



**Diana**

Living with post-stroke spasticity  
Sintra, Portugal



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## **CONVENING NOTICE**

Combined Shareholders' Meeting 2021

**Thursday 27 May 2021 at 3.00 p.m. (Paris time)**

at the registered office, excluding the physical presence of any shareholders

 **IPSEN**  
Innovation for patient care



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## HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING?

Ipsen's shareholders are informed that the Combined Shareholders' Meeting **will be held on Thursday 27 May 2021 at 3:00 p.m. (Paris time), behind closed doors\***, without the shareholders and other persons entitled to

attend being physically present, at the Company's registered office located at 65, Quai Georges Gorse – 92100 Boulogne-Billancourt.

### (\*) Warning – COVID-19:

In the context of the COVID-19 outbreak and in accordance with Order No. 2020-321 of 25 March 2020 (as extended and amended by Order No. 2020-1497 of 2 December 2020) and Decree No. 2020-418 of 10 April 2020 (as extended and amended by Decrees No. 2020-1614 of 18 December 2020 and No. 2021-255 of 9 March 2021) the **Combined Shareholders' Meeting** of the Company of **Thursday 27 May 2021**, by decision of the Board of Directors, will **exceptionally be held behind closed doors**, without the shareholders and other persons entitled to attend being physically present.

As of the date of the publication of the preliminary notice, administrative measures restricting or prohibiting travel or collective gatherings for health reasons prevent the physical presence of shareholders at the Shareholders' Meeting, particularly in view of the closure of conference and meeting rooms, the obligation to respect physical distance measures and the number of people usually present at previous Shareholders' Meetings.

This Meeting will be **broadcast live** and in full in video format, in French and English, on the [ipsen.com](http://ipsen.com) website. The replay of this Meeting will be available on the [ipsen.com](http://ipsen.com) website as soon as possible after the Meeting and, at the latest, before the end of the fifth business day following the Meeting.

**It will not be possible for shareholders to attend the Shareholders' Meeting in person; in this context, no admission card will be issued and shareholders will only be able to cast their votes remotely and prior to the Shareholders' Meeting.**

In view of the technical difficulties, in particular related to the authentication of Ipsen shareholders prior to or during the meeting, voting rights will be exercised in one of the following ways:

- by postal vote using the postal voting form;
- by internet on the secure Votaccess platform; or
- by giving a proxy to the Chairman of the Shareholders' Meeting, preferably, or to any other natural or legal person (to vote by post).

In the context of the health crisis linked to the COVID-19 pandemic and as part of the relationship between the Company and its shareholders, the Company strongly invites them to give preference to the transmission of all their requests and documents by electronic means to the following address: [assemblee.generale@ipsen.com](mailto:assemblee.generale@ipsen.com).

For more information, shareholders are invited to regularly consult the page dedicated to the 2021 Shareholders' Meeting on the Company's website ([www.ipsen.com](http://www.ipsen.com) / Investors / Shareholders' Meeting).

## Prior formalities to be carried out to participate at the Shareholders' Meeting

All shareholders, regardless of how many shares are held, are entitled to participate in this Shareholders' Meeting in accordance with legal and regulatory provisions in force, either by postal vote or by giving their proxy to the Chairman of the Meeting or to any other person they designate (to vote by post).

Given the COVID-19 epidemic and in accordance with Order No 2020-321 of 25 March 2020 (as extended and amended by Order No. 2020-1497 of 2 December 2020) and Decree No. 2020-418 of 10 April 2020 (as extended and amended by Decrees No. 2020-1614 of 18 December 2020 and No. 2021-255 of 9 March 2021), it has been decided to hold the Shareholders' Meeting "behind closed doors", that is, excluding the physical presence of any shareholders or other persons entitled to attend.

This Shareholders' Meeting will be held at the Company's registered office at 65, Quai Georges Gorse – 92100 Boulogne-Billancourt, France.

As a result, shareholders will not be able to attend the Meeting in person or be represented by another person. No admission cards will be issued.

This Meeting will be broadcast live and in full in video format, in French and English, on the [ipsen.com](http://ipsen.com) website. The replay of this Meeting will be available on the [ipsen.com](http://ipsen.com) website as soon as possible after the Meeting and, at the latest, before the end of the fifth business day following the Meeting.

Given these conditions, we ask the shareholders to vote remotely or to give your proxy to the Chairman or other person

(to vote by post) prior to the Shareholders' Meeting taking place, either by using the postal voting form or the secure online Votaccess website.

Shall only be entitled to vote remotely in the manner defined in the present notice, those shareholders able to provide proof that they have shares registered in their name in an account or in the name of the intermediary registered on their behalf, no later than two business days before the date of Shareholders' Meeting, that is, Tuesday, 25 May 2021 at 00.00 a.m., Paris time (hereinafter "D-2"), that is in nominative share accounts, or in bearer share accounts held by their authorised intermediary.

**For registered shareholders**, this registration at D-2 in a nominative share account is sufficient for them to attend the Shareholders' Meeting.

**For holders of bearer shares**, the authorised intermediaries who hold their bearer share accounts shall provide proof of their clients' shareholder status to Société Générale (Ipsen's authorised centralising establishment) by issuing a shareholder certificate annexed to the postal or proxy voting form.

In order to facilitate shareholders' attendance at the Shareholders' Meeting, the Company has provided the possibility of appointing or revoking a proxy, and of voting using Votaccess.

**The Votaccess website will be open from Friday, 7 May 2021 at 9.00 a.m. until Wednesday, 26 May 2021 at 3.00 p.m., Paris time**, it being stated that nominative proxies must arrive at the latest on the fourth day preceding the date of the Shareholders' Meeting.

To prevent the Votaccess website from overload, shareholders are strongly encouraged not to wait until the day before the Shareholders' Meeting to enter their instructions.

Only holders of bearer shares whose account holder establishment has subscribed to the Votaccess system and provides them with this service for this Shareholders' Meeting will have access to it.

**The intermediary for holders of bearer shares which has not subscribed to the Votaccess system or makes access to the website subject to conditions of use, shall advise the shareholder how to proceed.**

**Shareholders who wish to make a postal vote or grant a proxy using the single form can:**

- **for registered shareholders**, send back the single postal or proxy vote sent with the Convening Notice, using the attached prepaid postage envelope on **Monday, 24 May 2021** at the latest, or by Internet by connecting to the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website at the latest by **Wednesday, 26 May 2021 at 3.00 p.m., Paris time. For nominative proxies, this period runs until the fourth day preceding the date of the Shareholders' Meeting;**
- **for bearer shareholders**, request a form from the financial intermediary which effectively holds your shares on the date of the Convening Notice. This request must arrive at least six days preceding the Shareholders' Meeting, that is, **Friday, 21 May 2021**, at the following address: Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes cedex 3, France; or by Internet, by connecting to the website of your share account holder to access the Votaccess website in accordance with the instructions below by **Wednesday, 26 May 2021 at 3.00 p.m., Paris time. For**

**nominative proxies, this period runs until the fourth day preceding the date of the Shareholders' Meeting.**

In any event, no later than the twenty-first day before the Meeting, the single postal voting and proxy form will be posted on the company's website ([www.ipsen.com](http://www.ipsen.com) / Investors / Shareholders' Meeting section).

Postal or proxy votes in paper form may only be accepted if the duly completed and signed forms (accompanied by a shareholding certificate for bearer shares) reach the abovementioned Service des Assemblées of Société Générale at least three days preceding the Shareholders' Meeting date, that is, **Monday, 24 May 2021. For nominative proxies, this period runs until the fourth day preceding the date of the Shareholders' Meeting.**

**For shareholders opting to vote online:**

- registered shareholders should connect to the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website using their Sharinbox access code. The website connection password is sent by post after contacting the Société Générale Securities Services. It can be resent by clicking on "Obtenir vos codes" (Get your codes) on the website homepage. The shareholder should then follow the instructions on their personal space by clicking on the Meeting name in the "Opérations en cours" (Current Operations) section on the homepage, and then on "Voter" (Vote) to access the voting site;
- bearer shareholders should connect using their usual access codes on the website of their share account holder to access the Votaccess website and follow the onscreen steps.

In accordance with the provisions of Articles R.225-79 and R.22-10-24 of the French Commercial Code, notification of the appointment and revocation of a proxy may be done by the following means:

- by post, using the voting form sent either directly for registered shareholders, using the postage prepaid envelope sent with the Convening Notice, or by the account holder for bearer shareholders to be received by Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes cedex 3, France, at the latest by the fourth day preceding the date of the Shareholders' Meeting, that is **Sunday, 23 May 2021;**
- electronically by connecting to the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website for **registered shareholders**, or by connecting to their account holder's website for **bearer shareholders** to access the Votaccess website in accordance with the procedure described below at the latest by the fourth day preceding the date of the Shareholders' Meeting, that is, **Sunday, 23 May 2021.**

Proxies cannot physically attend the Meeting. He/she shall email their voting instructions to exercise their proxy on a numbered copy of the single form to Société Générale at the following address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com).

The form must include their first and last names, address and the words, "In the capacity of a proxy", and must be dated and signed. The type of vote must be stipulated in the form's "Postal vote" box.

They must include a copy of their identity card and, if applicable, a power of attorney to act as the individual's proxy.

To be accepted, the email message must reach Société Générale at the latest by the fourth day preceding the date of the Shareholders' Meeting, that is, **Sunday, 23 May 2021.**



## HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING?

Additionally, for their own votes, proxies shall forward their voting instructions in accordance with the usual procedures.

Proxies may be revoked by following the same procedure as that used for their appointment.

Shareholders are advised to use electronic communication whenever possible for all procedures and exchanges concerning this Shareholders' Meeting.

In accordance with the provisions of Article 7 of Decree no. 2020-418 of 10 April 2020, as amended and extended, a shareholder who has already cast a postal vote, sent a proxy or requested an admission card or a certificate of participation may choose another method of participation in the Meeting, provided that his or her instruction to do so reaches the company within a timeframe that is compatible with the applicable regulations. Previous instructions received will then be revoked.

In accordance with the provisions set out in Article R.225-85 of the French Commercial Code, any shareholder having already submitted a postal vote or sent a proxy may transfer all or part their shares. However, if the transfer of ownership takes place preceding D-2, the Company will then invalidate or modify, accordingly, the vote cast remotely or the proxy.

For this purpose, the authorised account holder intermediary shall advise the Company or its representative of the transfer of ownership and provide the necessary details. No transfer of ownership after D-2, whatever the means used, shall be notified by the authorised account holder intermediary or shall be taken into consideration by the Company, notwithstanding any agreement to the contrary.

It is stated here that if the proxy's name is left blank, the Chairman of the Shareholders' Assembly shall vote in favour of adopting the draft resolutions presented or approved by the Board of Directors, and vote against adopting all other draft resolutions for the relevant proxies.

### **Requests for the inclusion of items or draft resolutions, written questions and consultation of documents made available to shareholders**

**Requests for the inclusion of items or draft resolutions on the Meeting's agenda** by shareholders must be sent to the Company's registered office by registered letter with an acknowledgement of receipt or by email to the address [assemblee.generale@ipsen.com](mailto:assemblee.generale@ipsen.com), such that they are received at the latest on the twenty-fifth day preceding the date of the Shareholders' Meeting, that is, **Sunday, 2 May 2021**.

Justification for requesting inclusion of items must be provided.

**Requests for the inclusion of draft resolutions** must propose the wording of such draft resolutions along with a brief account of the reasons and, where applicable, the information required in paragraph 5 of Article R.225-83 of the French Commercial Code in the case of a draft resolution that relates to a proposed candidate for appointment to the Board of Directors.

This request must include a certificate of registration attesting to ownership of or representation powers for the fraction of stock as required by Article R.225-71 of the abovementioned Commercial Code. A new certificate of registration in the same accounts must be supplied by the applicant two business days preceding the Shareholders' Meeting at 0.00 a.m., Paris time.

The wording of the draft resolutions presented by shareholders and the list of items added to the agenda at their request shall

be expeditiously posted on the corporate website ([www.ipsen.com](http://www.ipsen.com)).

In accordance with the provisions of Article R.225-84 of the French Commercial Code, a shareholder who wishes to ask **written questions** must send them to the attention of the Chairman of the Board of Directors, 65, quai Georges Gorse, 92100 Boulogne-Billancourt, France (Ipsen, General Secretary), by registered letter with an acknowledgment of receipt or by email to the address [assemblee.generale@ipsen.com](mailto:assemblee.generale@ipsen.com) **and must be received at the latest before the end of the second business day preceding the date of the Shareholders' Meeting (i.e. Tuesday, 25 May 2021)**. To be taken into account, a share registration certificate must be attached. A combined answer may be given to questions with similar content. The answer to a written question shall be deemed to have been given as soon as it is published on the Company's website in a section devoted to Q&As.

Given that the Shareholders' Meeting will be held without the physical presence of the shareholders, shareholders may not propose additional resolutions during the Shareholders' Meeting.

In compliance with the applicable legal provisions and regulations, all the documents that are required to be made available to shareholders in connection with Shareholders' Meetings shall be made available to the shareholders within the legal timeframe at Ipsen's registered office, 65, quai Georges Gorse, 92100 Boulogne-Billancourt, France (Ipsen, General Secretary) and on the corporate website <http://www.ipsen.com> (Investors/Shareholders' Meeting section) or upon request sent to the electronic address [assemblee.generale@ipsen.com](mailto:assemblee.generale@ipsen.com).

Effective from the Convening Notice, shareholders may request the Company to send them the documents and information mentioned in articles R.225-81 and R.225-83 of the French Commercial Code, up to the fifth day, inclusive, preceding the Meeting, preferably by email sent to [assemblee.generale@ipsen.com](mailto:assemblee.generale@ipsen.com) (or by post sent to Ipsen, General Secretary, 65 Quai Georges Gorse, 92100 Boulogne-Billancourt, France). The Company asks the shareholders to advise their email address where these documents can be sent to them so that the Company can officially send the said documents by email in accordance with article 3 of the aforementioned Order. Bearer shareholders must provide proof of their status by sending a shareholding certificate.

Shareholders are advised to use electronic communication whenever possible for all procedures and exchanges concerning this Shareholders' Meeting.

All the documents and information concerning this Shareholders' Meeting, as well other information and documents stipulated in article R.22-10-23 of the French Commercial Code will be published on the corporate website [www.ipsen.com](http://www.ipsen.com), Investors/Shareholders' Meeting section, at the latest on the twenty-first day preceding the Shareholders' Meeting, *i.e.*, **Thursday, 6 May 2021**.

The Ipsen corporate website [www.ipsen.com](http://www.ipsen.com) also provides access to the Group's annual publications, in particular, the Shareholders' Meeting brochure and the Company's 2020 Universal Registration Document, which includes the information stipulated in article R.225-83 of the French Commercial Code and the broadcast of the Shareholders' Meeting.

How to complete the form?

The Shareholders' Meeting being held excluding the physical presence of its shareholders, do not check here. No shareholder attendance will be possible.

The Shareholders' Meeting being held excluding the physical presence of its shareholders: select one from the 3 available options.

Your shares are bearer shares: You must return the voting form to your financial intermediary.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side  
 Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demander une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



**IPSEN**  
 Société Anonyme au capital de 83 814 526 euros  
 65, Quai Georges Gorse  
 92100 Boulogne-Biancourt  
 419 838 529 R.C.S. Nanterre

**ASSEMBLEE GENERALE MIXTE**  
 le jeudi 27 Mai 2021 à 15H00  
 Au siège social  
**Tenue hors présence physique des actionnaires**  
**COMBINED SHAREHOLDERS' MEETING**  
 on Thursday, 27 May 2021 at 3.00 p.m.  
 At the head office  
**Held without physical presence of shareholders**

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
41	42	43	44	45	46	47	48	49	50	I	J
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en notifiant la case correspondante :  
 in case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:  
 - Je donne pouvoir au Président de l'Assemblée générale. / I appoint the Chairman of the general meeting.  
 - Je m'abstiens. / I abstain from voting.  
 - Je donne procuration [cf. au verso verso (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom  
 I appoint [see reverse (4)] Mr., Mrs or Miss, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
 To be considered, this completed form must be returned no later than:

à la banque / to the bank 24.05.2021

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)  
**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**JE DONNE POUVOIR À : Cf. au verso (4)**  
**I HEREBY APPOINT: See reverse (4)**  
 pour me représenter à l'Assemblée  
 to represent me at the above mentioned Meeting  
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications doivent être effectuées sur le verso de ce formulaire). Cf. au verso (1)  
 Surname, first name, address of the shareholder (changes regarding this information have to be notified to relevant institution, using this proxy form). See reverse (1)

Date and sign here.

Date & Signature

Write your name and address here or check them if they already appear.

1<sup>st</sup> option

To vote by post: check here and follow the instructions.

2<sup>nd</sup> option

You wish to give your proxy to the Chairman of the Meeting: check here and follow the instructions.

3<sup>rd</sup> option

You wish to give your proxy to a specific representative: check here and write the name and address of this representative.



## MEMBERS OF THE BOARD OF DIRECTORS AND COMMITTEES CURRENTLY IN OFFICE

Name	Function	Nationality	Gender	Age	Date of first appointment	Date of last renewal	End of term of office	Independence	Committee membership
Marc de Garidel	Chairman of the Board of Directors	French	M	63	11/10/2010 with effect as at 22/11/2010	28/05/2019	ASM 2023	No	<ul style="list-style-type: none"> <li>Innovation and Development Committee – Specialty Care (Chairman)</li> <li>Innovation and Development Committee – Consumer HealthCare (Chairman)</li> </ul>
Antoine Flochel <sup>(5)</sup>	Vice Chairman <sup>(7)</sup> and Director	French	M	56	30/08/2005	07/06/2017	ASM 2021	No	<ul style="list-style-type: none"> <li>Compensation Committee (Chairman)</li> <li>Innovation and Development Committee – Specialty Care</li> </ul>
Highrock S.à.r.l.	Director	Luxembourg	–	–	06/01/2020 <sup>(1)</sup>	N/A	ASM 2022	No	<ul style="list-style-type: none"> <li>Innovation and Development Committee – Specialty Care (Guest)</li> <li>Innovation and Development Committee – Consumer HealthCare (Guest)</li> </ul>
Anne Beaufour <sup>(1)</sup>	Permanent representative of Highrock S.à.r.l.	French	F	57	06/01/2020 <sup>(1)</sup>	N/A	ASM 2022	–	See Highrock S.à.r.l. above
Henri Beaufour	Director	French	M	56	30/08/2005	28/05/2019	ASM 2023	No	<ul style="list-style-type: none"> <li>Innovation and Development Committee – Specialty Care (Guest)</li> <li>Innovation and Development Committee – Consumer HealthCare (Guest)</li> </ul>
Beech Tree SA <sup>(2)</sup>	Director	Luxembourg	–	–	06/01/2020 <sup>(2)</sup>	N/A	ASM 2024	No	<ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination Committee</li> <li>Ethics and Governance Committee</li> <li>Innovation and Development Committee – Consumer HealthCare</li> </ul>
Philippe Bonhomme	Permanent representative of Beech Tree SA	French	M	51	06/01/2020 <sup>(2)</sup>	N/A	ASM 2024	–	See Beech Tree SA above
Laëtitia Ducroquet	Director representing the employees	French	F	41	06/11/2020	N/A	ASM 2024 <sup>(6)</sup>	No	<sup>(3)</sup>
Margaret Liu <sup>(5)</sup>	Independent Director	American	F	64	07/06/2017	N/A	ASM 2021	Yes	<ul style="list-style-type: none"> <li>Ethics and Governance Committee (Chairperson)</li> <li>Innovation and Development Committee – Specialty Care</li> </ul>
David Loew <sup>(4)</sup> <sup>(5)</sup>	Chief Executive Officer and Director	Swiss	M	54	28/05/2020	N/A	ASM 2021	No	<ul style="list-style-type: none"> <li>Innovation and Development Committee – Specialty Care (Guest)</li> <li>Innovation and Development Committee – Consumer HealthCare (Guest)</li> </ul>
Michèle Ollier	Director	French-Swiss	F	62	27/05/2015	28/05/2019	ASM 2023	No	<ul style="list-style-type: none"> <li>Innovation and Development Committee – Specialty Care</li> </ul>
Jean-Marc Parant	Director representing the employees	French	M	61	27/11/2018	N/A	ASM 2022	No	<ul style="list-style-type: none"> <li>Ethics and Governance Committee<sup>(3)</sup></li> </ul>
Paul Sekhri	Independent Director	American	M	62	30/05/2018	N/A	ASM 2022	Yes	<ul style="list-style-type: none"> <li>Innovation and Development Committee – Specialty Care</li> <li>Audit Committee</li> <li>Nomination Committee</li> </ul>

## MEMBERS OF THE BOARD OF DIRECTORS AND COMMITTEES CURRENTLY IN OFFICE



Name	Function	Nationality	Gender	Age	Date of first appointment	Date of last renewal	End of term of office	Independence	Committee membership
Carol Stuckley <sup>(5)</sup>	Independent Director	American	F	65	07/06/2017	N/A	ASM 2021	Yes	<ul style="list-style-type: none"> <li>• Audit Committee (Chairperson)</li> <li>• Compensation Committee</li> </ul>
Piet Wigerinck	Independent Director	Belgian	M	56	30/05/2018	N/A	ASM 2022	Yes	<ul style="list-style-type: none"> <li>• Innovation and Development Committee – Specialty Care</li> <li>• Compensation Committee</li> </ul>
Carol Xueref	Director	British	F	65	01/06/2012	29/05/2020	ASM 2024	No	<ul style="list-style-type: none"> <li>• Nomination Committee (Chairperson)</li> <li>• Compensation Committee</li> <li>• Innovation and Development Committee – Consumer HealthCare</li> <li>• Ethics and Governance Committee</li> </ul>

<sup>(1)</sup> Anne Beaufour was first appointed on 30 August 2005 as Director and permanent guest of the Innovation and Development Committee – Specialty Care and of the Innovation and Development Committee – Consumer HealthCare on 30 May 2018. She resigned from her office on 6 January 2020 and has been appointed permanent representative of Highrock S.à.r.l when it was coopted in replacement.

