH's website, under the "Investors" section at investors.erytech.com

Financial Calendar

- Business Update and Financial Highlights for the 3rd Quarter of 2020: November 5, 2020 (after U.S. market close), followed by a conference call and webcast on November 6, 2020 (2:30pm CET/8:30am ET)

About ERYTECH and eryaspase

ERYTECH is a clinical-stage biopharmaceutical company developing innovative red blood cell-based therapeutics for severe forms of cancer and orphan diseases. Leveraging its proprietary ERYCAPS® platform, which uses a novel technology to encapsulate drug substances inside red blood cells, ERYTECH is developing a pipeline of product candidates for patients with high unmet medical needs. ERYTECH's primary focus is on the development of product candidates that target the altered metabolism of cancer cells by depriving them of amino acids necessary for their growth and survival.

The Company's lead product candidate, eryaspase, which consists of L-asparaginase encapsulated inside donor-derived red blood cells, targets the cancer cells' altered asparagine and glutamine metabolism. Eryaspase is in Phase 3 clinical development for the treatment of second-line pancreatic cancer and in Phase 2 for the treatment of first-line triple-negative breast cancer. An investigator-sponsored Phase 2 study in second-line acute lymphoblastic leukemia is ongoing in the Nordic countries of Europe.

ERYTECH produces its product candidates for treatment of patients in Europe at its GMP-approved manufacturing site in Lyon, France, and for patients in the United States at its GMP manufacturing site in Princeton, New Jersey, USA.

ERYTECH is listed on the Nasdaq Global Select Market in the United States (ticker: ERYP) and on the Euronext regulated market in Paris (ISIN code: FR0011471135, ticker: ERYP). ERYTECH is part of the CAC Healthcare, CAC Pharma & Bio, CAC Mid & Small, CAC All Tradable, EnterNext PEA-PME 150 and Next Biotech indexes. For more information, please visit www.erytech.com

Forward-looking information

This press release contains forward-looking statements including but not limited to statements with respect to the clinical development plans of eryaspase; the clinical trials of the Company's product candidates, including the timeline for patient enrollment as well as expected timing of the availability of results and interim superiority analysis; potential impacts of the ongoing coronavirus (COVID-19) pandemic on the Company's clinical trials, including TRYbeCA-1 clinical trial; the possible sales of ADSs pursuant to the ATM program; and the Company's anticipated cash runway as extended by its convertible bond financing and ATM facility. Certain of these statements, forecasts and estimates can be recognized by the use of words such as, without limitation, "believes", "anticipates", "expects", "intends", "plans", "seeks", "estimates", "may", "will" and "continue" and similar expressions. Such statements, forecasts and estimates are based on various assumptions and assessments of known and unknown risks, uncertainties and other factors, which were deemed reasonable when made but may or may not prove to be correct. Actual events are difficult to predict and may depend upon factors that are beyond ERYTECH's control. There can be no guarantees with respect to pipeline product candidates that the candidates will receive the necessary regulatory approvals or that they will prove to be commercially successful. Therefore, actual results and timeline may turn out to be materially different from the anticipated future results, performance or achievements expressed or implied by such statements, forecasts and estimates. Further description of these risks, uncertainties and other risks can be found in the Company's regulatory filings with the French Autorité des Marchés Financiers (AMF), the Company's Securities and Exchange Commission (SEC) filings and reports, including in the Company's 2019 Document d'Enregistrement Universel filed with the AMF on March 18, 2020 and in the Company's Annual Report on Form 20-F filed with the SEC on March 18, 2020 and future filings and reports by the Company. Given these uncertainties, no representations are made as to the accuracy or fairness of such forward-looking statements, forecasts and estimates. Furthermore, forward-looking statements, forecasts and estimates only speak as of the date of this press release. Readers are cautioned not to place undue reliance on any of these forward-looking statements. ERYTECH disclaims any obligation to update any such forward-looking statement, forecast or estimates to reflect any change in ERYTECH's expectations with regard thereto, or any change in events, conditions or circumstances on which any such statement, forecast or estimate is based, except to the extent required by law. In addition, the COVID-19 pandemic and the associated containment efforts have had a serious adverse impact on the economy, the severity and duration of which are uncertain. Government stabilization efforts will only partially mitigate the consequences. The extent and duration of the impact on the Company's business and operations is highly uncertain, and that impact includes effects on its clinical trial operations and supply chain. Factors that will influence the impact on the Company's business and operations include the duration and extent of the pandemic, the extent of imposed or recommended containment and mitigation measures, and the general economic consequences of the pandemic. The pandemic could have a material adverse impact on the Company's business, operations and financial results for an extended period of time.

