



THE ORPHAN ONCOLOGY INNOVATOR



DEAR MADAM, DEAR SIR, DEAR SHAREHOLDER,

In my role as Chief Executive Officer, I have the pleasure of calling you to our annual general shareholders' meeting which will be held on April 26, 2017 at the Onxeo headquarters in Paris.

This is a special time that allows us to present the progress of our projects to you and to share our vision of Onxeo's futures with you, in addition to benefiting from your contributions.

In 2016, we continued to implement our strategy to make your Company a key player in the field of rare cancers.

We are extremely proud to have been able to enrich our portfolio with a very high value strategic asset by acquiring the company DNA Therapeutics and its DBait technology, a gem that places Onxeo at the technological forefront of tumor DNA repair inhibition. The first-in-class product resulting from this new technology, AsiDNA™, has already proven its concept through intra-tumoral use in patients suffering from metastatic melanoma, and has considerable therapeutic potential, in mono-therapy or in combination, for the treatment of numerous cancers. Since the acquisition, Onxeo has pursued the development of this product, specifically by improving the production process, and through numerous pre-clinical activities, with the goal of entering the clinical phase at the end of this year, in order to demonstrate the promise of AsiDNA™ administered systemically (IV).

We have also made concrete progress in the development of our other two programs, Livatag® and Beleodaq®.

We finalized the recruitment of patients in ReLive, the phase III Livatag® study of 2nd line treatment of advanced hepatocellular carcinoma (HCC) and we are doing everything necessary to be able to announce the preliminary results of this study in mid-2017. The unique mechanism of action of Livatag® has the advantage of fighting against tumor resistance mechanisms that develop against chemotherapies, as the results of the new clinical studies we presented to the AACR in 2017 demonstrate. In order to develop the value of this asset beyond ReLive, we are pursuing our plan to explore the promise of Livatag® in combination with other anti-cancer agents and/or for other types of tumors, such as cancer of the pancreas.

Finally, we have initiated an ambitious plan for belinostat (Beleodaq®) in order to evaluate the possibilities of using it for new indications, beyond the treatment of peripheral T-cell lymphoma (PTCL), for which it is already being marketed in the United States. As part of this plan, we are developing an oral formulation which would be a net benefit for patients in terms of ease of use, especially in the case of administration in combination with other anti-cancer treatments, but would also be a real competitive advantage, and would open a path to supplementary patent protection.

A prototype of the oral formulation has already been tested in a pre-clinical study and, at the same time, we have already obtained very encouraging pre-clinical results on solid tumors by combining Beleodaq® with immuno-oncology agents.

Naturally, these advances have required dedicated financing and our profile as a biotechnology company with a diversified portfolio caught the attention of qualified investors, specifically Americans, during a private placement of 12.5 M Euros conducted at the end of 2016. We closed the fiscal year with 29.2M euros in net cash, which provides us with financial visibility until the beginning of 2018.

Today, Onxeo has a number of advantages in the pursuit of its development:

- strategic positioning in the orphan oncology sector, characterized by unmet medical needs and opening large potential markets;
- a balanced and diversified portfolio of product candidates, based on innovative technologies that are intended to respond to these needs, in addition to providing opportunities to create short, medium and long term value for investors who want to support the company;
- solid and experienced scientific and managerial teams, profiting from an international culture, a key success factor for becoming a global leader in its sector.

The resolutions that we will submit to your vote at this meeting constitute the central platform for our progress and for the strengthening of our advantages. Your participation at the upcoming general shareholders' meeting, in person or through your proxy vote that you can express by visiting the [Computershare proxy portal specifically set up for our Danish investors](#). You will also find all the relevant documents on the [Company website](#).

We count on your support in order to execute our strategy in a more and more competitive biotechnology sector, and to continue to increase the value of the assets of your company.

JUDITH GRECIET – CHIEF EXECUTIVE OFFICER

Shareholder's name
Address
City

This form must be returned to:

Computershare A/S
Kongevejen 418
DK-2840 Holte



Username: Your_Username
Password: Your_Password

Extraordinary and Ordinary General Meeting of ONXEO Wednesday, April 26, 2017 at 10:00 a.m. CET at 49 Boulevard du Général Martial Valin - 75015 Paris, France

Nomination of proxy/Voting by mail

Extraordinary and Ordinary General Meeting of ONXEO Wednesday, April 26, 2017 at 10:00 a.m. CET at 49 Boulevard du Général Martial Valin - 75015 Paris, France

If you do not wish to attend or are prevented from attending, you may appoint a person as your proxy to represent you at the general meeting or vote by correspondence.

I hereby give proxy to the chairman of the Board of Directors of ONXEO, or a substitute duly appointed by him, to vote on my/our behalf at the general meeting.

I hereby give proxy to: _____
Name and address (Please use block letters)

Voting by correspondence. In the table on the back side, I have indicated how I wish to vote at the general meeting. Please note that votes by correspondence cannot be withdrawn, and that they will also be used in case of proposed amendments to the items on the agenda.