<sup>(2)</sup> Philippe Bonhomme was appointed Director on 30 May 2018 and member of the Audit Committee, the Nomination Committee, the Ethics and Governance Committee and of the Innovation and Development Committee – Consumer HealthCare until 6 January 2020, date on which he resigned from his office and has been appointed permanent representative of Beech Tree SA when it was coopted in replacement.

<sup>(3)</sup> For further details, see section 5.1.2 of the 2020 universal registration document on the AFEP-MEDEF Code recommendations which have not been applied, concerning article 18.1., as well as the section 5.2.1.4 relating to the nomination of the second director representing the employees.

<sup>(4)</sup> The ratification of his cooptation to replace David Meek and the renewal of the office as director will be submitted to the 2021 Shareholders' Meeting.

<sup>(5)</sup> The renewal of the office will be submitted to the 2021 Shareholders' Meeting.

<sup>(6)</sup> In accordance with the provisions of Article 12 of the articles of association, directors representing the employees are appointed for a term of four years expiring at the end of the Shareholders' Meeting called to approve the financial statements for the previous financial year and held in the year during which the term of office expires.

<sup>(7)</sup> The Vice-Chairman of the Board did mainly participate in the preparation of the 19 Board meetings. He also reviewed the documents and information made available to Directors before the Board's convening.



## AGENDA

### ■ As an Ordinary Shareholders' Meeting

- Approval of the annual financial statements for the financial year ending 31 December 2020
- Approval of the consolidated financial statements for the financial year ending 31 December 2020
- Allocation of the results for the 2020 financial year and setting of the dividend at €1.00 per share
- Special report of the Statutory Auditors on regulated agreements – Finding of absence of new agreement
- Renewal of the term of office of Mr. Antoine Flochel, as a Director
- Renewal of the term of office of Mrs. Margaret Liu, as a Director
- Renewal of the term of office of Mrs. Carol Stuckley, as a Director
- Ratification of the temporary appointment of Mr. David Loew as a Director
- Renewal of the term of office of Mr. David Loew, as a Director
- Approval of the compensation policy applicable to the members of the Board of Directors
- Approval of the compensation policy applicable to the Chairman of the Board of Directors
- Approval of the compensation policy applicable to the Chief Executive Officer and/or any other executive officers
- Approval of the information relating to the compensation of corporate officers referred to in I of Article L.22-10-9 of the French Commercial Code
- Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. Marc de Garidel, Chairman of the Board of Directors
- Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. Aymeric Le Chatelier, Chief Executive Officer from 1<sup>st</sup> January 2020 to 30 June 2020
- Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. David Loew, Chief Executive Officer as of 1<sup>st</sup> July 2020
- Authorization to be given to the Board of Directors to allow the company to repurchase its own shares pursuant to the provisions of Article L.22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms, ceiling, suspension during period of a public offer

### ■ As an Extraordinary Shareholders' Meeting

- Authorization to be given to the Board of Directors to cancel the shares repurchased by the company pursuant to Article L.22-10-62 of the French Commercial Code, duration of the authorization, ceiling
- Delegation of authority to be given to the Board of Directors to increase the capital by incorporating reserves, profits

and/or premiums, duration of the delegation, maximum nominal amount of the share capital increase, treatment of fractional shares, suspension during period of a public offer

- Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or securities giving right to the capital (of the company or a group company) and/or debt securities, with retention of preferential subscription rights, duration of the delegation, maximum nominal amount of the share capital increase, option to offer the unsubscribed securities to the public, suspension during period of a public offer
- Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or securities giving right to the capital (of the company or a group company) and/or debt securities, without preferential subscription rights by public offer (to the exclusion of offers referred to in 1 of Article L.411-2 of the French Monetary and Financial Code), and/or as consideration for securities in connection with a public exchange offer, duration of the delegation, maximum nominal amount of the share capital increase, issue price, option to restrict the issue to the amount of subscriptions or to distribute unsubscribed securities, suspension during period of a public offer
- Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or securities giving right to the capital (of the company or a group company) and/or debt securities, without preferential subscription rights by an offering under the meaning of 1 of Article L.411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal amount of the share capital increase, issue price, option to restrict the issue to the amount of subscriptions or to distribute unsubscribed securities, suspension during period of a public offer,
- Authorization to increase the amount of issues, suspension during period of a public offer
- Delegation to be given to the Board of Directors to increase the share capital by issuance of ordinary shares and/or securities giving rights to the share capital, within the limit of 10%, in order to pay for capital contributions in kind consisting of equity securities or securities giving rights to the share capital, duration of the delegation, suspension during period of a public offer
- Delegation of authority to be given to the Board of Directors to increase the share capital by issuance of ordinary shares and/or securities giving right to the share capital without preferential subscription rights in favor of members of a company savings plan pursuant to Articles L.3332-18 *et seq.* of the French Labor Code, duration of the delegation, maximum nominal amount of the share capital increase, issue price, possibility to allocate free shares in compliance with Article L.3332-21 of the French Labor Code
- Authorization to be given to the Board of Directors to grant stock options to subscribe to and/or to purchase shares to salaried staff members and/or certain company officers of the company or of affiliated companies or economic interest groups, shareholders' waiver of their preferential subscription rights, duration of the authorization, ceiling, exercise price, maximum duration of the option
- Power to carry out formalities

## RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

### As an Ordinary Shareholders' Meeting

#### First resolution – Approval of the annual financial statements for the financial year ending 31 December 2020

The Shareholders' Meeting, having considered the Board of Directors' and the Statutory Auditors' reports on the annual financial statements for the financial year ending 31 December 2020, approves, as presented, the annual financial statements with a profit of €278,922,413.42.

#### Second resolution – Approval of the consolidated financial statements for the financial year ending 31 December 2020

The Shareholders' Meeting, having considered the Board of Directors' and the Statutory Auditors' reports on the consolidated financial statements for the financial year ending 31 December 2020, approves, as presented, the said financial statements with a profit (Group share) of 547,986 thousand of euros.

#### Third resolution – Allocation of the results for the 2020 financial year and setting of the dividend at €1.00 per share

The Shareholders' Meeting, upon a proposal by the Board of Directors, and having noted that the profit for the past financial year amounted to €278,922,413.42, decides to allocate the result for the year ending 31 December 2020 as follows:

- to the dividend for an amount of €83,814,526,

- to the retained earnings for an amount of €195,107,887.42.

The Shareholders' Meeting takes note that the total gross dividend for each share is set at €1.

When paid to individuals domiciled in France for tax purposes, the dividend is subject either to a single flat-rate withholding tax on the gross dividend at a flat rate of 12.8% (Article 200 A of the French General Tax Code) or, if the taxpayer expressly and irrevocably opts for a global withholding tax, to income tax according to the progressive scale notably after a 40% allowance (Articles 200 A, 13 and 158 of the French General Tax Code). The dividend is also subject to social security deductions at a rate of 17.2%.

The ex-date is set on 31 May 2021.

The amount will be paid on 2 June 2021.

In the event of a change in the number of shares giving right to a distribution compared with the 83,814,526 shares comprising the share capital on 31 December 2020, the overall amount of the dividends would be adjusted accordingly and the amount allocated to the retained earnings would be determined on the basis of the dividends actually paid.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the Shareholders' Meeting acknowledges that it was reminded that the dividends and incomes distributed for the three previous financial years were as follows:

For financial year	Incomes eligible for tax allowance		Incomes not eligible for tax allowance
	Dividends	Other incomes paid out	
2017	€83,782,308.00* <i>i.e.</i> , €1.00 per share	–	–
2018	€83,808,761.00* <i>i.e.</i> , €1.00 per share**	–	–
2019	–	–	€83,814,526.00* <i>i.e.</i> , €1.00 per share***

\* Including the amount of the unpaid dividend or distribution corresponding to treasury shares and allocated to the retained earnings account or on the account from which the distribution was collected.

\*\* Distribution of the entire balance of the retained earnings account and reserves in the amount of €40,763,761.64.

\*\*\* Distribution taken from the "Issue premium" account in the amount of €83,814,526.

#### Fourth resolution – Special report of the Statutory Auditors on regulated agreements – Finding of absence of new agreement

The Shareholders' Meeting, having considered the Statutory Auditors' special report on regulated agreements mentioning the absence of any new agreement of the kind referred to in Articles L.225-38 *et seq.* of the French Commercial Code, simply takes note of it.

#### Fifth resolution – Renewal of the term of office of Mr. Antoine Flochel as a Director

The Shareholders' Meeting decides to renew the term of office of Mr. Antoine Flochel as a Director for a term of four years expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year.

#### Sixth resolution – Renewal of the term of office of Mrs. Margaret Liu as a Director

The Shareholders' Meeting decides to renew the term of office of Mrs. Margaret Liu as a Director for a term of four years expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year.

#### Seventh resolution – Renewal of the term of office of Mrs. Carol Stuckley as a Director

The Shareholders' Meeting decides to renew the term of office of Mrs. Carol Stuckley as a Director for a term of four years expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year.

**Eighth resolution – Ratification of the temporary appointment of Mr. David Loew as a Director**

The Shareholders' Meeting ratifies the temporary appointment of Mr. David Loew as a Director, decided by the Board of Directors at its meeting of 28 May 2020, replacing Mr. David Meek following his resignation.

Consequently, Mr. David Loew shall exercise his functions for the remainder of the term of his predecessor, *i.e.*, until this Shareholders' Meeting.

**Ninth resolution – Renewal of the term of office of Mr. David Loew as a Director**

The Shareholders' Meeting decides to renew the term of office of Mr. David Loew as a Director for a term of four years expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year.

**Tenth resolution – Approval of the compensation policy applicable to the members of the Board of Directors**

The Shareholders' Meeting, acting pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the members of the Board of Directors, as presented in the corporate governance report included in the 2020 universal registration document, paragraph 5.4.1.3 (a), and mentioned in the Board of Directors' report to the Shareholders' Meeting.

**Eleventh resolution – Approval of the compensation policy applicable to the Chairman of the Board of Directors**

The Shareholders' Meeting, acting pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors as presented in the corporate governance report included in the 2020 universal registration document, paragraph 5.4.1.3 (b), and mentioned in the Board of Directors' report to the Shareholders' Meeting.

**Twelfth resolution – Approval of the compensation policy applicable to the Chief Executive Officer and/or any other executive officer**

The Shareholders' Meeting, acting pursuant to Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer and/or any other executive officer, as presented in the corporate governance report included in the 2020 universal registration document, paragraph 5.4.1.3 (c), and mentioned in the Board of Directors' report to the Shareholders' Meeting.

**Thirteenth resolution – Approval of the information relating to the compensation of corporate officers referred to in I of Article L.22-10-9 of the French Commercial Code**

The Shareholders' Meeting, acting pursuant to Article L.22-10-34 I of the French Commercial Code, approves the information relating to the compensation of the corporate officers referred to in I of Article L.22-10-9 of the French Commercial Code, as presented in the corporate governance report included in the 2020 universal registration document, paragraph 5.4.2.1, and mentioned in the Board of Directors' report to the Shareholders' Meeting.

**Fourteenth resolution – Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. Marc de Garidel, Chairman of the Board of Directors**

The Shareholders' Meeting, acting pursuant to Article L.22-10-34 II of the French Commercial Code, approves the base, variable and exceptional elements making up the total compensation and benefits of any kind paid during the past financial year or granted for the same financial year in respect of his duties to Mr. Marc de Garidel, Chairman of the Board of Directors, as presented in the 2020 universal registration document, paragraph 5.4.2.2, and mentioned in the Board of Directors' report to the Shareholders' Meeting.

**Fifteenth resolution – Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. Aymeric Le Chatelier, Chief Executive Officer from 1<sup>st</sup> January 2020 to 30 June 2020**

The Shareholders' Meeting, acting pursuant to Article L.22-10-34 II of the French Commercial Code, approves the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year in respect of his duties to Mr. Aymeric Le Chatelier, Chief Executive Officer from 1<sup>st</sup> January 2020 to 30 June 2020, as presented in the 2020 universal registration document, paragraph 5.4.2.3, and mentioned in the Board of Directors' report to the Shareholders' Meeting.

**Sixteenth resolution – Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. David Loew, Chief Executive Officer as of 1<sup>st</sup> July 2020**

The Shareholders' Meeting, acting pursuant to Article L.22-10-34 II of the French Commercial Code, approves the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year in respect of his duties to Mr. David Loew, Chief Executive Officer as of 1<sup>st</sup> July 2020, as presented in the 2020 universal registration document, paragraph 5.4.2.3, and mentioned in the Board of Directors' report to the Shareholders' Meeting.

**Seventeenth resolution – Authorization to be given to the Board of Directors to allow the Company to repurchase its own shares pursuant to the provisions of Article L.22-10-62 of the French Commercial Code**

The Shareholders' Meeting, having considered the Board of Directors' report, authorizes the Board, with the ability to delegate, for a period of eighteen months, in accordance with Articles L.22-10-62 *et seq* and L.225-210 of the French Commercial Code, to purchase, on one or several occasions as it shall see fit, Company shares within the limit of a maximum number of shares that may not represent more than 10% of the number of shares comprising the share capital on the day of this meeting, adjusted, if applicable, to take into account any share capital increases or reduction that may occur during the period covered by the programme.

This authorization terminates the authorization given to the Board of Directors by the Shareholders' Meeting held on 29 May 2020 in its seventeenth ordinary resolution.

The acquisitions may be carried out in order to:

- stimulate the secondary market or ensure the liquidity of IPSEN shares through the activities of an investment service provider in the form of a liquidity agreement compliant with

the practices authorised under the regulations, it being specified that within this context, the number of shares used to calculate the above-mentioned limit corresponds to the number of shares purchased, decreased by the number of shares sold,

- retain the purchased shares and subsequently deliver them for an exchange in the context of a merger, demerger or contribution or a payment related to possible external growth transactions,
- ensure the hedging of stock option plans and/or free share plans (or similar plans) in favor of group employees and/or corporate officers (including affiliated companies or economic interest groups) as well as all allocations of shares under a Company or group savings plan (or a similar plan), as part of the sharing of the Company's profits and/or all other forms of allocation of shares to group employees and/or corporate officers,
- ensure the coverage of negotiable securities giving rights to the allocation of Company shares in accordance with the regulations in force,
- possibly cancel acquired shares, subject to the authorization granted by this Shareholders' Meeting in its eighteenth extraordinary resolution.

These share purchases, sales, transfers or exchanges may be carried out by all means, including on the market or

off-market, or by multilateral trading facilities or through systematic internalizers, or over-the-counter, including through the acquisition or sale of blocks of securities, and at any times as the Board shall see fit.

The Company reserves the right to use options or derivative instruments in accordance with applicable regulations.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this authorization in the period of a public offer initiated by a third party for the Company's shares and until the end of the offer period.

The maximum purchase price is set at €200 per share. In the event of an equity transaction, in particular a stock split or a reverse stock split or an allocation of free shares to shareholders, the aforementioned amount will be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares comprising the share capital before the transaction and the number of shares after the transaction).

The maximum amount of the transaction is set at €1,676,290,400.

The Shareholders' Meeting grants all powers to the Board of Directors to carry out these transactions, determine their terms and conditions, sign all necessary agreements and carry out all formalities.

## As an extraordinary shareholders' meeting

### **Eighteenth resolution – Authorization to be given to the Board of Directors to cancel the shares repurchased by the company pursuant to Article L.22-10-62 of the French Commercial Code**

The Shareholders' Meeting, having considered the Board of Directors' report and the Statutory Auditors' report:

- 1) Authorizes the Board of Directors, with the ability to delegate, to cancel, as it shall see fit, on one or several occasions, subject to the limit of 10% of the share capital calculated on the day of the decision to cancel the shares, after deducting shares that may have been cancelled during the 24 previous months, the shares that the Company holds or may hold following the repurchases carried out under Article L.22-10-62 of the French Commercial Code as well as reduce the share capital proportionately in accordance with the legal and regulatory provisions in force,
- 2) Sets at twenty-four months from this Meeting the duration of the validity of this authorization,
- 3) Delegates all necessary powers to the Board of Directors to undertake all the transactions required by such cancellations and the resulting reductions in the share capital, accordingly change the Company's Articles of Association and to carry out any filings and formalities required by law.

### **Nineteenth resolution – Delegation of authority to be given to the Board of Directors to increase the capital by incorporating reserves, profits and/or premiums**

The Shareholders' Meeting, having met the quorum and majority requirements for ordinary shareholders' meetings,

having considered the Board of Directors' report, and in accordance with the provisions of Articles L.225-129-2, L.225-130 and L.22-10-50 of the French Commercial Code:

- 1) Delegates to the Board of Directors its authority to decide share capital increases, on one or several occasions, at such times and according to the terms and conditions the Board shall see fit, by the incorporation of reserves, profits, premiums or other sums that may be capitalised, by issuing and allocating free shares or by increasing the par value of existing ordinary shares, or by combining these two options.
- 2) Decides that should the Board of Directors use this delegation, in accordance with the provisions of Articles L.225-130 and L.22-10-50 of the French Commercial Code, in the case of a capital increase under the form of an allocation of free shares, fractional shares will not be tradable or assignable, and the corresponding equity securities will be sold; the proceeds from the sale will be allocated to the holders of rights within the delay set by regulations.
- 3) Sets at twenty-six months the duration of the validity of this delegation, calculated from the day of the present Meeting.
- 4) Decides that the amount of the capital increase resulting from issues carried out pursuant to this resolution shall not exceed 20% of the share capital on the day of this Meeting, without taking into account the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms,



## RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

the rights of holders of rights or securities giving access to Company's share capital.

This ceiling is independent of all other ceilings provided for in the other resolutions of this meeting.

- 5) Decides that the Board of Directors may not, without prior authorization by the Shareholders' Meeting, make use of this authorization from the filing by a third party of a public offer for the Company's shares and until the end of the offer period.
- 6) Grants to the Board of Directors all necessary powers to implement this resolution and, generally, to take all the measures and carry out all the formalities required to ensure the success of each capital increase, record its completion and amend accordingly the Articles of Association.
- 7) Takes note that the present delegation of authority shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

### **Twentieth resolution – Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or a group company) and/or debt securities, with retention of preferential subscription rights**

The Shareholders' Meeting, having considered the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and, in particular, its Articles L.225-129-2, L.228-92 and L.225-132 *et seq.*:

- 1) Delegates to the Board of Directors its powers to issue, free of charge or for a consideration, on one or several occasions, in such proportions and at such times as the Board shall see fit, on the French and/or international market, either in euros, or in foreign currencies or in any other monetary unit established by reference to a basket of currencies,
  - ordinary shares,
  - and/or securities giving access to the capital and/or debt securities.