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ERYTECH establishes a financing facility with the implementation of an at-the-market program on Nasdaq with Cowen

Lyon (France), September 21, 2020 - ERYTECH Pharma (Euronext Paris : ERYP - Nasdaq : ERYP), a clinical-stage biopharmaceutical company developing innovative therapies by encapsulating drug substances in red blood cells (the "Company"), today announced the implementation of an at-the-market program allowing the Company to issue and sell ordinary shares in the form of American Depositary Shares ("ADSs"), to eligible investors at market prices, with aggregate gross sales proceeds of up to \$30,000,000 (subject to a regulatory limit of 20% dilution), from time to time, pursuant to the terms of a sales agreement with Cowen acting as sales agent.

The ATM program will allow the Company to issue ordinary shares in the form of ADSs, each representing one ordinary share of the Company, that may be sold through Cowen, at the Company's discretion and instruction, at prevailing market prices on Nasdaq from time to time, without shareholders' preferential subscription rights, for an aggregate offering amount of up to \$30 million, being specified that the maximum number of new shares to be admitted on the regulated market of Euronext Paris is capped at 20% of the number of shares admitted to trading on such market, including shares admitted without prospectus during the last twelve months at the date of their issuance. Only eligible investors (as described in greater detail below) may purchase ADSs under the ATM program. The ATM program will be effective until September 21, 2023, unless terminated prior to such date in accordance with the sales agreement or the maximum number of ADSs to be sold thereunder has been reached.

The establishment of this financing facility follows the resolutions adopted at the Company's Annual General Meeting of Shareholders on June 26, 2020. A new shelf registration statement on Form F-3 was filed by the Company with the U.S. Securities and Exchange Commission on September 21, 2020 to roll over the Company's previously filed shelf registration and to cover the ATM program, but has not yet become effective.

The ADSs and the ordinary shares will be issued through a capital increase without shareholders' preferential subscription rights under the provisions of Article L. 225-138 of the French Commercial Code (*Code de commerce*) and pursuant to the 25th resolution adopted by the Annual General Meeting of Shareholders held on June 26, 2020. The new ordinary shares to be sold in the form of ADSs would be issued in one or more offerings at market prices of the ADSs at the time of pricing of the considered capital increase.

The ATM program may only be issued to the categories of investors defined in the 25th resolution described above including natural or legal persons, including companies, trusts or investment

funds or other investment vehicles whatever their form, governed by French or foreign law and investing on a regular basis in the pharmaceutical, biotechnological or medical technology sectors and/or companies, institutions or entities, whatever their form, governed by French or foreign law, that carry out a significant part of their activities in the pharmaceutical, cosmetic or chemical sectors or in medical devices and/or technology or in research in these sectors. The new ordinary shares will be admitted to trading on the regulated market of Euronext Paris and the issued ADSs will trade on Nasdaq.

The Company expects to use the net proceeds from sales of any ADSs and ordinary shares issued under the ATM program primarily to fund the research and development of its product candidates, and for working capital and general corporate purposes.

On an illustrative basis, assuming the issue of 4,016,064 ADSs at a price of \$7.47 (or €6.33¹) the last reported sale price of the ADSs on Nasdaq on September 17, 2020, for the maximum gross proceeds of \$30,000,000 (or €25,430,194²), a holder of 1% of the outstanding Company's share capital as of the date of this press release, would hold 0.83% of the outstanding Company's share capital after the completion of the transaction (calculated on the basis of the number of outstanding shares on the date of publication of this press release).

During the term of the ATM program, the Company will publish a quarterly communication as part of the publication of its quarterly results, as well as an update after each capital increase on a dedicated location on its corporate website in order to inform investors about the main features of each issue that may be completed under the ATM program from time to time.

A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. When available, copies of the prospectus supplement and the accompanying prospectus relating to these securities may be obtained from Cowen, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY, 11717, Attn: Prospectus Department, by email at PostSaleManualRequests@broadridge.com or by telephone at (833) 297-2926. No prospectus will be subject to the approbation of the *Autorité des Marchés Financiers* ("AMF").