Date

Signature

Extraordinary and Ordinary General Meeting of ONXEO Wednesday, April 26, 2017 at 10:00 a.m. CET at 49 Boulevard du Général Martial Valin - 75015 Paris, France



Username: xxxxxxxx

Password: xxxxxxxxxx

Items on the agenda of the Annual General Meeting on April 26, 2017 (shortened, please note that the complete agenda appears from the company's website www.onxeo.com)	FOR	AGAINST	ABSTAIN	Recommendation by the Board of Directors
1. Approval of the annual corporate financial statements for the year ending December 31, 2016.				For
2. Approval of the consolidated financial statements for the year ending December 31, 2016.				For
3. Allocation of the results for the year ending December 31, 2016.				For
4. Examination of the agreements covered by Articles L. 225-38 et seq. of the French Commercial Code.				For
5. Reappointment of a member of the Board of Directors (Judith Greciet).				For
6. Reappointment of a member of the Board of Directors - Financière de la Montagne.				For
7. Appointment of a new Director - Mrs. Christine Garnier.				For
8. Appointment of a new Director -Mrs. Elvira Sanz.				For
9. Reappointment of a Statutory Auditor.				For
10. Determining the amount of attendance fees allocated to members of the Board.				For
11. Approval of the principles and criteria for determining, distributing, and allocating the fixed, variable, and exceptional components of total compensation and benefits of any kind attributed to Joseph ZAKRZEWSKI as Chairman of the Board for the year 2017.				For
12. Approval of the principles and criteria for determining, distributing, and allocating the fixed, variable, and exceptional components of total compensation and benefits of any kind attributed to Judith GRECIET as CEO for the year 2017.				For
13. Approval of the settlement of the share subscription or purchase options plan adopted by the Board on July 27 and 28, 2016.				For
14. Authorization to be given to the Board of Directors for the Company to purchase its own shares.				
Agenda pertaining to the Extraordinary General Meeting				
15. Authorization to be given to the Board for the purposes of reducing the share capital by canceling shares as part of the authorization to buy back its own shares.				For
16. Delegation of authority to the Board of Directors to increase share capital by issuing either common shares and/or any securities giving access to shares or securities entitling the allocation of debt securities and/or securities granting access to securities to be issued with preferential subscription rights for shareholders.				For
17. Delegation of authority to the Board of Directors to increase share capital immediately or eventually by issuing ordinary shares, securities giving access to other shares, or securities entitling the holder to the allocation of debt securities and/or securities granting access to securities to be issued without preferential subscription rights for shareholders by way of a public offering.				For
18. Delegation of authority to the Board of Directors to increase the share capital through issuance of ordinary shares and/or securities giving access to other equity and/or granting access to securities to be issued, with the cancellation of preferential subscription rights to be issued in the context of an offer to qualified investors, or to a restricted circle of investors as referred to in II of Article L. 411-2 of the Monetary and Financial Code.				For
19. Delegation of authority granted to the Board of Directors to increase the amount of issues with or without preferential subscription rights decided under the aforementioned resolutions 16 to 18, pursuant to Article L.225-135-1 of the Commercial Code.				For
20. Authorization to the Board in the event of the issuance of common shares, equity securities giving access to other shares, or entitling the allocation of debt securities and/or securities giving access to securities to be issued without preferential subscription rights under resolutions 17 and 18 above, to set the issue price within the limit of 10% of the equity capital, and within the limits set by the General Meeting.				For
21. Delegation of authority to be granted to the Board of Directors to increase capital by issuing ordinary shares and any securities giving access to capital, eliminating preferential subscription rights, to the benefit of a category of persons meeting specific characteristics.				For
22. Delegation of authority to the Board of Directors to increase share capital immediately or eventually by issuing ordinary shares, securities giving access to other shares, or securities entitling the allocation of debt securities and/or securities granting access to securities to be issued without preferential subscription rights for the benefit of a category of persons under an equity financing line.				For
23. Delegation of authority granted to the Board to increase share capital within the limit of 10% of the capital to remunerate contributions in kind with shares or securities giving access to the capital of third party companies outside a public offer of exchange.				For
24. Delegation of authority to the Board to increase the share capital by issuing shares and securities giving access to the Company's capital to employees belonging to the Group savings plan.				Against
25. Setting overall limits on the amount of securities issued under Resolutions 16, 17, 18, 19, 21, 22, 23, and 24 above.				For
26. Authorization to be given to the Board of Directors to grant stock options or share purchase option plans for Company shares pursuant to Articles L.225-177 et seq. of the French Commercial Code.				For
27. Authorization to be given to the Board of Directors to award free shares, either existing or future, pursuant to Articles L.225-197-1 et seq. of the French Commercial Code.				For
28. Authorization to be given to the Board of Directors to award free shares, either existing or future, pursuant to Articles L.225-197-1 et seq. of the French Commercial Code (instead of part of the employees' or executive officers' variable compensation)				For
29. Delegation of authority to the Board of Directors to issue and allocate share warrants, without preferential subscription rights for shareholders, in favor of the following categories of people: (i) Members of the Company's Board of Directors in office on the date of the award of the warrants who are not salaried employees, senior executives of the Company, or one of its subsidiaries or (ii) people bound to the Company or one of its Subsidiaries by a service or consultant's contract.				For

If you do not indicate the type of proxy/voting by correspondence, but otherwise properly completed the form, the form will be considered as a vote by correspondence

Date

Signature

Please note that ONXEO and Computershare A/S not are responsible for any delay in submitting the material. This form must be received by Computershare A/S, Kongevejen 418, DK-2840 Holte no later than April 21, 2017, either by fax to +45 4546 0998, by returning the form by airmail or via e-mail agm@computershare.dk. Voting by correspondence must be received by Computershare A/S no later than April 24, 2017 at 4.00 p.m. CET.