In compliance with Article L.228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company that owns directly or indirectly more than half of our Company's share capital or in which our Company owns directly or indirectly more than half of the share capital.

- 2) Sets at twenty-six months the duration of the validity of the present delegation, calculated from the day of the present Meeting.
- 3) Decides that the overall nominal amount of ordinary shares that could be issued pursuant to this delegation shall not exceed 20% of the share capital on the day of the present Meeting.

If applicable, the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to Company's share capital, will be added to this upper limit.

The overall nominal amount of shares issued, directly or not, pursuant to the 21<sup>th</sup> and 22<sup>th</sup> resolutions of the present Meeting will count towards this upper limit.

- 4) Should the Board of Directors use this delegation of power with respect to the issues defined in 1) above:
  - a/ decides that the issue or issues of ordinary shares or of securities giving access to the share capital will be reserved by preference to shareholders who will be able to commit to an irrevocable subscription,
  - b/ decides that if the irrevocable subscriptions, and if applicable the revocable subscriptions, have not absorbed an entire issue as defined in 1), the Board of Directors will be able to use the following options:
    - restrict the amount of securities or shares issued to the amount of the subscriptions, if applicable, within the limits set by the regulations,
    - distribute all or part of the securities that have not been subscribed to at its discretion,
    - offer to the public all or part of the securities that have not been subscribed to,

- 5) Decides that the issue of warrants of the Company's shares may be made by subscription offer, but also by free grant to the owners of the existing shares, it being specified that the Board of Directors will be able to decide that the rights to grant will not be negotiable and the corresponding securities will be sold.
- 6) Decides that the Board of Directors will be entrusted with, in the limits set above, the powers required, in particular, to set the terms and conditions of the issue or issues, if applicable, record the completion of the capital increases resulting from said issues, amend accordingly the Articles of Association, charge the costs of the capital increases against the amount of the associated premiums, at its sole initiative, and deduct from the amount of the premiums relating to the capital increase the sums necessary to increase the statutory reserve to one-tenth of the new capital after each of these capital increases and, more generally speaking, do everything necessary in such a case.
- 7) Decides that the Board of Directors may not, without prior authorization by the Shareholders' Meeting, make use of this authorization from the filing by a third party of a public offer for the company's shares and until the end of the offer period.
- 8) Takes note that the present delegation shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

### **Twenty-first resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving right to the capital (of the company or a group company) and/or debt securities, without preferential subscription right by public offer (to the exclusion of offers referred to in 1 of Article L.411-2 of the French Monetary and Financial Code), and/or as consideration for securities in connection with a public exchange offer**

The Shareholders' Meeting, having considered the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French

Commercial Code and, in particular, its Articles L.225-129-2, L.225-136, L.22-10-51, L.22-10-52, L.22-10-54 and L.228-92:

- 1) Delegates to the Board of Directors its authority to issue, on one or several occasions, in such proportions and at such times as the Board shall see fit, on the French and/or international market, by means of an offering to the public, to the exclusion of offers referred to in 1 of Article L.411-2 of the French Monetary and Financial Code, either in euros, or in foreign currencies or in any other monetary unit established by reference to a basket of currencies:

- ordinary shares,
- and/or securities giving access to the capital and/or debt securities.

These securities may be issued for the purpose of paying for securities transferred to the Company in the context of a public exchange offer on securities meeting the conditions set by Article L.22-10-54 of the French Commercial Code.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may give rights to the ordinary shares to be issued by any company that owns directly or indirectly more than half of our Company's share capital or in which our Company owns directly or indirectly more than half of the share capital.

- 2) Sets at twenty-six months the duration of the validity of the present delegation, calculated from the day of the present Meeting.
- 3) The overall nominal amount of ordinary shares that could be issued pursuant to this delegation shall not exceed 10% of the share capital on the day of the present Meeting.

If applicable, the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to company's share capital, will be added to this upper limit.

The overall nominal amount of shares issued pursuant to the 20<sup>th</sup> and 22<sup>th</sup> resolutions of the present Meeting will count towards this upper limit.

- 4) Decides to cancel shareholders' preferential subscription rights to ordinary shares and to securities giving rights to the capital and/or to debt securities covered by the present resolution, while leaving, however, the option for the Board of Directors to grant shareholders a priority right, in accordance with the legislation.
- 5) Decides that the sum due or to become due to the Company for every one of the ordinary shares issued under this delegation of power, after taking into account, in the case of an issue of equity warrants, the issue price of said warrants, will be determined in compliance with the legal and regulatory provisions applicable at the time when the Board of Directors implements the delegation.
- 6) Decides, should securities be issued for the purpose of paying for securities transferred to the Company in the context of a public exchange offer, that the Board of Directors will hold, under the conditions set out in

Article L.22-10-54 of the French Commercial Code and in the limits set above, the powers required to draw up the list of securities tendered to the exchange, set issuance conditions, the exchange parity as well as, if applicable, the amount of the adjustment cash payment to be disbursed, and determine issuance terms and conditions.

- 7) Decides that if the subscriptions have not absorbed an entire issue as defined in 1/, the Board of Directors will be able to use the following options:
  - restrict the amount of securities or shares issued to the amount of the subscriptions, if applicable, within the limits set by the regulations,
  - distribute all or part of the securities that have not been subscribed to at its discretion.
- 8) Decides that the Board of Directors will be entrusted with, in the limits set above, the powers required, in particular, to set the terms and conditions of the issue or issues, if applicable, record the completion of the capital increases resulting from said issues, amend accordingly these Articles of Association, charge the costs of the capital increases against the amount of the associated premiums, at its sole initiative, and deduct from the amount of the premiums relating to the capital increase the sums necessary to increase the statutory reserve to one-tenth of the new capital after each of these capital increases and, more generally speaking, do everything necessary in such a case.
- 9) Decides that the Board of Directors may not, without prior authorization by the Shareholders' Meeting, make use of this authorization from the filing by a third party of a public offer for the company's shares and until the end of the offer period.
- 10) Takes note that the present delegation shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

**Twenty-second resolution – Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving right to the capital (of the company or a group company) and/or debt securities, without preferential subscription rights by an offering under the meaning of 1 of Article L.411-2 of the French Monetary and Financial Code**

The Shareholders' Meeting, having considered the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code and in particular its Articles L.225-129-2, L.225-136, L.22-10-52, and L.228-92:

- 1) Delegates to the Board of Directors its authority to issue, on one or several occasions, in such proportions and at such times as the Board shall see fit, on the French and/or international market, by an offering under the meaning of paragraph 1 of Article L.411-2 of the French Monetary and Financial Code, either in euros, or in foreign currencies or in any other monetary unit established by reference to a basket of currencies:
  - ordinary shares,
  - and/or securities giving access to the capital and/or debt securities.

In compliance with Article L.228-93 of the French Commercial Code, the securities to be issued may give rights to the ordinary shares to be issued by any company that owns directly or indirectly more than half of our Company's share capital or in which our Company owns directly or indirectly more than half of the share capital.

- 2) Sets at twenty-six months the duration of the validity of the present delegation, calculated from the day of the present Meeting.
- 3) The overall nominal amount of ordinary shares that may be issued pursuant to this delegation shall not exceed 10% of the share capital on the day of the present Meeting.

If applicable, the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to Company's share capital, will be added to this upper limit.

The overall nominal amount of shares issued pursuant to the 20<sup>th</sup> and 21<sup>th</sup> resolutions of the present Meeting will count towards this upper limit.

- 4) Decides to cancel shareholders' preferential subscription rights to ordinary shares and to securities giving rights to the share capital and/or to debt securities that are the subject of the present resolution.
- 5) Decides that the sum due or to become due to the Company for every one of the ordinary shares issued under this delegation of power, after taking into account, in the case of an issue of equity warrants, the issue price of said warrants, will be at least equal to the minimum required by the legal and regulatory provisions applicable at the time when the Board of Directors implements the delegation.
- 6) Decides that if the subscriptions have not absorbed an entire issue defined in 1/, the Board of Directors will be able to use the following options:
  - restrict the amount of securities or shares issued to the amount of the subscriptions, if applicable, within the limits set by the regulations,
  - distribute all or part of the securities that have not been subscribed to at its discretion.
- 7) Decides that the Board of Directors will be entrusted with, in the limits set above, the powers required, in particular, to set the terms and conditions of the issue or issues, if applicable, record the completion of the capital increases resulting from said issues, amend accordingly the Articles of Association, charge the costs of the capital increases against the amount of the associated premiums, at its sole initiative, and deduct from the amount of the premiums relating to the capital increase the sums necessary to increase the legal reserve to one-tenth of the new capital after each of these capital increases and, more generally speaking, do everything necessary in such a case.
- 8) Decides that the Board of Directors may not, without prior authorization by the Shareholders' Meeting, make use of this authorization from the filing by a third party of

a public offer for the company's shares and until the end of the offer period.

- 9) Takes note that the present delegation shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

#### **Twenty-third resolution – Authorization to increase the amount of issues**

The Shareholders' Meeting, having considered the Board of Directors' report, decides for every issue of ordinary shares or negotiable securities decided pursuant to the 20<sup>th</sup>, 21<sup>th</sup> and 22<sup>th</sup> resolutions, the number of securities to be issued may be increased under the conditions set out by Articles L.225-135-1 and R.225-118 of the French Commercial Code and within the limit of the ceilings determined by the Meeting.

#### **Twenty-fourth resolution – Delegation to be given to the Board of Directors to increase the share capital by issuance of ordinary shares and/or securities giving rights to the share capital, within the limit of 10%, in order to pay for capital contributions in kind consisting of equity securities or securities giving rights to the share capital**

The Shareholders' Meeting, having considered the Board of Directors' and the Statutory Auditors' report and in accordance with Article L.225-147, L.22-10-53 and L.228-92 of the French Commercial Code:

- 1) Authorizes the Board of Directors to issue, acting on a report of a certified public accountant, ordinary shares or securities giving access to ordinary shares in order to pay for contributions in kind granted to the company and consisting of equity securities or securities giving rights to the share capital in the event the provisions of Article L.22-10-54 of the French Commercial Code are not applicable.
- 2) Sets at twenty-six months the duration of the validity of the present delegation, calculated from the day of the present Meeting.
- 3) Decides that the overall nominal amount of ordinary shares that may be issued pursuant to the present delegation shall not exceed 10% of the share capital on the day of the present Meeting, without taking into account the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to company's share capital.

This ceiling is independent from all the upper limits defined by the other resolutions submitted to the present Meeting.

- 4) Delegates all powers to the Board of Directors to approve the assessment of contributions, decide the capital increase resulting from said assessment, record the completion of the capital increases resulting from said issues, charge the all costs of the capital increase against the amount of the associated premiums, if applicable, and deduct from the amount of the premiums relating to the capital increase the sums necessary to increase the legal reserve to one-tenth of the new capital after each of these capital increases, amend accordingly the

Articles of Association and, more generally speaking, do everything necessary in such a case.

- 5) Decides that the Board of Directors may not, without prior authorization by the Shareholders' Meeting, make use of this authorization from the filing by a third party of a public offer for the company's shares and until the end of the offer period.
- 6) Takes note that the present delegation shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

**Twenty-fifth resolution – Delegation of authority to be given to the Board of Directors to increase the share capital by issuance of ordinary shares and/or securities giving right to the share capital without preferential subscription rights in favor of members of a company savings plan pursuant to Articles L.3332-18 *et seq.* of the French Labor Code, duration of the delegation, maximum nominal amount of the share capital increase, issue price, possibility to allocate free shares in compliance with Article L.3332-21 of the French Labor Code**

The Shareholders' Meeting, having considered the Board of Directors' report and the Statutory Auditors' special report, acting pursuant to Articles L.225-129-6, L.225-138-1 and L.228-92 of the French Commercial Code and L.3332-18 *et seq.* of the French Labor Code:

- 1) Authorizes the Board of Directors, if it deems necessary, on its own initiative, to increase the share capital on one or several occasions by issuing ordinary shares or securities giving rights to the Company's share capital in favor of members of one or several group savings plans set up by the Company and/or French or foreign companies that are affiliated with it as defined by Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code.
- 2) Cancels in favor of these persons preferential subscription rights of shareholders to the shares that might be issued pursuant to the present delegation.
- 3) Sets at twenty-six months from the present Meeting the duration of the validity of this delegation.
- 4) Restricts the maximum nominal amount of the increase or increases that could be carried out by using this authorization at 5% of the amount of the share capital at the date of the present Meeting, and this amount is independent from any other ceiling defined with respect to the delegation of the power to carry out share capital increases. To this amount is added, if applicable, the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to company shares capital.
- 5) Decides that the price of the shares to be issued, pursuant to 1/ of this delegation, shall not be more than 30% lower, or 40% lower when the vesting period defined by the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is longer than or equal to ten years, than the average opening price of the stock during the 20 stock market trading days preceding the decision fixing the date of opening of the subscription, or higher than this average.
- 6) Decides, in application of the provisions of Article L.3332-21 of the French Labor Code, that the Board of Directors will be enabled to plan the free allocation to the beneficiaries defined in the first paragraph above, of shares to be issued or already issued or of other securities giving access to the Company's share capital to be issued or already issued, to cover (i) the employer's contribution that may be paid pursuant to the regulations of Company or Group savings plans, and/or (ii), if applicable, the discount and may decide, in the event of the issue of new shares in respect of the discount and/or the contribution, to incorporate in the capital the reserves, profits or issue premiums necessary for the release of said shares.
- 7) Takes note that the present delegation shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

The Board of Directors may implement or not this delegation, take all measures and carry out all necessary formalities.

**Twenty-sixth resolution – Authorization to be given to the Board of Directors to grant stock options to subscribe to and/or to purchase shares to salaried staff members and/or certain company officers of the company or of affiliated companies or economic interest groups, shareholders' waiver of their preferential subscription rights, duration of the authorization, ceiling, exercise price, maximum duration of the option**

The Shareholders' Meeting, having considered the Board of Directors' report and the Statutory Auditors' special report:

- 1) Authorizes the Board of Directors, pursuant to the provisions of Articles L.225-177 to L. 225-185, L.22-10-56 and L.22-10-57 of the French Commercial Code, to grant on one or several occasions, in favor of beneficiaries specified hereafter, options giving a right to subscribe to new shares of the Company to be issued as a part of a share capital increase or purchase existing shares of the Company resulting from repurchases carried out under the conditions set out by law.
- 2) Sets at twenty-six months as of the day of the present Shareholders' Meeting the duration of the validity of the present authorization.
- 3) Decides that the beneficiaries of these options may only be:
  - on the one hand, employees or some of them, or certain categories of the personnel, of the Ipsen company and, if applicable, companies or economic interest groupings that are affiliated to Ipsen as defined by Article L.225-180 of the French Commercial Code;
  - on the other hand, the company officers who meet the conditions set by Article L.225-185 of the French Commercial Code.
- 4) The total number of options that may be granted by the Board of Directors pursuant to this delegation shall not carry the right to subscribe to or buy a number of shares higher than 3% of the share capital at the date of the present Meeting, being specified (i) that the total number of shares that may be freely granted by the Board of Directors under the eighteenth extraordinary resolution of the Combined Shareholders' Meeting of 29 May 2020 and (ii) that, if applicable, the nominal amount of the



## RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of options in case of operation on the Company's share capital, will be added to this upper limit. The options granted, if any, to the corporate officers of the Company may not entitle to subscribe for or purchase a number of shares representing more than 20% of this overall limit of 3% of the share capital (i.e. 0.6% of the share capital) and the exercise of these options will be subject to one or several performance conditions set by the Board of Directors.

- 5) Decides that the subscription and/or purchase price of shares paid by the beneficiaries will be determined on the day when the options will be granted by the Board of Directors according to the terms and conditions and within the limits authorised by the legislation in force, without any discount.
- 6) Decides that no option shall be granted during the blackout periods laid down by the regulations.
- 7) Takes note that this authorization includes, in favor of beneficiaries of options to subscribe to shares, an explicit waiver by shareholders of their preferential subscription rights to the shares that will be issued as options are gradually exercised.
- 8) Delegates all powers to the Board of Directors to set the other terms and conditions of the allocation of options and how they are to be exercised and notably to:
  - determine the conditions under which options will be granted and draw up the list, or define the categories, of beneficiaries as defined above; set, if applicable, the seniority conditions these beneficiaries will have to meet;

- decide under which conditions the price and the number of shares will have to be adjusted, in particular, under the assumptions set out in Article L.225-181 and in accordance with the procedures set out in Articles R.225-137 to R.225-142 of the French Commercial Code;
  - determine the exercise period or periods of the options granted, taking into account the fact that the duration of options shall not exceed a period of 10 years, as of their allocation date;
  - if necessary, to acquire the shares required under the share buyback program and allocate them to the stock option plan;
  - carry out any and all operations and formalities directly or through an agent, aimed at completing the capital increase or increases which may be carried out, if applicable, pursuant to the authorization that proposed by this resolution; accordingly amend the Articles of Association and generally speaking do everything that will be necessary;
  - at its initiative if it so deems fit, deduct from the amount of the premiums relating to the capital increase the sums necessary to increase the statutory reserve to one-tenth of the new capital after each of these capital increases.
- 9) Takes note that the present authorization shall cancel and supersede any previous authorization with the same purpose.

### **Twenty-seventh resolution – Powers to carry out formalities**

The Shareholders' Meeting grants full authority to the holder of an original, copy or extract of the minutes of this Meeting to carry out any filings and formalities required by law.

## REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSED RESOLUTIONS SUBMITTED TO THE COMBINED SHAREHOLDERS' MEETING OF 27 MAY 2021

The Board of Directors convenes the shareholders to the Combined Shareholders' Meeting to be held on 27 May 2021, to report on the Company's operations during the financial year closed on 31 December 2020 and submit the following proposed resolutions for their approval:

### ■ Approval of the 2020 annual financial statements and allocation of profit (1<sup>st</sup> to 3<sup>rd</sup> ordinary resolutions)

The first resolutions on the agenda relate to the approval of the annual financial statements (**first resolution**) and the consolidated financial statements (**second resolution**).

Ipsen SA's annual financial statements for the year closed on 31 December 2020 show a profit of €278,922,413.42.

The consolidated financial statements for the year closed on 31 December 2020 show a profit (Group share) of 547,986 thousand of euros.

Detailed comments on the annual and consolidated financial statements are given in the 2020 Universal Registration Document.

The purpose of the **third resolution** is to decide the allocation of the results and set the dividend for the 2020 financial year.

The Board of Directors, proposes to the Shareholders' Meeting to allocate the result of the financial year ended 31 December as follows:

- To dividends: €83,814,526;
- To retained earnings: €195,107,887.42.

The amount allocated for each share would thus be set at €1.00.

The ex-date would be 31 May 2021 and its payment date 2 June 2021.

In the event of a change in the number of shares giving right to a distribution compared with the 83,814,526 shares comprising the share capital on 31 December 2020, the overall amount of dividends would be adjusted accordingly and the amount allocated to the retained earnings account would be determined on the basis of the dividends actually paid.

When paid to individuals domiciled in France for tax purposes, the dividend is subject either to a single flat-rate withholding tax on the gross dividend at a flat rate of 12.8% (Article 200 A of the French General Tax Code) or, if the taxpayer expressly and irrevocably opts for a global withholding tax, to income tax according to the progressive scale notably after a 40% allowance (Articles 200 A, 13 and 158 of the French General Tax Code). The dividend is also subject to social security deductions at a rate of 17.2%.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the Shareholders' Meeting acknowledges that it was reminded that the dividends and incomes distributed for the three previous financial years were as follows:

For financial year	Incomes eligible for tax allowance		Incomes not eligible for tax allowance
	Dividends	Other incomes paid out	
2017	€83,782,308.00* <i>i.e., €1.00 per share</i>	–	–
2018	€83,808,761.00* <i>i.e., €1.00 per share**</i>	–	–
2019	–	–	€83,814,526.00* <i>i.e., €1.00 per share***</i>

\* Including the amount of the unpaid dividend or distribution corresponding to treasury shares and allocated to the retained earnings account or on the account from which the distribution was collected.