This press release does not constitute an offer to sell or a solicitation to buy the securities mentioned and no sale of such securities will be made in any state or province in which such offer, solicitation or sale would be unlawful until the securities are registered or their distribution is permitted under the securities laws of that state or province.

Information available to the public

No prospectus will be filed with the AMF. Detailed information concerning the Company, in particular with regard to its business, results, forecasts and corresponding risk factors, is provided in (i) the Company's 2019 universal

¹ Based on a USD-EUR conversion rate of 1.1797.

² Based on a USD-EUR conversion rate of 1.1797.

registration document, filed with the AMF on March 19, 2020 and under number D. 20-0140, and (ii) the 2020 half-year financial report published on September 21, 2020. These documents, as well as other regulated information and all of the Company's press releases, are available on its website and on the AMF website (www.amf-france.org) and are available free of charge on request at the Company's registered office at 60 Avenue Rockefeller, Bâtiment Adénine - 69008 Lyon, France.

About ERYTECH:

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ERYTECH is listed on the Nasdaq Global Select Market in the United States (ticker symbol: ERYP) and on the regulated market of Euronext Paris (ISIN code: FR0011471135; ticker symbol: ERYP). ERYTECH is included in the CAC Healthcare, CAC Pharma & Bio, CAC Mid & Small, CAC All Tradable, EnterNext PEA-PME 150 and Next Biotech indices.

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Forward-looking information

This press release contains forward-looking statements, forecasts and estimates with respect to the business strategy of ERYTECH, the possible sales of ADSs pursuant to the ATM program and statements of the current intended use of proceeds from the sale of ADSs, if any. Certain of these statements, forecasts and estimates can be recognized by the use of words such as, without limitation, "believes", "anticipates", "expects", "intends", "plans", "seeks", "estimates", "may", "will" and "continue" and similar expressions. They include all matters that are not historical facts. Such statements, forecasts and estimates are based on various assumptions and assessments of known and unknown risks, uncertainties and other factors, which were deemed reasonable when made but may or may not prove to be correct. Real events are difficult to predict and may depend upon factors that are beyond ERYTECH's control. There can be no guarantees with respect to pipeline product candidates that the candidates will receive the necessary regulatory approvals or that they will prove to be commercially successful. Therefore, real results may turn out to be materially different from the anticipated future results, performance or achievements expressed or implied by such statements, forecasts and estimates. Documents filed by ERYTECH with the French Autorité des Marchés Financiers and the U.S Securities and Exchange Commission, also available on ERYTECH's website describe such risks and uncertainties. Given these uncertainties, no representations are made as to the accuracy or fairness of such forward-looking statements, forecasts and estimates. Furthermore, forward-looking statements, forecasts and estimates only speak as of the date of this press release. Readers are cautioned not to

place undue reliance on any of these forward-looking statements. ERYTECH disclaims any obligation to update any such forward-looking statement, forecast or estimates to reflect any change in ERYTECH's expectations with regard thereto, or any change in events, conditions or circumstances on which any such statement, forecast or estimate is based, except to the extent required by law.

Disclaimer

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to solicit the interest of the public in France, the United States, or in any other jurisdiction, in connection with any offer.

The distribution of this document may, in certain jurisdictions, be restricted by local legislations. Persons into whose possession this document comes are required to inform themselves about and to observe any such potential local restrictions.

*This announcement is not an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").*

This document does not constitute an offer to the public in France and the securities referred to in this document can only be offered or sold in France pursuant to article L. 411-2- of the French Monetary and Financial Code to qualified investors (investisseurs qualifiés) as defined in article 2(e) of the Prospectus Regulation.

With respect to the member States of the European Economic Area, no action has been undertaken or will be undertaken to make an offer to the public of the securities referred to herein requiring a publication of a prospectus in any relevant member State. As a result, the securities may not and will not be offered in any relevant member State except in accordance with the exemptions set forth in Article 1(4) of the Prospectus Regulation or under any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and/or to applicable regulations of that relevant member State.

*This document is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are "investment professionals" (people with professional investment experience) falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Order**"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Article 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**Relevant Persons**"). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.*

*This document does not constitute an offer of securities for sale nor the solicitation of an offer to purchase securities in the United States or any other jurisdiction where such offer may be restricted. The Company's securities may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or an applicable exemption from registration under the Securities Act.*