

GENZYME CORPORATION

2009 ANNUAL MEETING OF SHAREHOLDERS

Final Report of Inspector of Election

The undersigned, having been duly appointed to serve as the Inspector of Election at the Annual Meeting of Shareholders (the "Annual Meeting") of Genzyme Corporation, a Massachusetts corporation (the "Company"), held on May 21, 2009, hereby reports and certifies as follows:

1. The Annual Meeting was held at Genzyme Corporation, 500 Kendall Street, Cambridge, Massachusetts, commencing at 2:00 p.m., pursuant to due notice.
2. At the close of business on March 31, 2009, the record date for the determination of shareholders entitled to vote at the meeting, the outstanding voting securities of the Company were **269,457,724** shares of common stock. Each outstanding share of common stock was entitled to cast one vote on each matter to come before the meeting.
3. At such meeting, I received the votes of the shareholders by ballot or proxy and canvassed the votes cast.
4. At such meeting **229,182,920** shares of common stock, representing a majority of votes entitled to be cast at such meeting were present or represented by proxy, constituting a quorum.

The following represents the results of the voting on each proposal submitted to the shareholders at the Annual Meeting for a vote:

5. Proposal to elect eight directors.

Number of Votes

	For	Against	Abstain	Broker Non-Votes
Douglas A. Berthiaume	219,927,913	8,101,223	640,098	513,569
Gail K. Boudreaux	220,648,278	7,450,908	570,054	513,563
Robert J. Carpenter	225,653,097	2,382,741	633,395	513,570
Charles L. Cooney	225,649,427	2,388,023	631,786	513,567
Victor J. Dzau	223,600,643	4,430,772	637,823	513,565
Connie Mack III	223,686,743	4,253,118	729,375	513,567
Richard F. Syron	216,418,332	11,608,086	642,818	513,567
Henri A. Termeer	223,464,667	4,595,404	609,167	513,565

The number of votes cast in favor of each nominee exceeds the number of votes cast against him or her, and therefore each nominee has been duly elected as a director of the Company.

6. Proposal to amend the 2004 Equity Incentive Plan to increase the number of shares of common stock available for issuance under the plan by 2,500,000 shares.

Number of Votes FOR	Number of Votes AGAINST	Number of Votes ABSTAINING	Number of Broker Non-Votes
<u>185,289,483</u>	<u>25,215,257</u>	<u>289,492</u>	<u>18,388,571</u>

The number of votes cast in favor of the proposal exceeds the number of votes cast against it, and therefore the proposal has been adopted.

7. Proposal to approve the 2009 Employee Stock Purchase Plan.

Number of Votes FOR	Number of Votes AGAINST	Number of Votes ABSTAINING	Number of Broker Non-Votes
<u>201,479,765</u>	<u>9,041,954</u>	<u>273,312</u>	<u>18,387,772</u>

The number of votes cast in favor of the proposal exceeds the number of votes cast against it, and therefore the proposal has been adopted.

8. Proposal to ratify the audit committee's selection of PricewaterhouseCoopers, LLP as the Company's independent auditors for 2009.

Number of Votes FOR	Number of Votes AGAINST	Number of Votes ABSTAINING	Number of Broker Non-Votes
<u>225,851,662</u>	<u>2,578,146</u>	<u>239,427</u>	<u>513,568</u>

The number of votes cast in favor of the proposal exceeds the number of votes cast against it, and therefore the proposal has been adopted.

May 21, 2009

/s/ Susan P. Cogswell
Susan P. Cogswell
Inspector of Election