\*\* Distribution of the entire balance of the retained earnings account and reserves in the amount of €40,763,761.64.

\*\*\* Distribution taken from the "Issue premium" account in the amount of €83,814,526.

### ■ Regulated agreements (4<sup>th</sup> ordinary resolution)

It is first reminded that only the new agreements entered into during the last financial year ended shall be submitted to this Shareholders' Meeting.

It is specified that there are no new agreements and commitments of the kind of the ones referred to under Article L.225-38 of the French Commercial Code. It is asked under this resolution to take note of it (**fourth resolution**).

They are also presented in the special report of the statutory auditors relating thereto which will be presented to the Meeting and which is included in the Company's 2020 Universal Registration Document.

### ■ Directors (5<sup>th</sup> to 9<sup>th</sup> ordinary resolutions)

The Board of Directors, upon a recommendation of the Nominations Committee, proposes to the Shareholders' Meeting:

- renew the term of office of Mr. Antoine Flochel as a Director, for a term of four years, expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year (**fifth resolution**).

Mr. Antoine Flochel, Director of Ipsen SA since 2005, is Vice-Chairman of the Board of Directors, Chairman of the

Compensation Committee and member of the Innovation and Development Committee – Specialty Care.

Given his involvement in the work of the Company's Board of Directors and the two specialized Committees of which he is a member, including one in capacity as Chairman, as well as for the diligence he has shown, with an attendance rate of 100% for meetings of the Board of Directors and for the two Committees of which he is a member, it is proposed to renew the office of Mr. Antoine Flochel as a Director. This proposal also takes into account his knowledge of the Company and the environment in which it operates, his mastery of financial and governance issues, including those relating to management's compensation.

The Board of Directors, upon the proposal of the Nomination Committee and based on the opinion of the Ethics and Governance Committee, considers that Mr Antoine Flochel may not be qualified as an independent member according to the independence criteria set out in the AFEP-MEDEF Code.

Additional information concerning this Director is set out in Appendix 1 of the convening notice and in the 2020 Universal Registration Document.

- renew the term of office of Mrs. Margaret Liu as a Director, for a term of four years, expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year (**sixth resolution**).

Mrs. Margaret Liu, Director of Ipsen SA since 2017, is Chairperson of the Ethics and Governance Committee and member of the Innovation and Development Committee – Specialty Care.

Given her involvement in the work of the Company's Board of Directors and the two specialized Committees of which she is a member, including one in capacity as Chairperson, as well as for the diligence she has shown, with an attendance rate of 95% for meetings of the Board of Directors and 100% for the two Committees of which she is a member, it is proposed to renew the office of Mrs. Margaret Liu as a Director. This proposal also takes into account her knowledge in the fields of health and vaccines, governance issues and her professional and academic scientific experience in an international context.

The Board of Directors, upon the proposal of the Nomination Committee and based on the opinion of the Ethics and Governance Committee, considers that Mrs. Margaret Liu may be qualified as an independent member according to the independence criteria set out in the AFEP-MEDEF Code.

Additional information concerning this Director is set out in Appendix 1 of the convening notice and in the 2020 Universal Registration Document.

- renew the term of office of Mrs. Carol Stuckley as a Director, for a term of four years, expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year (**seventh resolution**).

Mrs. Carol Stuckley, Director of Ipsen SA since 2017, is Chairperson of the Audit Committee and member of the Compensation Committee.

Given her involvement in the work of the Company's Board of Directors and the two specialized Committees of which she is a member including one in capacity as Chairperson, as well as for the diligence she has shown, with an attendance rate of 100% for meetings of the Board of Directors and for the two Committees of which she is a member, it is proposed to renew the office of Mrs. Carol Stuckley as a Director. This proposal also takes into account her knowledge of financial, audit and M&A fields (as required for the Audit Committee), as well as her professional experience in international pharma groups and companies.

The Board of Directors, upon the proposal of the Nomination Committee and based on the opinion of the Ethics and Governance Committee, considers that Mrs. Carol Stuckley may be qualified as an independent member according to the independence criteria set out in the AFEP-MEDEF Code.

Additional information concerning this Director is set out in Appendix 1 of the convening notice and in the 2020 Universal Registration Document.

- ratify the temporary appointment as a Director, made by the Board of Directors on 28 May 2020, of Mr. David Loew, replacing Mr. David Meek, who resigned. Consequently, Mr. David Loew shall exercise its functions for the remainder of the term of office of his predecessor, *i.e.* until the present Meeting (**eighth resolution**). It is also proposed to renew the office of Mr. David Loew as a Director, for a term of four years, expiring at the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year (**ninth resolution**).

Mr. David Loew is a permanent guest to the Innovation and Development Committee – Specialty Care and the Innovation and Development Committee – Consumer HealthCare since 28 May 2020. He is also Chief Executive Officer of the Company since 1<sup>st</sup> July 2020.

Given his involvement in the work of the Company's Board of Directors with an attendance rate of 100% for meetings of the Board of Directors since he took office, his international professional experience in the pharmaceutical field and his knowledge of financial and governance issues, it is proposed to ratify the temporary appointment and to renew the office of Mr. David Loew as a Director.

The Board of Directors, upon the proposal of the Nomination Committee and based on the opinion of the Ethics and Governance Committee, considers that Mr. David Loew may not be qualified as an independent member according to the independence criteria set out in the AFEP-MEDEF Code.

Additional information concerning this Director is set out in Appendix 1 of the convening notice and in the 2020 Universal Registration Document.

#### Information about the Board of Directors:

- The individual attendance rates for all Directors are detailed in the 2020 Universal Registration Document. During the 2020 financial year, the attendance rate at Board meetings was of 98%.
- If the appointment and renewal proposals are approved:
  - The Board's independence rate, as defined in all the criteria of the AFEP-MEDEF Code adopted by the

Company, would be of 33%. The Company will therefore continue to comply with the recommendations of this Code regarding the proportion of Independent Directors.

- The proportion of women members of the Board would be of 42%, in accordance with the law.
- The average age would be kept at 58.
- The Board's internationalisation rate would be 50% with 5 different nationalities represented.

### ■ Compensation of Corporate Officers (10<sup>th</sup> to 16<sup>th</sup> ordinary resolutions)

In compliance with the provisions of L.22-10-8 of the French Commercial Code, it is proposed (**tenth to twelfth resolutions**) to approve the compensation policy for the members of the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer and/or any other executive officers.

The compensation policy for the members of the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer and/or any other executive officers, is presented in the Corporate Governance report included in the 2020 Universal Registration Document, section 5.4.1.3 and mentioned in Appendix 2 of the convening notice.

#### Approval of the information relating to the compensation of corporate officers referred to in I of Article L.22-10-9 of the French Commercial Code

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, it is proposed that the Meeting approves the information relating to the compensation of corporate officers referred to in I of Article L.22-10-9 of the French Commercial Code, presented in the Corporate Governance report, which is included in the 2020 Universal Registration Document, section 5.4.2.1 and mentioned in Appendix 3 of the convening notice (**thirteenth resolution**).

#### Approval of the base, variable and exceptional elements making up the total compensation and benefits of any kind paid during the past financial year or granted for the same financial year to Mr. Marc de Garidel, Chairman of the Board of Directors

The Board of Directors proposes to the Shareholders' Meeting to approve the base, variable and exceptional elements making up the total compensation and benefits of any kind paid during the past financial year or granted for the same financial year in respect of his duties to Mr. Marc de Garidel, Chairman of the Board of Directors (**fourteenth resolution**).

The compensation elements are attached to the convening notice (Appendix 4).

#### Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. Aymeric Le Chatelier, Chief Executive Officer from 1<sup>st</sup> January 2020 to 30 June 2020

The Board of Directors proposes to the Shareholders' Meeting to approve the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year in respect of his duties to Mr Aymeric Le Chatelier, Chief Executive Officer ad interim from 1<sup>st</sup> January 2020 to 30 June 2020 (**fifteenth resolution**).

The compensation elements are attached to the convening notice (Appendix 4).

#### Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. David Loew, Chief Executive Officer since 1<sup>st</sup> July 2020

The Board of Directors proposes to the Shareholders' Meeting to approve the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year in respect of his duties to Mr. David Loew, Chief Executive Officer since 1<sup>st</sup> July 2020 (**sixteenth resolution**).

The compensation elements are attached to the convening notice (Appendix 4).

### ■ Repurchasing by the Company of its own shares and, if applicable, cancellation of these shares (17<sup>th</sup> ordinary and 18<sup>th</sup> extraordinary resolutions)

#### Authorization to be given to the Board of Directors to allow the Company to repurchase its own shares pursuant to the provisions of Article L.22-10-62 of the French Commercial Code

Pursuant to the **seventeenth resolution**, it is proposed to the Shareholders' Meeting to authorize the Board of Directors, with the ability to delegate, for a period of eighteen months, the powers required to purchase, on one or several occasions as it shall see fit, Company shares within the limit of a maximal number of shares that may not represent more than 10% of the number of shares comprising the share capital on the day of this meeting, adjusted, if applicable, to take into account any share capital increases or reductions that may occur during the period covered by the program.

This authorization would terminate the authorization given to the Board of Directors by the Shareholders' Meeting held on 29 May 2020 in its seventeenth ordinary resolution.

The acquisitions may be carried out in order to:

- stimulate the secondary market or ensure the liquidity of the IPSEN shares through the activities of an investment service provider *via* a liquidity agreement admitted by the regulations, it being specified that in this framework, the number of shares used to calculate the above-mentioned limit corresponds to the number of shares purchased, decreased by the number of shares sold;
- retain the purchased shares and subsequently deliver them within the context of an exchange in the context of a merger, demerger or contribution or a payment related to possible external growth transactions;
- ensure the hedging of stock option plans and/or free share plans (or similar plans) in favor of group employees and/or corporate officers (including and economic interest groups and affiliated companies) as well as all allocations of shares under a Company or group savings plan (or a similar plan), as part of the sharing of the Company's profits and/or all other forms of allocation of shares to group employees and/or corporate officers;
- ensure the coverage of negotiable securities giving rights to the allocation of Company shares in accordance with the regulations in force;

- possibly cancel acquired shares, subject to the authorization to be granted by this Shareholders' Meeting in its eighteenth extraordinary resolution.

These share purchases, sales, transfers or exchanges may be carried out by all means, including on the market or off-market, or by multilateral trading facilities or through systematic internalizers, or over-the-counter, including through the acquisition or sale of blocks of securities, and at any times as the Board shall see fit. The Company would reserve the right to use options or derivative instruments in accordance with applicable regulations.

The Board of Directors may not, without prior authorization of the Shareholders' Meeting, make use of this authorization in the period of a public offer initiated by a third party for the Company's shares and until the end of the offer period.

The Board of Directors proposes to the Shareholders' Meeting to set the maximum purchase price at €200 per share. Consequently, the maximum amount of the transaction would be set at €1,676,290,400.

The Shareholders' Meeting would grant all powers to the Board of Directors to carry out these transactions.

#### **Authorization to be given to the Board of Directors to cancel shares purchased by the Company under article L.22-10-62 of the French Commercial Code**

In the **eighteenth extraordinary resolution**, it is proposed to authorize the Board of Directors, for a period of 24 months and with the option of delegation, to cancel, at its sole discretion, on one or more occasions, up to a limit of 10% of the share capital calculated as of the date of the cancellation decision, less any shares cancelled during the previous 24 months, the shares that the company holds or may hold as a result of the repurchases carried out within the framework of Article L.22-10-62 of the French Commercial Code, and to reduce the share capital accordingly in accordance with the legal and regulatory provisions in force.

Detailed information on the share buyback and cancellation transactions carried out in 2020 is provided in the 2020 Universal Registration Document.

#### **Delegations and authorizations to the Board of Directors (19<sup>th</sup> to 26<sup>th</sup> extraordinary resolutions)**

The Board of Directors would like to be granted the delegations of power required to issue, should it deem this useful, any amount of securities that might prove necessary with respect to developing the Company's operations. This is why shareholders are asked to accept to renew the delegations and authorisations the Board had been granted and that will soon expire under the conditions set out hereafter. The table of delegations of authority and authorizations approved by the Combined Shareholders' Meetings held on 28 May 2019 and 29 May 2020 are presented in the 2020 Registration Document, page 262.

The proposed delegations would be suspended in the event of a public offer for the shares of the Company initiated by a third party, apart from the delegation on employee savings plan delegation (twenty-fifth resolution) and the authorization to grant stock-options (twenty-sixth resolution).

#### **Delegation of authority to increase the capital by incorporating reserves, profits and/or premiums**

The Shareholders' Meeting held on 28 May 2019 gave a delegation that allowed the Board of Directors to increase the share capital by incorporation of profits, reserves and/or premiums. The Board of Directors has not used this delegation.

Nevertheless, as this delegation is about to expire, the Board of Directors proposes to the Shareholders' Meeting, as set out in the **nineteenth resolution**, to renew this delegation for a period of 26 months in order to give the Board of Directors to increase the capital on one or several occasions, at such times and according to the terms and conditions the Board shall see fit by incorporation of profits, reserves and/or premiums and by the issuance and the allocation of free shares and/or by increasing the par value of existing ordinary shares, or by combining these two options.

The capital increases carried out pursuant to this delegation may not exceed a maximum ceiling of 20% of the share capital as of the day of the Meeting, without taking into account the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to company's capital. This ceiling would be independent of all other ceilings provided for in the other resolutions of this meeting.

The Board of Directors would all necessary powers to implement this resolution and, generally, to take all the measures and carry out all the formalities required to ensure the success of each capital increase, record its completion and amend accordingly the Articles of Association.

This present delegation of authority would cancel and supersede, as of the day of this meeting, any previous delegation with the same purpose up to, if applicable, the unused part.

#### **Delegation of authority to issue ordinary shares and/or securities giving right to the capital (of the company or a group company) and/or debt securities, with retention of preferential subscription rights of the shareholders**

The Shareholders' Meeting held on 28 May 2019 gave a delegation allowing the Board of Directors to issue ordinary shares giving right to ordinary shares or allocation of debt securities and/or securities giving right to ordinary shares while maintaining shareholders' preferential subscription rights. The Board of Directors has not used this delegation.

Nevertheless, as this delegation is about to expire, the Board of Directors proposes to the Shareholders' Meeting, pursuant to the **twentieth resolution**, to renew it for a period of 26 months in order to give the possibility to the Board to issue ordinary shares and/or to debt securities, with preferential subscription rights.

In compliance with the legislation, the securities to be issued might give rights to ordinary shares of any company that owns directly or indirectly more than half of the Company's share capital or ordinary shares of any company in which the Company owns directly or indirectly more than half of the share capital.

The securities issued pursuant to this delegation may not exceed 20% of the Company's share capital of the Company at the date of the Meeting (without taking into account the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to the Company's share capital). The aggregate par value of shares issued, directly or indirectly, under the 21<sup>st</sup> and 22<sup>nd</sup> resolutions would be deducted from this ceiling.

Pursuant to this delegation, the issues would be carried out while maintaining the shareholders' preferential subscription rights.

If the irreducible subscriptions, and if applicable the reducible subscriptions, do not absorb the entire issue, the Board of Directors may use the following options:

- limit the issue to the amount of subscriptions within the limits provided for by the regulations,
- freely allocate all or part of the unsubscribed securities,
- offer all or part of the unsubscribed securities to the public.

The issues of warrants to subscribe for shares in the Company could be carried out by subscription offer, but also by free allocation to the owners of existing shares, it being specified that the Board of Directors would have the option of deciding that the allocation rights forming fractional shares would not be negotiable and that the corresponding securities would be sold.

This delegation of powers would supersede, as of the date of the Meeting, any unused portion of any previous delegation of powers for the same purpose.

**Delegation of authority to issue ordinary shares and/or securities giving right to the capital (of the company or a group company) and/or debt securities, without preferential subscription rights by public offer (to the exclusion of offers referred to in 1 of Article L.411-2 of the French Monetary and Financial Code) and/or as consideration for securities in connection with a public exchange offer**

The Shareholders' Meeting held on 28 May 2019 approved a delegation that allowed the Board of Directors to issue ordinary shares giving right to ordinary shares or allocation of debt securities and/or securities giving right to ordinary shares while cancelling shareholders' preferential subscription rights by means of a public offer. The Board of Directors has not used this delegation.

Nevertheless, as this delegation is about to expire, the Board of Directors proposes to the Shareholders' Meeting, pursuant to the **twenty-first resolution**, to renew it for a period of 26 months in order to give the possibility to the Board to issue ordinary shares and/or securities giving access to the capital and/or debt securities while cancelling shareholders' preferential subscription rights by means of a public offer excluding the offers referred to in Article L.411-2 of the French Monetary and Financial Code or in order to pay for securities that would be transferred to the Company in the context of a public exchange offer on securities meeting the conditions set by Article L.22-10-54 of the French Commercial Code.

In compliance with the legislation, the securities to be issued might give rights to ordinary shares of any company that

owns directly or indirectly more than half of the Company's share capital or of any company in which the Company owns directly or indirectly more than half of the share capital.

The overall nominal amount of ordinary shares that could be issued pursuant to this delegation shall not exceed 10% of the Company's share capital on the date of the Meeting (without taking into account the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to the Company's capital). This ceiling would be to count towards the amount of the ceiling of the maximum nominal capital increase defined in the 20<sup>st</sup> and 22<sup>nd</sup> resolutions of the present Meeting.

The shareholders' preferential subscription right to the ordinary shares and/or to the securities giving access to the capital and/or to debt securities would be suppressed with the possibility for the Board to grant, if necessary, a priority period to the shareholders to subscribe to the issued shares.

The sum due or to become due to the Company for every one of the ordinary shares issued under this delegation of power, after taking into account, if equity warrants are issued, the subscription price of said warrants, would be determined in compliance with the legal and regulatory provisions applicable at the time when the Board of Directors implements the delegation.

Should securities be issued with the purpose of paying for securities that would be transferred to the Company in the context of a public exchange offer, the Board of Directors would hold, under the conditions set in Article L. 22-10-54 of the French Commercial Code and in the limits set above, the powers required to draw up the list of securities tendered to the exchange, set issuance terms and conditions, the exchange parity as well as, should the need arise, the amount of the cash adjustment to be paid, and determine issuance terms and conditions.

If the subscriptions have not absorbed an entire issue the Board of Directors will be able to use the following options:

- restrict the amount of securities or shares issued to the amount of the subscriptions, if applicable, within the limits set by the regulations,
- distribute all or part of the securities that have not been subscribed to at its discretion.

The present delegation shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

**Delegation of authority to issue ordinary shares and/or securities giving right to the capital (of a company or a group company) and/or debt securities, without preferential subscription rights by an offering under the meaning of 1 of Article L.411-2 of the French Monetary and Financial Code)**

The Shareholders' Meeting held on 28 May 2019 delegated the authority allowing the Board of Directors to issue ordinary shares giving, if appropriate, right to ordinary shares or allocation of debt securities and/or securities giving right to ordinary shares, while cancelling shareholders' preferential subscription rights by an offering under the meaning of paragraph 1 of Article L.411-2 of the French Monetary and

Financial Code. The Board of Directors has not used this delegation.

Nevertheless, as this delegation is about to expire, the Board of Directors proposes to the Shareholders' Meeting, pursuant to the **twenty-second resolution**, to renew it for a period of 26 months in order to enable the Board to issue ordinary shares and/or securities giving right to the capital and/or debt securities, while cancelling shareholders' preferential subscription rights through a private placement.

In compliance with the law, the securities to be issued might give access to ordinary shares of any company that owns directly or indirectly more than half of the Company's share capital or of any company in which the Company owns directly or indirectly more than half of the share capital.

The total nominal amount of ordinary shares that may be issued under this delegation may not exceed 10% of the Company's share capital on the date of the Meeting. If applicable, the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to the Company's share capital, would be added to this upper limit.

This ceiling would be to count towards the ceiling of the overall nominal capital increase set in the 20<sup>st</sup> and 21<sup>st</sup> resolutions of this Meeting.

The sum due or to become due to the Company for every one of the ordinary shares issued, after taking into account, if equity warrants are issued, the subscription price of said warrants, would be determined in accordance with the legal and regulatory provisions applicable at the time when the Board of Directors implements the delegation.

If the subscriptions have not absorbed the entire issue, the Board of Directors will be able to use the following options:

- restrict the amount of securities or shares issued to the amount of the subscriptions, if applicable, within the limits set by the regulations,
- distribute all or part of the securities that have not been subscribed to at its discretion.

This delegation shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

#### **Authorization to increase the amount of issues**

For every issue of ordinary shares or securities decided in application of the vingtième à vingt-deuxième resolutions, the Board of Directors proposes to the Shareholders' Meeting, pursuant to the **twenty-third resolution**, that the number of shares to be issued may be increased under the conditions set out in Articles L.225-135-1 and R.225-118 of the French Commercial Code and subject to the limits set by the Meeting.

#### **Delegation of authority to increase the share capital in order to pay for capital contributions in kind consisting of equity securities and/or securities giving rights to the Company's share capital**

The Shareholders' Meeting held on 28 May 2019 gave a delegation allowing the Board of Directors to issue ordinary shares and/or securities giving access to ordinary shares in order to pay for contributions in kind granted to the Company and made up of equity securities or negotiable securities

giving rights to the share capital. The Board has not used this delegation of power.

Nevertheless, as this delegation is about to expire, the Board of Directors proposes to the Shareholders' Meeting, pursuant to the **twenty-fourth resolution**, to renew it for a period of 26 months in order to enable the Board to carry out such issues.

The overall nominal amount of ordinary shares that may be issued pursuant to the present delegation shall not exceed 10% of the share capital on the date of the Meeting (without taking into account the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to Company's shares), being specified that this ceiling would be independent from the other upper limits defined by this Meeting.

This delegation shall cancel and supersede, as of this day, any previous delegation with the same purpose up to, if applicable, the unused part.

#### **Delegation of authority to increase the share capital by issuance of ordinary shares and/or securities giving right to the share capital while cancelling preferential subscription rights reserved for members of a company saving plan**

The Shareholders' Meeting held on 28 May 2019 gave a delegation allowing the Board of Directors to increase the share capital by issuing shares or negotiable securities giving rights to the Company's share capital reserved for members of one or several company savings plans. The Board has not used this delegation.

Nevertheless, as this delegation is about to expire and in order to ensure compliance with the provisions of Article L.225-129-6 of the French Commercial Code, the Board of Directors proposes to the Shareholders' Meeting, pursuant to the **twenty-fifth resolution**, to renew it for a period of 26 months in order to enable the Board to undertake such issues in favor of members of one or several company or group savings plan or plans set up by the Company and/or French or foreign companies that are affiliated with it as defined by Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code.

In application of the provisions of Article L.3332-21 of the French Labor Code, that the Board of Directors will be enabled to plan the free allocation to the beneficiaries defined in the first paragraph above, of shares to be issued or already issued or of other securities giving access to the Company's share capital to be issued or already issued, to cover (i) the employer's contribution that may be paid pursuant to the regulations of Company or Group savings plans, and/or (ii), if applicable, the discount and may decide, in the event of the issue of new shares in respect of the discount and/or the contribution, to incorporate in the capital the reserves, profits or issue premiums necessary for the release of said shares.

In accordance with the law, the Shareholders' Meeting would cancel the shareholders' preferential subscription rights.

The maximum nominal amount of the increase or increases that could be carried out by using this authorization at would be restricted to 5% of the share capital on the date of the Meeting (without taking into account the nominal amount of the capital increase required to maintain, in accordance

with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of rights or securities giving access to Company's shares), it being specified that this ceiling would be independent from the other ceilings defined by this Meeting.

The price of shares to be issued could not be either lower by more than 30% or 40% when the vesting period set by the plan in compliance with Articles L.3332-25 and L.3332-26 of the French Labour Code is longer than or equal to ten years, of the average of the stock's listed prices during the 20 stock market trading days preceding the Board of Directors' decision fixing the date, or higher than this average.

This delegation shall cancel and supersede, as of the day of the meeting, any previous delegation with the same purpose up to, if applicable, the unused part.

**Authorization to grant stock options to subscribe to and/or to purchase shares to employees and/or certain Corporate Officers of the Company or of affiliated companies or economic interest groups**

The Shareholders' Meeting held on 28 May 2019 authorized the Board of Directors to grant stock options to subscribe to and/or to purchase shares to employees and/or certain Corporate Officers. The Board has not used this delegation.

However, as this authorization expires, the Board proposes to the Shareholders' Meeting, in the **twenty-sixth resolution**, to renew it for a period of 26 months.

The options that may be granted under this authorization may not entitle the holder to subscribe for or purchase a number of shares exceeding 3% of the share capital as of the date of the Meeting, it being specified that (i) the total number of free shares granted by the Board under the eighteenth resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of 29 May 2020 would be deducted from this ceiling, and (ii) the nominal amount of the increase in the share capital, if any, would be added to this ceiling (ii) that to this amount would be added, where applicable, the nominal amount of the capital increase required to maintain, in accordance with the legislation, and, when relevant, to comply with contractual stipulations providing other protecting terms, the rights of holders of options in case of operation on the Company's share capital.

In addition, the options that may be granted, if any, to the Company's executive officers may not give the right to subscribe for or purchase a number of shares representing more than 20% of this overall limit of 3% of the share capital (i.e. 0.6% of the capital) and their exercise would be subject to one or several performance conditions set out by the Board of Directors.

The subscription and/or purchase price of the shares by the beneficiaries would be set on the day the options are granted by the Board of Directors, in accordance with the terms and within the limits authorized by the legislation in force, without any discount. The term of the options may not exceed 10 years.

This authorization includes the explicit waiver of your preferential subscription rights to the shares that would be issued as options are gradually exercised.

Thus, the Board would have, within the limits set above, all powers to set the other terms and conditions for the granting of options and their exercise and, in particular, to set the terms and conditions under which the options will be granted and to determine the list or categories of beneficiaries as provided for above, to set the exercise period(s) of the options thus granted, to carry out or arrange for the carrying out of all acts and formalities for the purpose of finalising the capital increase(s) that may be effected, to amend the articles of association accordingly and, in general, to do all that may be necessary.

This delegation shall cancel and supersede, as of the day of the meeting, any previous delegation with the same purpose up to, if applicable, the unused part.

**■ Powers to carry out formalities (27<sup>th</sup> ordinary resolution)**

The Board of Directors proposes to the Shareholders' Meeting to grant, under the terms of the **twenty-seventh resolution**, the necessary powers to carry out the formalities subsequent to the holding of the Shareholders' Meeting.

## Appendix 1 – Information concerning Directors whose renewal and/or ratification is proposed

<b>Antoine Flochel</b> Vice Chairman of the Board of Directors	<b>Nationality:</b> French	<b>Shares owned: 5,000*</b> <b>Voting rights: 10,000*</b>
<b>Committees:</b> <ul style="list-style-type: none"> <li>• Compensation Committee (Chairman)</li> <li>• Innovation and Development Committee – Specialty Care</li> </ul> <b>Date of birth:</b> 23 January 1965	<b>Biography and experience</b>	
	Antoine Flochel is currently the Managing Partner of Financière de Catalogne (Luxembourg) and Vice-Chairman of Ipsen SA's Board of Directors. He is Chairman of the Board of Directors and Managing Director for day-to-day management of Beech Tree SA, and Managing Director of MR BMH.	
	Antoine Flochel worked for Coopers & Lybrand Corporate Finance (now PricewaterhouseCoopers Corporate Finance) from 1995 to 2005 and was a partner in 1998. Antoine Flochel is a graduate of Sciences Po Paris, he holds a bachelor in law, an MPhil in economics from Dauphine University and a master of science in finance from the London School of Economics.	
	<b>Positions and functions currently held</b>	
<b>Date of 1<sup>st</sup> appointment:</b> 30 August 2005	<b>Last renewal date:</b> 7 June 2017	<b>Term of office:</b> 2021 Shareholders' Meeting
<b>Within the Ipsen Group or its main shareholders:</b>		<b>Outside the Ipsen Group or its main shareholders:</b>
<b>Listed company:</b> <ul style="list-style-type: none"> <li>• Ipsen SA (France), Vice Chairman of the Board of Directors</li> </ul>		<b>Listed company:</b> None
<b>Non listed company:</b> <ul style="list-style-type: none"> <li>• Beech Tree SA (Luxembourg), Chairman of the Board of Directors and Managing Director for day-to-day management</li> <li>• MR BMH (Luxembourg), Managing Partner</li> </ul>		<b>Non listed company:</b> <ul style="list-style-type: none"> <li>• Financière de Catalogne SPRL (Luxembourg), Managing Partner</li> <li>• Blue Hill Participations S.à.r.l (Luxembourg), Managing Partner</li> <li>• KF Finanz AG (Switzerland), Director</li> <li>• Financière CLED SPRL (Belgium), Managing Partner</li> <li>• VicJen Finance SA (France), Chairman</li> <li>• Meet Me Out (France), Director</li> <li>• Massa Management (Luxembourg), Managing Partner</li> </ul>
<b>Positions previously held that expired during the last five years</b>		
<ul style="list-style-type: none"> <li>• Alma Capital Europe SA (Luxembourg), Director*</li> <li>• Alma Capital Investment Funds SICAV (Luxembourg), Director*</li> <li>• Alma Capital Investment Managers (Luxembourg), Director*</li> <li>• Lepe Capital (UK), Member of the Investment Advisory Committee*</li> <li>• Mayroy SA (Luxembourg), Managing Director and Chairman of the Board</li> <li>• MR HB (Luxembourg), Managing Partner</li> <li>• Institut Français des Administrateurs, IFA (France), Director</li> </ul>		

\* Antoine Flochel is Chairman of VicJen Finance SA which held 2,000 shares of the Company and 4,000 voting rights as of 31 December 2020. He is also Managing Partner of Financière de Catalogne, which held 3,000 shares of the Company and 6,000 voting rights at the same date.

<b>Margaret Liu</b> Independent Director	<b>Nationality:</b> American	<b>Shares owned:</b> 689 <b>Voting rights:</b> 1,378		
<b>Committees:</b> <ul style="list-style-type: none"> <li>Ethics and Governance Committee (Chairperson)</li> <li>Innovation and Development Committee – Specialty Care</li> </ul> <b>Date of birth:</b> 11 June 1956 <b>Date of 1<sup>st</sup> appointment:</b> 7 June 2017 <b>Term of office:</b> 2021 Shareholders' Meeting	<b>Biography and experience</b>			
<p>Margaret Liu is currently a Global Health, Vaccines and Immunotherapy Consultant for pharma/ biotech and investment companies, universities, and governmental scientific research councils. She also serves as a Professor at the Karolinska Institute in Stockholm, Sweden since 2003, first as Visiting Professor and then as Foreign Adjunct Professor. She is also Adjunct Full Professor at the University of California in San Francisco, CA since 2013.</p> <p>Before that, she occupied various functions in the private and public sector parallel to her academic career. From 1984 to 1988 she was Visiting Scientist at the Massachusetts Institute of Technology. From 1987 to 1989 she was Instructor of Medicine at Harvard University. From 1989 to 1995, she was Adjunct Assistant Professor of Medicine at the University of Pennsylvania in Philadelphia, PA. From 1990 to 1997, she served as Director, then Senior Director for Virus and Cell Biology at Merck Research Laboratories. From 1997 to 2000, she served as a Vice President of Vaccines Research and then Vice President of Vaccines and Gene Therapy at Chiron Corporation in Emeryville, CA. From 2000 to 2002, she was Senior Advisor in Vaccinology for the Bill &amp; Melinda Gates Foundation. From 2000 to 2006, she was Vice Chairman of Transgène in Strasbourg, France. From 2005 to 2009, she served as a Director of Sangamo Biosciences Inc. She was President of the International Society for Vaccines from 2016 until the end of 2017.</p> <p>She is an accomplished leader in the research and development of vaccine and immunization programs for infectious diseases, particularly HIV and in the field of gene-based therapies. She earned her B.A. in Chemistry, summa cum laude, from Colorado College and an M.D. from Harvard Medical School. She was awarded an honorary Doctorate of Science (D.Sc.) from Colorado College and received the Karolinska Institute's highest distinction in May 2017, Medicine Doctor honoris causa-MDhc.</p>				
<b>Positions and functions currently held</b>				
<table border="1"> <tr> <td data-bbox="534 940 981 1344"> <b>Within the Ipsen Group or its main shareholders:</b>    <b>Listed company:</b> <ul style="list-style-type: none"> <li>Ipsen SA (France), Independent Director</li> </ul> <b>Non listed company:</b> None                 </td> <td data-bbox="981 940 1436 1344"> <b>Outside the Ipsen Group or its main shareholders:</b>    <b>Listed company:</b> None                    <b>Non listed company:</b> <ul style="list-style-type: none"> <li>ProTherImmune (USA), Global Health, Vaccines and Immunotherapy Consultant</li> <li>International Society for Vaccines, Chairman of the Board</li> <li>Jenner Institute, University of Oxford (UK), Scientific Advisory Board</li> <li>PAX Therapeutics, (USA), CEO</li> <li>Adviance Technologies (USA), Director</li> <li>Simprints (UK, non-profit), Advisory Board member</li> </ul> </td> </tr> </table>			<b>Within the Ipsen Group or its main shareholders:</b>  <b>Listed company:</b> <ul style="list-style-type: none"> <li>Ipsen SA (France), Independent Director</li> </ul> <b>Non listed company:</b> None	<b>Outside the Ipsen Group or its main shareholders:</b>  <b>Listed company:</b> None  <b>Non listed company:</b> <ul style="list-style-type: none"> <li>ProTherImmune (USA), Global Health, Vaccines and Immunotherapy Consultant</li> <li>International Society for Vaccines, Chairman of the Board</li> <li>Jenner Institute, University of Oxford (UK), Scientific Advisory Board</li> <li>PAX Therapeutics, (USA), CEO</li> <li>Adviance Technologies (USA), Director</li> <li>Simprints (UK, non-profit), Advisory Board member</li> </ul>
<b>Within the Ipsen Group or its main shareholders:</b>  <b>Listed company:</b> <ul style="list-style-type: none"> <li>Ipsen SA (France), Independent Director</li> </ul> <b>Non listed company:</b> None	<b>Outside the Ipsen Group or its main shareholders:</b>  <b>Listed company:</b> None  <b>Non listed company:</b> <ul style="list-style-type: none"> <li>ProTherImmune (USA), Global Health, Vaccines and Immunotherapy Consultant</li> <li>International Society for Vaccines, Chairman of the Board</li> <li>Jenner Institute, University of Oxford (UK), Scientific Advisory Board</li> <li>PAX Therapeutics, (USA), CEO</li> <li>Adviance Technologies (USA), Director</li> <li>Simprints (UK, non-profit), Advisory Board member</li> </ul>			
<b>Positions previously held that expired during the last five years</b>				
International Society for Vaccines, President				



REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSED RESOLUTIONS SUBMITTED TO THE COMBINED SHAREHOLDERS' MEETING OF 27 MAY 2021

<b>Carol Stuckley</b> Independent Director		<b>Nationality:</b> American	<b>Shares owned: 500</b> <b>Voting rights: 852</b>
<b>Committees:</b> <ul style="list-style-type: none"> <li>Audit Committee (Chairperson)</li> <li>Compensation Committee</li> </ul> <b>Date of birth:</b> 20 September 1955  <b>Date of 1<sup>st</sup> appointment:</b> 7 June 2017  <b>Term of office:</b> 2021 Shareholders' Meeting	<b>Biography and experience</b>		
	<p>Carol Stuckley was most recently the Chief Financial Officer and Senior Vice President of Healthcare Payment Specialists, LLC in Fort Worth, TX. Healthcare Payment Specialists provided technology enabled solutions for health care eligibility, government reimbursement and compliance to hospitals and healthcare systems across the US. From 2010 to 2013, she was Vice President, Finance (Chief Financial Officer), North America at Galderma Laboratories, L.P., in Fort Worth, TX. Prior to Galderma, Carol Stuckley had a 23-year career at Pfizer, Inc., New York, NY, where she held several multinational and global, senior financial leadership roles including Assistant Treasurer, Corporate Officer and Vice President of Finance.</p> <p>She holds an MBA in International Business &amp; Finance and an MA in Economics from Temple University (Fox Business School) in Philadelphia, PA as well as a BA in Economics and French from the University of Delaware in Newark, DE.</p>		
	<b>Positions and functions currently held</b>		
	<b>Within the Ipsen Group or its main shareholders:</b>  <b>Listed company:</b> <ul style="list-style-type: none"> <li>Ipsen SA (France), Independent Director</li> </ul> <b>Non listed company:</b> None	<b>Outside the Ipsen Group or its main shareholders:</b>  <b>Listed company:</b> None  <b>Non listed company:</b> None	
	<b>Positions previously held that expired during the last five years</b>		
<ul style="list-style-type: none"> <li>Healthcare Payment Specialists, LLC (USA), Chief Financial Officer and Senior Vice President</li> <li>Financial Executives International (USA), Fort Worth Chapter, President and Board Member</li> </ul>			

<b>David Loew</b> Director and Chief Executive Officer	<b>Nationality:</b> Swiss	<b>Shares owned:</b> 500 <b>Voting rights:</b> 500
<b>Committees:</b> <ul style="list-style-type: none"> <li>Innovation and Development Committee – Specialty Care (Permanent guest)</li> <li>Innovation and Development Committee – Consumer HealthCare (permanent guest)</li> </ul> <b>Date of birth:</b> 20 March 1967	<b>Biography and experience</b>	
	David Loew was coopted as Director of Ipsen SA, by the Board on May 28, 2020, from this date, and appointed Chief Executive Officer from July 1st, 2020. Prior to joining Ipsen, David was CEO of Sanofi Pasteur Vaccines. During his tenure, he piloted a successful worldwide growth strategy <i>via</i> acquisitions and licensing deals. David brings nearly 30 years of leadership and experience across a range of therapeutic areas, including oncology, CNS and cardio-metabolism, as well as consumer healthcare. He has worked in the U.S., European and international markets. He began his career at Coopers & Lybrand and Hewlett Packard in 1990 before joining Roche in 1992. Over the following two decades, David held a variety of positions, including Global Oncology Head, Global Chief Marketing Officer & Head of Global Product Strategy and Region Head, Eastern Europe, Middle East and Africa for the Pharma Division of Roche. He joined Sanofi in July 2013 as Senior Vice President, Commercial Operations Europe, where he was responsible for the prescription, consumer healthcare and generics business across the EU region. David has served on the board of the Global Alliance for Vaccines and Immunization (GAVI), chaired the Steering Committee of IFPMA and has strong connections with global organizations, including the WHO, UNICEF, the Bill & Melinda Gates Foundation, as well as American health agencies, including BARDA and the NIH. David earned his BA in Business Administration and MBA from the University of St. Gallen, Switzerland.	
	<b>Positions and functions currently held</b>	
	<b>Within the Ipsen Group or its main shareholders:</b>  <b>Listed company:</b> <ul style="list-style-type: none"> <li>Ipsen SA (France), Director and Chief Executive Officer</li> </ul> <b>Non listed company:</b> <ul style="list-style-type: none"> <li>Ipsen Pharma SAS (France), Chairman</li> </ul>	<b>Outside the Ipsen Group or its main shareholders:</b>  <b>Listed company:</b> None  <b>Non listed company:</b> None
<b>Positions previously held that expired during the last five years</b>		
<ul style="list-style-type: none"> <li>Sanofi Pasteur, Executive Vice-President</li> <li>Global Alliance for Vaccines and Immunization (GAVI), Member of the Board of Directors</li> <li>International Federation of Pharmaceutical Manufacturers &amp; Associations (IFPMA), Chairman of the Steering Committee</li> </ul>		

## Appendix 2 – Compensation policy of Corporate Officers

These elements of the compensation policy for Corporate Officers are in line, in terms of principles and structure, with the policy approved by the Shareholders' Meeting of 29 May 2020.

In accordance with Article L.225-10-8 I of the French Commercial Code, this compensation policy also applies to Directors of the Company. It was drawn up by the Board of Directors, upon the recommendation of the Compensation Committee.

The compensation policy with regard to Corporate officers and their individual compensation is decided by the Board of Directors upon recommendation of the Compensation Committee, outside the presence of the Executive Corporate Officers concerned.

In accordance with Article L.22-10-34 II of the French Commercial Code, compensation elements paid during the 2020 financial year or granted for the 2020 financial year to the Chairman of the Board of Directors and to the Chief Executive Officer (current or ad interim) shall be submitted to the vote of the shareholders at the Annual Combined Shareholders' Meeting to be held in 2021 to approve the financial statements for the financial year ended on 31 December 2020, following a specific resolution for each element.

### ■ General principles

Ipsen is a dynamic and growing global specialty-driven biopharmaceutical group focused on innovation and Specialty Care that is improving people's lives through differentiated and innovative medicines in Oncology, Neuroscience and Rare Diseases. The strong position in Specialty Care, combined with the presence in Consumer HealthCare, provides the Group with the scale, expertise and stability needed to make a sustainable difference for people in a quickly-evolving healthcare environment.

In this context, several elements are taken into consideration to determine the compensation policy: consistency, comparability with the Ipsen environment reference market, well balanced nature of its alignment with the Group strategy and compliance with the AFEP-MEDEF Code.

The compensation policy adopted by the Board of Directors contains incentive elements that reflects the Group Strategy, including the sustainable growth over the long term by acting in a responsible way, respecting the social interest.

To determine the compensation policy, the Board of Directors takes into account the principles of completeness, balance, comparability, consistency, clarity and proportionality as recommended by the AFEP-MEDEF Code of Corporate Governance.

The compensation policy reflects the level of responsibility of the Corporate Officers and Senior executives. It is adapted to the Group context, remains competitive and is an incentive to promote the Group's performance over the medium to long-term, in compliance with the corporate interest and the interests of all the stakeholders, and contributes to the

commercial strategy as well as the sustainability of the Company. The compensation policy ensures that trends in the compensation of Corporate Officers are taking into consideration trends in compensation for all Group employees, and those of the Company. For the decision-making process followed for determining and adjusting the compensation policy, the terms of compensation and employment of the Company's employees have been considered by the Compensation Committee and the Board of Directors, specifically the information covered in Article L.22-10-9 of the French Commercial Code.

The compensation policy covers all aspects of the fixed, variable and exceptional compensation and of the benefits of any kind, paid or granted by the Company. It is decided not only on the basis of the work carried out, the results obtained, and the responsibility assumed, but also on the basis of practices for comparable companies and the compensation of the Company's other senior executives.

The compensation of the Corporate Officers is structured as follows:

- fixed or base compensation;
- annual variable compensation (only for Executive Corporate Officers);
- if applicable, multi-annual variable compensation (only for Executive Corporate Officers);
- if applicable, exceptional compensations and/or financial indemnity (only for Executive Corporate Officers);
- eligibility for compensation paid or granted to Directors;
- allocation of stock options and performance shares under plans approved by the Board of Directors (only for Executive Corporate Officers);
- if applicable, other benefits;
- if applicable, payments, benefits and compensation granted to Executive Corporate Officers upon termination of their functions;
- if applicable, retirement schemes.

In the event that the Board of Directors decides to appoint one or more Deputy Chief Executive Officers, the compensation policy applicable to the Chief Executive Officer would be applicable to the Deputy Chief Executive Officers.

In the event that the Board of Directors decides to combine the functions of Chairman and Chief Executive Officer, the compensation policy applicable to the Chief Executive Officer would apply to the Chairman and Chief Executive Officer.

### ■ Decision making process for setting, revising and implementing the compensation policy

The compensation policy for Corporate Officers is set by the Board of Directors upon proposal of the Compensation Committee. The Board of Directors refers to the AFEP-MEDEF Code for the determination of the compensation and benefits granted to the executive and non-executive Corporate Officers.

In accordance with the Board of Directors' Internal Rules, the main duties of the Compensation Committee are (i) to propose to the Board the various components of compensation paid to corporate officers, members of Executive Management and senior Group managers, (ii) to keep itself informed of the recruitment of key members of Group management other than the Chief Executive Officer and of the setting of and changes in the various components of their compensation, (iii) to issue recommendations on the amount and distribution of compensation paid to Board members and (iv) to make recommendations to the Board on the Group's compensation policy, employee savings plans, reserved issues of securities giving access to the capital and the granting of stock options or bonus shares, pension plans, or any other equivalent formulas. For more information concerning the Compensation Committee, see section 5.2.2.6 of the 2020 universal registration document.

The members of the Compensation Committee are chosen for their technical skills, as well as for their good understanding of the standards in force, emerging trends and practices of the Company.

To carry out their mission, the members of the Committee regularly invite the Executive Vice President, Chief Human Resources Officer, to attend some meetings in order to present the Group compensation policy and review the compensation policy to Corporate Officers.

In addition, the Chairman of the Committee, who is also the Vice Chairman of the Board of Directors, may exchange with the Chairperson of the Audit Committee to study in particular the financial performance of the Group, accounting and fiscal impacts of the Corporate Officers and with the Chairman of the Board to study the strategy of the Group.

The members of the Compensation Committee also invite the Chairman of the Board and the Chief Executive Officer to discuss their performance. An evaluation on the performance of the Chairman and of the Chief Executive Officer is conducted every year, without their presence. The conclusions of the evaluation are presented to them.

In addition, to avoid or manage any conflict of interests, the Chairman of the Board and the Chief Executive Officer, if a Director, do not participate and do not take part in the Board's deliberations on an element or commitment to their benefit.

The remuneration policy is not subject to an annual review; however, certain terms and conditions for implementing the policy are defined by the Board of Directors on an annual basis, such as the performance criteria applicable to the annual variable compensation of the Chief Executive Officer.

After consulting the Compensation Committee and, where appropriate, the other Specialized Committees, the Board of Directors may temporarily waive the compensation policy of the Chief Executive Officer in the event of exceptional circumstances and in the event that changes are made in line with social interest and necessary to guarantee the sustainability or viability of the Company. The events which could give rise to the use of this possibility of derogation from the compensation policy could be, without being limited to, exceptional external growth operations or a major change in strategy or in the event of an international health crisis.

The elements of compensation to which derogations may be made are the fixed compensation and the annual variable, and the derogations may consist of an increase or a decrease in the compensation concerned.

In addition, the comments of shareholders during the Shareholders' Meeting of 29 May 2020 have been considered by the Company and the Board of Directors in determining the compensation policy.

## ■ Components of the compensation of corporate officers

### *(a) Compensation policy for Directors*

The Board of Directors decided at its meeting of 10 November 2009, with effect from the 2010 financial year, and within the global limit of €1,200,000 approved by the Combined Shareholders' Meeting held on 7 June 2017 (until new decision), to allocate a compensation to the Board members as follows:

- each member of the Board of Directors receives an amount of €40,000 for a full year of service,
- the Vice Chairman of the Board of Directors receives an additional amount of €50,000 for a full year of service,
- the members of Committees of the Board receive an amount of €15,000 for a full year of service,
- the Chairpersons of the Audit Committee and of the Compensation Committee receive an additional amount of €35,000 for a full year of service,
- the Chairpersons of the Nomination Committee, the Innovation and Development Committee – Specialty Care and Innovation and Development Committee – Consumer HealthCare and the Ethics and Governance Committee receive an additional amount of €20,000 for a full year of service,
- each Director who is a member of at least one Committee shall receive an additional amount of €5,000 for a full year of service.

The Board of Directors can decide to allow an additional amount of €5,000 for intercontinental travel to attend a meeting of the Board.

The Board of Directors has decided on 13 December 2017 to implement a variability system related to effective attendance based upon the number annual meetings of the Board and the Committees, attending by each member, breaking down as follows:

- payment of a fixed proportion (40%) after the end of 1<sup>st</sup> half-year;
- payment of the variable proportion (60%) after the end of 2<sup>nd</sup> half-year after taking into account the effective attendance at the Board and Committee meetings over the year.

Pursuant to the Company's bylaws, the Board of Directors may award exceptional compensation to Directors for the missions or mandates entrusted to them; as appropriate, the Statutory Auditors are notified of such compensation, which is submitted for approval to the Ordinary Shareholders' Meeting.

Moreover, Directors representing the employees shall not receive any compensation in his/her capacity as Director. They

have an open-ended employment contract with a subsidiary of the Company, including terms of advance notice and cancellation, in accordance with regulations.

#### **(b) Chairman of the Board**

##### **a. Allocation of the various compensation components**

The compensation policy is decided by the Board of Directors, upon recommendation of the Compensation Committee, outside the presence of the Chairman.

The Board of Directors, upon recommendation of the Compensation Committee, determines the relevant compensation components applicable to the Chairman of the Board, taking into consideration the Group environment, the scope of responsibilities, the Chairman' prior positioning and service within the Group if applicable, and any other factors that would be relevant in the context of the Group.

##### **b. Base compensation**

Base compensation takes into account the reference markets of Ipsen, in particular in the pharmaceutical industry, and companies with similar size and environment, both in France, Europe and the US given the international footprint of Ipsen and its strategy to be a global biopharmaceutical company focusing on Innovation and Specialty Care. It is subject to be reviewed by the Board of Directors, typically at relatively long intervals, according to the Company's market position and taking account changing responsibilities.

##### **c. Variable compensation**

The Board of Directors has decided that no annual or multi-annual variable compensation shall be paid or granted to the non-executive Chairman of the Board of Directors.

##### **d. Exceptional compensation and/or financial indemnity**

The non-executive Chairman of the Board of Directors shall not receive any exceptional compensation and/or financial indemnity.

##### **e. Compensation as a Director**

The corporate officers who are members of the Board of Directors may, where appropriate, upon recommendation of the Compensation Committee, and by decision of the Board of Directors, receive a compensation granted on the basis of their positions as Directors according to the rules applicable to all of the Directors.

##### **f. Stock options and performance shares**

In accordance with the recommendations of the AFEP-MEDEF Code, the non-executive Chairman of the Board of Directors shall not benefit from stock option or performance share plans.

##### **g. Other benefits**

The Chairman of the Board may also be awarded benefits in respect of his duties carried out within Ipsen, including: benefits in kind (company car, temporary accommodation and school fees), assistance for the preparation and filing of personal income tax returns, global healthcare coverage (health coverage and death/disability insurance) under the Group's contract, reimbursement of travel expenses and

expenses incurred with the exercise of their corporate duties, and D&O liability insurance.

##### **h. Severance payment**

The Chairman may benefit from a severance payment clause, granted in the event of termination of his duties, of which the terms have been decided by the Board of Directors in accordance with the recommendations of the AFEP-MEDEF Code:

- payment granted only in the event of a forced departure (départ contraint) within the meaning of the AFEP-MEDEF Code; this payment will be excluded if the Chairman leave on his own initiative the Company,
- equal to 24 months of gross fixed compensation paid for his duties;
- the granting of which is subject to some performance cumulative conditions, which are (i) Group operating income for 2017 and 2018 at a rate of at least 15% and, as of 2019 and subsequent years, the maintenance of Group operating income at a rate of at least 20%, and (ii) free cash flow before operating investments during the three years prior to departure above a threshold of 300 million euro;
- including, for a portion equal to 50% of its total, the amount payable in consideration for the non-compete clause of the Chairman of the Board of Directors;
- no non-compete benefit will be paid once the Chairman of the Board claims his pension rights and in any event, no benefit can be paid over the age of 65.

It is specified that the Board of Directors can waive the application of the non-compete undertaking upon departure of the Chairman of the Board.

##### **i. Non-compete payment**

The Company has concluded a non-compete agreement with the Chairman of the Board in case of departure from the Group for a reason other than a change of control. This agreement shall be valid for a certain period following the date of his actual departure. The non-compete payment may not exceed a ceiling of two years of base compensation, including, if applicable, the amount owed as a severance payment, for up to 50%.

It is specified that the Board of Directors can waive the application of the non-compete undertaking upon departure of the Chairman of the Board. It is also specified that no non-compete benefit will be paid once the Chairman of the Board claims his pension rights and in any event, no benefit can be paid over the age of 65.

##### **j. Retirement Schemes**

Executive Corporate Officers may benefit from defined-contribution plans or defined-benefit retirement plans, which benefit the Company's executives more broadly, in accordance with the AFEP-MEDEF Code.

Pursuant to the PACTE Law No. 2019-486 of 22 May 2019 and Ordinance No. 2019-697 of 3 July 2019 on supplementary pension plans, the defined-benefit pension plan described below can no longer grant a right to acquire supplementary conditional rights as from 1 July 2019. On that date, it was also closed to new members of the Company.

This collective retirement scheme was implemented unilaterally by the Company in 2005 and adopted in a set of regulations which specifies the rights and obligations of the relevant participants in the Company.

The establishment of non-vested rights is based on the level of liability accrued in the Company's books at 30 June 2019, *i.e.* the Projected Benefits Obligations, PBO.

Establishment of the rights involves freezing the calculation of the defined-benefits pension at the level of the PBO at the closing date. No further rights were granted after the scheme was closed. At the same time, an additional collective defined-contribution plan ("Article 83") was established as of 1 July 2019. Under this plan, fully funded by the Company, executives may build up a supplementary retirement pension with a certain contribution percentage of the total compensation in cash (annual base and variable compensation).

To manage several types of situations, a defined-contribution plan with individual rights was established ("Article 82"). Under this scheme, fully funded by the Company, a custom amount to be outsourced to an insurance company can be determined, on an individual basis. This grant is subject to one condition of presence and two cumulative performance conditions, namely, as from 2019, (i) maintaining the level of the operating margin of the Group's activities during the three years preceding the departure at a minimum threshold of 20% and (ii) maintaining free cash flow before capital expenditure (CAPEX) during the three financial years preceding the departure at a minimum threshold of €300 million.

### (c) Executive Corporate Officers, the Chief Executive Officer

#### a. Allocation of the various compensation components

The compensation policy is decided by the Board of Directors, upon recommendation of the Compensation Committee, outside the presence of the Chief Executive Officer.

The Board of Directors, upon recommendation of the Compensation Committee, determines the relevant compensation components applicable to the Chief Executive Officer, taking into consideration the Group environment, the scope of responsibilities, the Chief Executive Officer's prior positioning and service within the Group, if applicable, and any other factors that would be relevant in the context of the Group.

#### b. Base compensation

Base compensation takes into account the reference markets of Ipsen, in particular in the pharmaceutical industry, and companies with similar size and environment, both in France, Europe and the US given the international footprint of Ipsen and its strategy to be a global biopharmaceutical company focusing on Innovation and Specialty Care. It is subject to be reviewed by the Board of Directors, typically at relatively long intervals, according to the Company's market position and taking account changing responsibilities.

#### c. Annual variable compensation

Annual variable compensation is linked to the Group's overall performance and to the achievement of Executive Corporate Officers' personal targets. Every year, the Board of Directors defines and precisely predetermines qualitative and quantifiable criteria for determining the variable compensation and the target objectives. Quantifiable criteria are preponderant to the determination of total variable compensation and a limit is set on the qualitative part.

Annual variable compensation is set on the basis of a target variable compensation equal to 100% of the base compensation, within a range between 0 and 150%, in case of under or overperformance. It is specified that this range was between 0 and 200%, it has been decided to set the limit at 150% to reinforce the alignment with the program of short term incentives for all Ipsen employees. The annual variable compensation is based on the following quantifiable and qualitative performance criteria: two-thirds of this target bonus are based on quantifiable criteria of equal weighting, *i.e.* achievement of consolidated net sales levels, core operating income, earnings per share and cash flow; the remainder is based on qualitative criteria, split into three categories: Strategy/Business, Management and Social Responsibility. The Strategy/Business category includes targets supporting the Company's long-term mission and goals; Management includes corporate management targets to support the annual execution of the strategy defined by the Board of Directors; and Social Responsibility includes objectives supporting the corporate social responsibility strategy as developed through three pillars: employees, patients and society, and environment.

The Board of Directors, upon recommendation of the Compensation Committee, determines the level of achievement of these performance criteria, with respect to the Company's financial position at 31 December of each year and some criteria pre-established each year.

	Criteria	Weight	Potential variation of the portion
Performance indicators	Consolidated net sales	1/6	0% to 150%
	Core operating income	1/6	0% to 150%
	Cash flows	1/6	0% to 150%
	Earnings per share	1/6	0% to 150%
Quantifiable objectives		2/3	0% to 150%
Qualitative objectives		1/3	0% to 150%
Total		100%	0% to 150%

The results achieved, the rate of achievement of each criterion and the amount of the annual variable compensation are determined by the Board of Directors, at the latest at the meeting dedicated to the consolidated financial statements for the year. Subject to approval by the annual shareholders' meeting in 2021, the Board of Directors would benefit from a discretionary power in the application of the remuneration policy in order to ensure that the annual variable compensation of the Chief Executive Officer correctly reflects the performance of the Group. If the Board of Directors decides, on a proposal from the Compensation Committee and due to exceptional circumstances, to use this discretionary power, it should respect the principles set out in the compensation policy and provide shareholders with a clear, precise and complete explanation of his choice. This discretionary power would only apply to a limited part of the annual variable compensation and could increase or decrease the amount of the annual variable compensation theoretically reached, in application of performance criteria, for the year; without ever exceeding the overall ceiling provided for in the remuneration policy. Thus, the Board of Directors could determine, on a proposal from the Compensation Committee, that the compensation policy – previously approved by the shareholders – would be taken into account of the occurrence during the financial year of new circumstances – unpredictable when the Board was determining the compensation policy for the related financial year – significantly impacting, upward or downward, the rate of achievement of the performance criteria attached to annual variable compensation. In this case, the Board could decide to modify in a limited way the amount of the annual variable compensation so that it better reflects the actual performance of the Group.

#### **d. Multi-annual variable compensation**

The Board of Directors may decide to grant multi-annual variable compensation to the Chief Executive Officer and certain managing executives of the Group as part of plans approved by the Board of Directors upon recommendation of the Compensation Committee; it is determined on the basis of a percentage of base compensation.

These plans are subject to a presence condition and, precisely predetermined performance conditions, financial and non financial ones, which could belong to some kind of criteria of annual variable compensation, which must be fulfilled during an acquisition period set by the Board of Directors. Nevertheless, in the event of death, disability, retirement or exception granted by the Board of Directors before the end of the acquisition period, the beneficiary may retain his rights. The details of the external and internal criteria and the completion levels (expected and realized) of the external and internal criteria are not disclosed for confidentiality reasons.

#### **e. Exceptional compensation and/or financial indemnity**

The Board of Directors may decide, in case of specific circumstances or events, to grant exceptional compensation to the Chief Executive Officer. The grant of exceptional compensation will be calculated based on the total annual compensation.

It can decide to grant an exceptional compensation and/or an exceptional financial indemnity to the Chief Executive Officer

while taking into account the specific circumstances in which he carries out his duties.

#### **f. Special financial indemnity**

The Board of Directors may grant a special financial indemnity to a new Executive Corporate Officer coming in from a company outside the Group, in order to offset the loss of the benefits they received previously. This indemnity may be paid in cash, in performance shares or in a mix of cash and performance shares. Any grant of performance shares as part of the Special financial indemnity shall be subject to the terms and conditions set forth in section h. (Stock-options and performance shares) hereafter.

#### **g. Compensation as a Director**

The Corporate Officers who are members of the Board of Directors may, where appropriate, upon recommendation of the Compensation Committee, and by decision of the Board of Directors, receive a compensation granted on the basis of their positions as Directors according to the rules applicable to all of the Directors.

#### **h. Stock options and performance shares**

Executive Corporate Officers as well as certain managing executives of the Group may benefit from stock options and/or performance shares under plans approved and set each year by the Board of Directors upon recommendation of the Compensation Committee. In accordance with the AFEP-MEDEF Code recommendations (§25.2), non-executive officers shall not benefit from stock option and/or performance shares plans.

The definitive number of stock options that will be granted to Executive Corporate Officers, will depend upon the level of achievement of the performance conditions set by the Board of Directors, based on one or several internal criteria.

The definitive number of performance shares that will be vested will depend upon the level of achievement of the performance conditions set by the Board of Directors, which are based on one or several internal criteria (e.g., quantifiable financial ratio) and on one or several external criteria (e.g., share price compared to a benchmark of comparable companies). Each of these conditions shall be assessed by comparing the target threshold and the actual performance of the Company over the period used as reference for the applicable plan. Each of these conditions may generate a payout varying within a range between zero to a certain percentage pre-established and determined by the Board of Directors at the implementation of the plan.

The Board of Directors decided that the Corporate Officers must retain, until the end of their term of office, a number of shares equivalent to 20% of the net capital gain that would be realized upon the sale of the shares resulting from the exercise of stock options and/or from the performance shares.

The total number of free shares allocated shall not exceed 3% of the share capital on the date of the Shareholders' Meeting that authorized the Board to proceed with the share grants, with the specification that the total number of shares to which the holders of options that may be granted by the Board of Directors are entitled shall be applied against that ceiling.

The total number of free shares that may be granted to Corporate Officers of the Company shall not exceed 20% of this budget, and vesting shall be subject to performance conditions set by the Board of Directors.

The shares granted to recipients shall be final at the end of a vesting period, for which the term shall be set by the Board of Directors at not less than two years, with the specification, however, that the vesting period for Executive Corporate Officers shall not be less than three years. The Board of Directors may stipulate a retention requirement at the end of the vesting period.

Nevertheless, in the event of death, disability, retirement or change of control granted by the Board of Directors before the end of the acquisition period, the beneficiary or, if applicable, its assignees, can keep their rights.

The Executive Corporate Officers who are beneficiaries of these stock options and/or performance shares undertook a formal commitment not to engage in hedging transactions either on their options or on shares issued following the exercise of options or on performance shares granted until the end of the holding period that has been decided by the Board of Directors.

The Board of Directors has established periods preceding the publication of half-yearly and annual financial statements and sales figures during which it is not permitted to carry out any transaction on Company shares and has established the following procedure:

- the dates of the blackout periods for each financial year are communicated at the beginning of each year and before each blackout period;
- outside blackout periods, an identified person must be consulted to ensure that no insider information is held.

#### ***i. Other benefits***

The Chief Executive Officer may also be awarded benefits in respect of his duties carried out within Ipsen, including: benefits in kind (company car and temporary accommodation, school fees), assistance for the preparation and filing of personal income tax returns, global healthcare coverage (mutual and life/disability schemes) under the Group's contracts, reimbursement of travel expenses and expenses incurred with the exercise of their corporate duties, D&O liability insurance.

#### **Payments, benefits and compensation granted to Executive Corporate Officers upon termination of their functions**

#### ***j. Severance payment***

Executive Corporate Officers may benefit from a severance payment clause, granted in the event of termination of their duties, of which the terms have been decided by the Board of Directors in accordance with the recommendations of the AFEP-MEDEF Code:

- payment granted only in the event of a forced departure (*départ contraint*) within the meaning of the AFEP-MEDEF Code, it being specified that the payment is excluded if the Corporate Officer leaves the Company on a voluntary basis;

- equal to 24 months of gross fixed compensation paid for his duties (fixed and variable annual compensation) for the corporate office;
- the grant of which is subject to two cumulative performance conditions which are (i) Group operating income for 2017 and 2018 at a rate of at least 15% and, as of 2019 and subsequent years, the maintenance of Group operating income at a rate of at least 20%, and (ii) free cash flow before operating investments during the three years prior to departure above a threshold of €300 million;
- including 50% of the amount due under the non-competition undertaking given by the Chief Executive Officer.

It is specified that the Board of Directors may waive the implementation of the non-competition indemnity upon the departure of the Chief Executive Officer by decision of the Board.

This compensation component was not applied to the interim Chief Executive Officer.

#### ***k. Non-compete payment***

The Board of Directors has concluded a non-compete agreement with the Chief Executive Officer in case of departure from the Group for a reason other than a change of control. This agreement shall be valid for a certain period following the date of departure.

The non-compete payment may not exceed a ceiling of two years of compensation (base and annual variable), including, if applicable, the amount of a severance payment, up to 50%.

It is specified that no non-compete benefit will be paid once the Chief Executive Officer claims his pension rights and that no benefit can be paid in this respect if the Chief Executive Officer has reached the age of 65 on the effective date of departure.

It is also specified that the Board of Directors can waive the application of the non-compete undertaking upon departure of the Chief Executive Officer by decision of the Board.

#### ***l. Retirement Schemes***

The Executive Corporate Officers may benefit from defined contribution plans or defined benefit plan which more broadly benefits the Company's executives, in accordance with the AFEP-MEDEF Code.

An additional collective Defined Contribution scheme ("Article 83") was set up as of July 1, 2019. This scheme, fully funded by the Company, allows Executives to build a supplementary retirement pension with a certain percentage of contribution of total cash remuneration (annual base compensation and variable).

To manage several types of situations, a defined contribution scheme with individual rights ("Article 82") was set up. Under this scheme, fully funded by the Company, a custom amount to be outsourced to an insurance company can be determined, on an individual basis. It will be subject to several cumulative performance conditions, which are (i) maintenance of the recurring operating margin of the Group and (ii) maintenance of the Free Cash Flow before capital expenditure (CAPEX).

## Appendix 3 – Compensation of Corporate Officers (Articles L.22-10-34 I and L.22-10-9 I of the French Commercial Code)

The compensation elements of the corporate officers, members of the Board of Directors, Chairman of the Board of Directors and of the Chief Executive Officer, are detailed in Ipsen's 2020 Universal Registration Document, pages 237 *et seq.*, section 5.4.2.2, to which it is referred.

**Extract from Ipsen's 2020 Universal Registration Document, pages 235 *et seq.*, section 5.4.2.1, relating to the compensation of members of the Board of Directors.**

**Individual amount and other compensation paid or granted to Directors (gross amounts – rounded)  
(Table 3 of AMF recommendations)**

Directors	Amounts granted for 2019	Amounts paid (*) in 2019	Amounts granted for in 2020	Amounts paid (*) in 2020
Marc de Garidel <sup>(1)</sup>				
– Compensation as Director	–	–	–	–
– Other compensation	see section 5.4.2.2	see section 5.4.2.2	see section 5.4.2.2	see section 5.4.2.2
Anne Beaufour <sup>(2)</sup>				
– Compensation as Director	€48,320	€39,200	€658	€27,583
– Other compensation	–	–	–	–
Highrock S.à.r.l. <sup>(3)</sup>				
– Compensation as Director	–	–	€36,699	€15,737
– Other compensation	–	–	–	–
Henri Beaufour <sup>(2)</sup>				
– Compensation as Director	€33,040	€29,249	€38,800	€33,040
– Other compensation	–	–	–	–
Philippe Bonhomme <sup>(2)</sup>				
– Compensation as Director	€115,000	€92,834	€1,726	€68,690
– Other compensation	–	–	–	–
Beech Tree S.A. <sup>(3)</sup>				
– Compensation as Director	–	–	€103,274	€41,310
– Other compensation	–	–	–	–
Laetitia Ducroquet <sup>(7)</sup>				
– Compensation as Director	–	–	–	–
– Other compensation	–	–	–	–
Antoine Flochel				
– Compensation as Director	€168,845	€170,000	€160,000	€163,845
– Other compensation	–	–	–	–
Margaret Liu				
– Compensation as Director	€120,000	€110,101	€103,800	€115,000
– Other compensation	–	–	–	–
Mayroy SA <sup>(3)</sup>				
– Compensation as Director	€6,301	€6,301	–	–
– Other compensation	–	–	–	–
David Loew <sup>(4)</sup>				
– Compensation as Director	–	–	–	–
– Other compensation	cf. section 5.4.2.3	cf. section 5.4.2.3	cf. section 5.4.2.3	cf. section 5.4.2.3
Michèle Ollier				
– Compensation as Director	€67,360	€68,968	€60,000	€62,360
– Other compensation	–	–	–	–
Jean-Marc Parant <sup>(5)</sup>				
– Compensation as Director	–	–	–	–
– Other compensation	–	–	–	–
Paul Sekhri				
– Compensation as Director	€100,560	€85,451	€92,100	€95,560
– Other compensation	–	–	–	–
Carol Stuckley				
– Compensation as Director	€135,000	€118,162	€120,000	€130,000
– Other compensation	–	–	–	–

REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSED RESOLUTIONS SUBMITTED  
TO THE COMBINED SHAREHOLDERS' MEETING OF 27 MAY 2021



Directors	Amounts granted for 2019	Amounts paid (*) in 2019	Amounts granted for in 2020	Amounts paid (*) in 2020
Piet Wigerinck				
– Compensation as Director	€66,245	€61,630	€75,000	€66,245
– Other compensation	–	–	–	–
Carol Xueref				
– Compensation as Director	€122,838	€128,810	€123,800	€117,838
– Other compensation	–	–	–	–
<b>Total / Gross amount</b>				
– Compensation as Director	<b>€977,208<sup>(6)</sup></b>	<b>€910,705<sup>(6)</sup></b>	<b>€915,857<sup>(6)</sup></b>	<b>€937,208<sup>(6)</sup></b>
– Other compensation	–	–	–	–

<sup>(1)</sup> Amounts paid on a half-year basis in arrears (within the month following each half-year closing), based prorata temporis on the time spent in office during the half-year, if applicable. The variability system of the directors' fees has been applicable since 1 January 2018.

<sup>(1)</sup> Marc de Garidel does not receive any compensation as Director. It is stated that the compensation elements of Marc de Garidel paid or granted as Chairman of the Board of Directors are presented at section 5.4.2.2 of this document.

<sup>(2)</sup> Director since 6 January 2020, the amount of director's fees have been calculated prorata temporis on the time spent in office during the year.

<sup>(3)</sup> Director until 6 January 2020, the amount of director's fees have been calculated prorata temporis on the time spent in office during the year.

<sup>(4)</sup> David Loew didn't receive any compensation as Director. It is stated that the compensation elements of David Loew as Chief Executive Officer with effect on July 1, 2020 are presented at section 5.4.2.2 of this document.

<sup>(5)</sup> Jean-Marc Parant has been designated Director representing the employees by the Central Works Council on 27 November 2018 and doesn't receive any compensation relating to his mandate. It is stressed that he holds an employment contract within the Group and as such receives compensation that is unrelated to the exercise of his mandate. As a result, this compensation is not communicated.

<sup>(6)</sup> The amounts shown are gross amounts. Directors received a net amount after withholding of 12.8% was applied in 2019 for foreign tax residents and 30% for French residents.

<sup>(7)</sup> Laetitia has been designated Director representing the employees by the European Works Council on 6 November 2020 and doesn't receive any compensation relating to her mandate. It is stressed that she holds an employment contract within the Group and as such receives compensation that is unrelated to the exercise of her mandate. As a result, this compensation is not communicated.

## Appendix 4 – Compensation paid in or granted for 2020 (Article L.22-10-34 II of the French Commercial Code)

The compensation elements of the Chairman of the Board of Directors and Chief Executive Officer, are detailed in Ipsen's 2020 Universal Registration Document, pages 237 *et seq.*, section 5.4.2.2 to which it is referred.

For Mr. Marc de Garidel			
Compensation components of Marc de Garidel, Chairman of the Board of Directors, subject to a vote	Amounts paid during the past financial year	Amounts granted for the past financial year, or book value	Presentation
2020 Base compensation	€600,000	€600,000	Annual base compensation

### Summary of commitments also made to Marc de Garidel, Chairman of the Board of Directors

	Employment contract		Additional pension scheme		Payments or benefits granted or to be granted in connection with the termination or change of functions		Compensation under a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Marc de Garidel		X	X		X		X	

The compensation elements of the Chairman of the Board of Directors are detailed in Ipsen's 2020 Universal Registration Document, pages 237 *et seq.*, section 5.4.2.2. and the summary of commitments made to Marc de Garidel at title D page 239.

For Mr. Aymeric Le Chatelier			
Compensation components of Aymeric Le Chatelier, Chief Executive Officer ad interim from 1 <sup>st</sup> January to 30 <sup>th</sup> June 2020, subject to a vote	Amounts paid during the past financial year	Amounts granted for the past financial year	Presentation
2020 fixed compensation	€225,000	€225,000	Base compensation paid in respect of his mandate from January 1 <sup>st</sup> until June 30 <sup>th</sup> 2020 as interim Chief Executive Officer
2020 annual variable compensation	N/A	€281,250 (Amount to be paid after approval of the 2021 Shareholders' Meeting, subject to its yes vote)	For the 2020 financial year, the Board of Directors, during the meeting held 12 February 2020, has decided to set an annual target variable compensation of EUR 450,000 gross, which may vary within a range from 0 to 200% (i.e. from 0 to EUR 900,000) according to the following quantifiable and qualitative performance criteria: the two-thirds of this target amount is based on quantifiable criteria of equal weight related to the achievement of certain levels of consolidated net sales, core operating income, diluted earnings per share and cash flows and, for the balance, managerial, strategic and CSR qualitative criteria. The Board of Directors, on the recommendation of the Compensation Committee on 10 February 2021, set the amount of the annual variable compensation of Aymeric Le Chatelier, Interim Chief Executive Officer, at €281,250.

Compensation components of Aymeric Le Chatelier, Chief Executive Officer ad interim from 1 <sup>st</sup> January to 30 <sup>th</sup> June 2020, subject to a vote	Amounts paid during the past financial year	Amounts granted for the past financial year	Presentation
Stock options, performance shares or any other long-term benefit (warrants, etc.)	N/A	<b>€290,883</b> (Book value of performance shares granted for the past financial year)	The Board of Directors, which met on May 29, 2020, decided, under the Company's performance share plan, upon proposal of the Compensation Committee, to set the number of shares thus allocated to Aymeric Le Chatelier, Interim Chief Executive Officer, at 4,690 performance shares. This grant represents 0,01% of the share capital on the day of the grant. Acquisition of the performance shares will be subject to a condition of presence and of performance which will be checked at the end of a vesting period of 3 years from the date of grant. Acquired shares will not be subject to a holding period. The performance conditions are based for 40% of the number of shares granted on an external criterion measuring the relative performance of Ipsen's stock price compared to that of the other issuers which are part of the STOXX TMI 600 Healthcare index, for 40% of the number of shares granted on an internal criterion based on the operating income of the Group's activities, excluding Business Development transactions, and for 20% of the number of shares granted, on an internal criterion based on the achievement of Corporate Social Responsibility (CSR) criteria.

For Mr. David Loew			
Compensation components of David Loew, Chief Executive Officer with effect on July 1, 2020, subject to a vote with effect on July 1, 2020, subject to a vote	Amounts paid during the past financial year	Amounts granted for the past financial year	Presentation
2020 fixed compensation	€475,000	€475,000	Fixed compensation paid prorata temporis as of 1 <sup>st</sup> July 2020
2020 annual variable compensation	N/A	<b>€498,750</b> (Amount to be paid after approval by the 2021 Shareholders' Meeting, subject to its yes vote)	Amount allocated for the past financial year with: <ul style="list-style-type: none"> <li>Quantifiable criteria for 2/3 and qualitative criteria (1/3) contributed to the determination of this variable compensation;</li> <li>Maximum percentage of fixed compensation that variable compensation may represent: 100%;</li> </ul> The Board of Directors, on the recommendation of the Compensation Committee on 10 February 2021, and in view of the realization of the pre-established criteria, set the amount of the annual variable compensation of the Chief Executive Officer for 2020 at €498,750. This amount will be paid following the Shareholders' Meeting held in May 2021 to approve the amounts of the compensation components to be paid or granted to David Loew for the previous year.

Compensation components of David Loew, Chief Executive Officer with effect on July 1, 2020, subject to a vote with effect on July 1, 2020, subject to a vote	Amounts paid during the past financial year	Amounts granted for the past financial year	Presentation
Stock options, performance shares, or any other long-term benefit (warrants, etc.)	N/A	€2,830,816 (Book value of performance shares granted for the past financial year)	37,829 shares were granted representing 0.04% of the share capital. The acquisition of the performance shares will be subject to a condition of presence within the Company at the end of the vesting period. The number of performance shares that will be acquired will depend upon the level of achievement of the performance conditions set by the Board of Directors and assessed over a period of three years, <i>i.e.</i> : <ul style="list-style-type: none"> <li>60% based on two internal performance conditions, based on (i) the Group Core Operating Income (Group COI) excluding Business Development for 40% and (ii) CSR criteria for 20%. For each of these conditions, the level of payout (0 – 200%) will be defined as per the payout grid enclosed in the applicable plan rules, and;</li> <li>40% based on an external performance condition measuring the relative performance of IPSEN's stock price compared to that of the other issuers which are part of the STOXX TMI 600 Health Care index. Based on its ranking, the level of payout (0 – 200%) will be defined as per the payout grid enclosed in the applicable plan rules.</li> </ul> This value includes the performance shares granted under the special financial indemnity (6,579 performance shares)
Special financial indemnity	N/A	€1,000,000	The Board of Directors, following the meeting of 29 July 2020, upon recommendation of the Compensation Committee, in order to compensate for the loss of his existing financial package at his current employer, David Loew will be granted: <ul style="list-style-type: none"> <li>an indemnity of EUR 1,000,000 in cash, paid half in the month of the first anniversary of the effective date of taking office as Chief Executive Officer and half in the month of the second anniversary of the effective date of taking office as Chief Executive Officer. These payments will be subject to a presence requirement of David Loew within the Company on the day on which they are made;</li> <li>an allocation of 6,579 performance shares for an equivalent amount of EUR 500,000. The acquisition of these shares will be subject to a presence requirement and performance conditions.</li> </ul>
Benefits in kind	€9,000	€9,000	Company car payment prorated since 1 <sup>st</sup> July 2020

#### Summary of commitments also issued in favor of David Loew, Chief Executive Officer

	Employment contract		Additional pension scheme		Payments or benefits granted or to be granted in connection with the termination or change of functions		Compensation under a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
David Loew Chief Executive Officer		X	X		X			X

The compensation elements of the Chief Executive Officer are detailed in Ipsen's 2020 Universal Registration Document, pages 241 *et seq.*, section 5.4.2.3. and the summary of commitments issued in favor of David Loew at title D page 245.

## EXECUTIVE SUMMARY: IPSEN GROUP IN 2020

- **Solid full year 2020 financial results in a COVID-19 environment**

- **Group sales** of €2,592 million, growing by 3.0%<sup>(1)</sup> at constant currency or 0.6% as reported, driven by Specialty Care sales growth of 5.9%<sup>(1)</sup>, reflecting a resilient oncology portfolio, while Consumer Healthcare sales were down 21.3%<sup>(1)</sup> mostly due to the impact of COVID-19.
- **Core Operating margin** at 32.0% of the sales, up 1.6 points. IFRS Operating margin at 20.1% of the sales, up 21.4 points.
- **Core consolidated net profit** of €610.5 million, with fully diluted Core EPS growing by 8.4% to reach €7.31. **IFRS Consolidated net profit** showing a gain of €548.9 million, with IFRS net earnings per share of €6.57.
- **Sound financial structure**, with a closing Net Debt of €525.3 million and a Net Debt to EBITDA ratio of 0.6x. Strong Free Cash Flow at €646.4 million, up 38%, mainly driven by higher Operating Cash Flow.

- **Advancing solid pipeline in H2 2020**

- Cabometyx® (*cabozantinib*) in combination with nivolumab for 1L renal cell carcinoma (RCC) filing with EMA based on successful Phase 3 CheckMate -9ER;

- Onivyde® (*irinotecan liposome injection*) received Fast Track designation from the FDA for 2L Small Cell Lung Cancer (SCLC);

- Palovarotene on track for NDA and MAA submissions for fibrodysplasia ossificans progressiva (FOP).

- **Proposed dividend** of €1.00 per share<sup>(2)</sup> for the 2020 financial year, consistent with the prior year.

- **2021 guidance**<sup>(3)</sup> of Group sales growth greater than 4.0% at constant currency and Core Operating margin greater than 30.0% of the sales.

- **Executing on new strategy** presented in December 2020: Focus. Together. For patients and society.

**David Loew, Chief Executive Officer of Ipsen, stated:**

*"I am truly proud of Ipsen's performance in 2020. We met our financial objectives, delivering steady top-line growth, significant core operating margin expansion and strong cash flow generation to fund our external innovation strategy. The fact these achievements took place against the backdrop of the pandemic is remarkable and speaks to the dedication and patient-centricity of our highly motivated employees. We made encouraging pipeline progress, especially in Oncology. In December we announced our new strategy which will drive long-term value for all our stakeholders: Focus. Together. For patients & society. While the world continues to face uncertain business conditions in 2021, I am confident that Ipsen will build on its strong foundations and execute on its strategy to deliver another successful year."*

## New Strategy

Ipsen is executing on the four key pillars of its new strategy presented in December 2020:

- The Group is focused on maximizing the value of its current Specialty Care product portfolio through commercial excellence and geographic expansion. It aims to maximize its core brands and capture the full potential of its innovative oncology products. A strategic review of the Consumer Healthcare business is proceeding.
- Ipsen's priority is to build a sustainable pipeline to drive long-term growth. Recent initiatives have prioritized the pipeline on the highest potential opportunities and progressed

the transformation of the R&D organization. Ipsen is strengthening its external innovation efforts by targeting differentiated medicines in its three core therapeutics areas of Oncology, Rare Disease and Neuroscience, with a broader disease and modality scope than previously defined, and across all stages of clinical development.

- The company is committed to generating efficiencies through a focused and agile operating model. Leveraging smart spending, streamlined operations, manufacturing efficiencies and optimizing digitalization, the Group will be able to reinvest in R&D and external innovation to fuel future growth.

<sup>(1)</sup> Year-on-year growth excluding foreign exchange impact established by recalculating sales for the relevant period at the rate used for the previous period.

<sup>(2)</sup> Decided by the Ipsen S.A. Board of Directors, which met on 10 February 2021, to propose at the annual shareholder's meeting on 27 May 2021.

<sup>(3)</sup> Excluding any potential impact of incremental investments from external innovation, assuming phased launch of lanreotide generic in Europe by mid-2021 and limited impact in case of potential launch of octreotide or lanreotide generics in the U.S.



- Patients and society are at the core of Ipsen's mission, starting with fully engaged employees and a culture of accountability to perform and compete in the long term. Ipsen is highly committed to its corporate social

responsibility (CSR) initiatives which are centered around employees, community and the environment, as reflected throughout the organization and in the inclusion of responsibility metrics in management compensation.

## Comparison of 2020 performance with financial objectives

The Group exceeded its Full Year 2020 guidance provided in July 2020 as shown in the table below:

	2020 Financial objectives	2020 Actuals
Group sales growth (at constant exchange rate <sup>(1)</sup> )	> 2.0% <sup>(1)</sup>	+3.0% <sup>(1)</sup>
Core Operating margin (as a percentage of the sales)	> 30.0%	32.0%

<sup>(1)</sup> Year-on-year growth excluding foreign exchange impact established by recalculating sales for the relevant period at the rate used for the previous period.

## 2021 Financial guidance

The Group has set the following financial targets for the current year, assuming a progressive recovery from COVID-19 by H2 2021:

- **Group sales growth** year-on-year **greater than 4.0% at constant currency<sup>(1)</sup>**, with an expected negative 3.0% impact of currency based on the level of exchange rates at the end of January 2021;

- **Core Operating margin greater than 30.0% of the sales**, excluding any potential impact of incremental investments from external innovation.

This guidance assumes a phased launch of lanreotide generic in Europe by mid-2021 and a limited impact in case of a potential launch of octreotide or lanreotide generics in the U.S.

<sup>(1)</sup> Year-on-year growth excluding foreign exchange impact established by recalculating sales for the relevant period at the rate used for the previous period.

## Review of full year 2020 results

### Extract of audited consolidated results for the full year 2020 and 2019

(in millions of euros)	FY 2020	FY 2019	% change	% change at constant currency
<b>Group sales</b>	<b>2,591.6</b>	<b>2,576.2</b>	<b>+0.6%</b>	<b>+3.0%</b>
Specialty Care sales	2,381.1	2,299.4	+3.5%	+5.9%
Consumer Healthcare sales	210.6	276.8	-23.9%	-21.3%
<b>CORE</b>				
<b>Core Operating Income</b>	<b>829.3</b>	<b>782.6</b>	<b>+6.0%</b>	
<i>Core Operating margin (as a % of the sales)</i>	<i>32.0%</i>	<i>30.4%</i>	<i>+1.6 pts</i>	
<b>Core consolidated net profit</b>	<b>610.5</b>	<b>563.4</b>	<b>+8.4%</b>	
Core EPS – fully diluted (€)	7.31	6.74	+8.4%	
<b>IFRS</b>				
<b>Operating Income</b>	<b>521.0</b>	<b>(33.4)</b>	<b>N.A.</b>	
<i>Operating margin (as a % of the sales)</i>	<i>20.1%</i>	<i>-1.3%</i>	<i>+21.4 pts</i>	
<b>Consolidated net profit</b>	<b>548.9</b>	<b>(50.2)</b>	<b>N.A.</b>	
EPS – fully diluted (€)	6.57	(0.61)	N.A.	

**Group sales** reached €2,591.6 million, up 3.0%<sup>(1)</sup> year-on-year.

**Specialty Care sales** reached €2,381.1 million, up 5.9%<sup>(1)</sup>, driven by the continued strong growth of Somatuline® (*lanreotide*) and Cabometyx. Somatuline growth of 13.1%<sup>(1)</sup> was driven by continued positive momentum in North America with a double-digit growth (17.0%<sup>(1)</sup>) and solid performance throughout Europe despite the availability of the octreotide generic. Dysport® (*botulinum toxin type A*) down by 3.4%<sup>(1)</sup>, was impacted in most geographies by the closure of treatment centers resulting from COVID-19 despite a faster recovery in the aesthetics market. Decapeptyl® (*triptorelin*) sales reflected good volume growth across Major European countries offset by lower volumes in China.

**Consumer Healthcare sales** reached €210.6 million, down 21.3%<sup>(1)</sup>, mainly due to a decline in Smecta® (*diosmectite*) sales impacted by COVID-19, the implementation of hospital central procurement in China and lower performance in France.

**Core Operating Income** reached €829.3 million in 2020, compared to €782.6 million in 2019, a growth of 6.0%, driven by sales growth, Group-wide efficiencies and costs savings with less travel, medical and marketing expenses due to

COVID-19 partially offset by continued investment in R&D to advance key programs in Oncology, Rare Disease and Neuroscience.

**Core Operating margin** reached 32.0% of the sales, up 1.6 points compared to 2019.

**Core consolidated net profit** was €610.5 million in 2020, an increase of 8.4% versus €563.4 million in 2019, driven by higher Core Operating Income.

**Fully diluted Core EPS** (earnings per share) grew by 8.4% to reach €7.31, compared to €6.74 in 2019.

**IFRS Fully diluted EPS** was a net profit per share amounting to €6.57 versus a net loss of €0.61 in 2019.

**Free Cash Flow** reached €646.4 million, up by €178.7 million, mainly driven by higher Operating Cash Flow thanks to a lower level of capital expenditures and working capital partly offset by higher cash out from restructuring costs, financial result and current income tax.

**Closing net debt** reached €525.3 million at the end of 2020, as compared to closing net debt in 2019 of €1,115.6 million.

<sup>(1)</sup> Year-on-year growth excluding foreign exchange impact established by recalculating sales for the relevant period at the rate used for the previous period.

## ■ Comparison of Consolidated Sales for the Fourth Quarter and Full Year 2020 and 2019

### Sales by therapeutic area and by product

(in millions of euros)	4 <sup>th</sup> Quarter				Full Year			
	2020	2019	% Variation	% Variation at constant currency	2020	2019	% Variation	% Variation at constant currency
<b>Oncology</b>	<b>523.2</b>	<b>505.2</b>	<b>3.6%</b>	<b>7.9%</b>	<b>1,969.8</b>	<b>1,844.4</b>	<b>6.8%</b>	<b>8.5%</b>
<i>Somatuline</i> <sup>®</sup>	310.1	288.7	7.4%	13.0%	1,145.2	1,031.6	11.0%	13.1%
<i>Decapeptyl</i> <sup>®</sup>	102.5	110.1	-6.9%	-5.1%	390.5	407.4	-4.1%	-3.1%
<i>Cabometyx</i> <sup>®</sup>	75.3	65.9	14.3%	16.6%	288.9	242.2	19.3%	20.8%
<i>Onivyde</i> <sup>®</sup>	33.3	34.2	-2.7%	4.7%	123.3	134.7	-8.5%	-6.8%
Other Oncology	2.1	6.3	-67.2%	-66.9%	21.8	28.5	-23.3%	-23.1%
<b>Neuroscience</b>	<b>97.6</b>	<b>105.5</b>	<b>-7.5%</b>	<b>2.5%</b>	<b>356.1</b>	<b>391.3</b>	<b>-9.0%</b>	<b>-3.3%</b>
<i>Dysport</i> <sup>®</sup>	96.3	104.6	-8.0%	1.8%	353.2	388.3	-9.0%	-3.4%
<b>Rare Disease</b>	<b>12.6</b>	<b>14.6</b>	<b>-13.5%</b>	<b>-11.1%</b>	<b>55.2</b>	<b>63.7</b>	<b>-13.4%</b>	<b>-12.7%</b>
<i>NutropinAq</i> <sup>®</sup>	8.4	9.7	-13.1%	-12.6%	36.2	41.8	-13.5%	-13.2%
<i>Increlex</i> <sup>®</sup>	4.2	4.9	-14.1%	-8.1%	19.0	21.9	-13.2%	-11.8%
<b>Specialty Care</b>	<b>633.5</b>	<b>625.3</b>	<b>1.3%</b>	<b>6.6%</b>	<b>2,381.1</b>	<b>2,299.4</b>	<b>3.5%</b>	<b>5.9%</b>
<i>Smecta</i> <sup>®</sup>	22.9	33.6	-31.7%	-26.9%	80.9	125.6	-35.6%	-33.0%
<i>Forlax</i> <sup>®</sup>	9.0	12.6	-28.3%	-25.1%	39.0	42.1	-7.4%	-5.6%
<i>Tanakan</i> <sup>®</sup>	8.6	10.3	-17.0%	-7.9%	35.2	36.7	-4.1%	0.8%
<i>Fortrans/Eziclen</i> <sup>®</sup>	9.1	11.7	-22.6%	-16.5%	28.1	36.8	-23.7%	-20.6%
Other Consumer Healthcare	7.0	8.4	-16.9%	-15.2%	27.4	35.6	-23.1%	-22.4%
<b>Consumer Healthcare</b>	<b>56.6</b>	<b>76.6</b>	<b>-26.1%</b>	<b>-21.2%</b>	<b>210.6</b>	<b>276.8</b>	<b>-23.9%</b>	<b>-21.3%</b>
<b>Group Sales</b>	<b>690.1</b>	<b>701.9</b>	<b>-1.7%</b>	<b>3.5%</b>	<b>2,591.6</b>	<b>2,576.2</b>	<b>0.6%</b>	<b>3.0%</b>

## Full Year 2020 sales highlights

**Group sales** reached €2,591.6 million, up 3.0%<sup>(1)</sup>, driven by Specialty Care sales growth of 5.9%<sup>(1)</sup>, while Consumer Healthcare sales decreased by 21.3%<sup>(1)</sup>.

**Specialty Care** sales amounted to €2,381.1 million, up 5.9%<sup>(1)</sup>. Oncology sales grew by 8.5%<sup>(1)</sup> while Neuroscience and Rare Disease sales decreased by 3.3%<sup>(1)</sup> and 12.7%<sup>(1)</sup>, respectively. Over the period, the relative weight of Specialty Care reached 91.9% of total Group sales, compared to 89.3% in 2019.

In **Oncology**, sales reached €1,969.8 million, up 8.5%<sup>(1)</sup> year-on-year, mainly driven by solid performance of Somatuline and Cabometyx partially offset by lower Decapeptyl sales in China due to COVID-19 and lower Onivyde sales to Ipsen's

ex-U.S. partner. Over the period, Oncology sales represented 76.0% of total Group sales, compared to 71.6% in 2019.

**Somatuline** – Sales reached €1,145.2 million, up 13.1%<sup>(1)</sup> year-on-year, driven by a 17.0%<sup>(1)</sup> increase in North America from solid volume growth despite adverse impacts of COVID-19 on patient diagnoses and treatment. Sales performance also reflected continued market share gains in most other geographies with a limited impact from the octreotide generic in Europe.

**Decapeptyl** – Sales reached €390.5 million, down 3.1%<sup>(1)</sup> year-on-year, mainly due to lower sales in China impacted by COVID-19 and competitive pressure offset by solid volume growth in Major Western European countries and Korea despite the impact of COVID-19 pandemic.

<sup>(1)</sup> Year-on-year growth excluding foreign exchange impact established by recalculating sales for the relevant period at the rate used for the previous period.

**Cabometyx** – Sales reached €288.9 million, up 20.8%<sup>(1)</sup> year-on-year, driven by strong volume uptake across all geographies.

**Onivyde** – Sales reached €123.3 million, down 6.8%<sup>(1)</sup>, due to a significant decline in sales to Ipsen's ex-U.S. partner offset by growth in the U.S. despite COVID-19 impacting demand.

In **Neuroscience**, sales of **Dysport** reached €353.2 million, down 3.4%<sup>(1)</sup>, impacted in most geographies by the closure of treatment centers and fewer injections resulting from COVID-19, despite a faster recovery in the aesthetics market. Over the period, Neuroscience sales represented 13.7% of total Group sales, compared to 15.2% in 2019.

In **Rare Disease**, sales of **Nutropin AQ**<sup>®</sup> (*somatropin*) reached €36.2 million, down 13.2%<sup>(1)</sup> year-on-year, impacted by the market slowdown and competitive pressure across Europe. Sales of **Increlex**<sup>®</sup> (*mecasermin*) reached €19.0 million, down

11.8%<sup>(1)</sup> year-on-year, mainly due to lower demand in the U.S. and impact from COVID-19. Over the period, Rare Disease sales represented 2.1% of total Group sales, compared to 2.5% in 2019.

**Consumer Healthcare** sales reached €210.6 million, down 21.3%<sup>(1)</sup>, driven by a decrease of 33.0%<sup>(1)</sup> of **Smecta** sales significantly impacted by COVID-19, and the declining diarrhea market in all geographies due to social distancing measures from the pandemic. Smecta sales were also negatively impacted by the implementation of hospital central procurement in China and a lower performance in France. **Fortrans/Eziclen**<sup>®</sup> (*macrogol 4000*) sales were down 20.6%<sup>(1)</sup> year-on-year, mainly due to the impact of COVID-19 in Eastern Europe, Russia and China. **Tanakan**<sup>®</sup> (*ginkgo biloba extract*) sales were up 0.8%<sup>(1)</sup> year-on-year, driven by positive market dynamics in Russia. Over the period, Consumer Healthcare sales represented 8.1% of total Group sales, compared to 10.7% in 2019.

### Sales by geographical area

(in millions of euros)	4 <sup>th</sup> Quarter				Full Year			
	2020	2019	% Variation	% Variation at constant currency	2020	2019	% Variation	% Variation at constant currency
France	77.2	80.7	-4.3%	-3.6%	297.3	320.8	-7.3%	-7.3%
Germany	44.9	46.3	-3.1%	-3.1%	191.0	188.0	1.6%	1.6%
United Kingdom	30.6	29.4	4.3%	9.0%	116.2	105.3	10.4%	11.8%
Spain	29.9	28.9	3.4%	3.4%	110.9	106.0	4.7%	4.7%
Italy	26.1	27.8	-6.1%	-6.1%	109.1	115.6	-5.7%	-5.7%
<b>Major Western European countries</b>	<b>208.8</b>	<b>213.2</b>	<b>-2.1%</b>	<b>-1.1%</b>	<b>824.5</b>	<b>835.7</b>	<b>-1.3%</b>	<b>-1.1%</b>
Eastern Europe	61.5	73.1	-15.9%	-4.8%	219.4	229.3	-4.3%	2.3%
Others Europe	75.1	72.8	3.2%	7.5%	281.5	271.3	3.8%	5.9%
<b>Other European Countries</b>	<b>136.6</b>	<b>145.9</b>	<b>-6.4%</b>	<b>1.4%</b>	<b>500.9</b>	<b>500.6</b>	<b>0.1%</b>	<b>4.3%</b>
<b>North America</b>	<b>234.2</b>	<b>219.1</b>	<b>6.9%</b>	<b>14.6%</b>	<b>857.6</b>	<b>776.3</b>	<b>10.5%</b>	<b>12.7%</b>
Asia	57.3	59.7	-4.1%	-2.6%	192.9	230.2	-16.2%	-15.1%
Other countries in the Rest of the world	53.2	64.1	-17.0%	-7.5%	215.7	233.4	-7.6%	0.5%
<b>Rest of the World</b>	<b>110.4</b>	<b>123.7</b>	<b>-10.8%</b>	<b>-5.1%</b>	<b>408.6</b>	<b>463.6</b>	<b>-11.9%</b>	<b>-7.2%</b>
<b>Group Sales</b>	<b>690.1</b>	<b>701.9</b>	<b>-1.7%</b>	<b>3.5%</b>	<b>2,591.6</b>	<b>2,576.2</b>	<b>0.6%</b>	<b>3.0%</b>

Sales in **Major Western European countries** reached €824.5 million, down 1.1%<sup>(1)</sup> year-on-year. Over the period, sales in Major Western European countries represented 31.8% of total Group sales, compared to 32.4% in 2019.

**France** – Sales reached €297.3 million, down 7.3%<sup>(1)</sup> year-on-year, mainly due to the negative impact of COVID-19 on Consumer Healthcare products along with lower Onivyde sales to Ipsen's ex-U.S. partner offset by continued solid volume growth of Cabometyx, Somatuline and Decapeptyl.

**Germany** – Sales reached €191.0 million, up 1.6%<sup>(1)</sup> year-on-year, driven by continued solid volume growth of Somatuline, with limited impact from the octreotide generic, and the strong performance of Cabometyx offset by lower volumes of Decapeptyl and Dysport impacted by COVID-19.

**United Kingdom** – Sales reached €116.2 million, up 11.8%<sup>(1)</sup> year-on-year, driven by solid performance across the Oncology portfolio slightly offset by lower Dysport impacted by COVID-19.

<sup>(1)</sup> Year-on-year growth excluding foreign exchange impact established by recalculating sales for the relevant period at the rate used for the previous period.

**Spain** – Sales reached €110.9 million, up 4.7%<sup>(1)</sup> year-on-year, driven by the growth of the Oncology portfolio with continued market share gains despite COVID-19.

**Italy** – Sales reached €109.1 million, down 5.7%<sup>(1)</sup> year-on-year, due to lower sales of Consumer Healthcare, Decapeptyl, Somatuline and Dysport impacted by COVID-19 despite solid Cabometyx growth.

Sales in **Other European countries** reached €500.9 million, up 4.3%<sup>(1)</sup> year-on-year, driven by the performance of Cabometyx and Somatuline in several countries including Russia, Greece and Poland. Over the period, sales in the region represented 19.3% of total Group sales, compared to 19.4% in 2019.

Sales in **North America** reached €857.6 million, up 12.7%<sup>(1)</sup> year-on-year, driven by the continued strong demand of Somatuline and the steady sales of Onivyde, despite a negative COVID-19 impact. Dysport sales remain stable with a decline in the therapeutics market due to COVID-19 offset by a fast recovery of the aesthetics market. Over the period, sales in North America represented 33.1% of total Group sales, compared to 30.1% in 2019.

Sales in the **Rest of the World** reached €408.6 million, down 7.2%<sup>(1)</sup> year-on-year, driven by the negative impact of COVID-19 affecting Smecta and Decapeptyl in China and Dysport in both aesthetics and therapeutics markets partly offset by the growth of Cabometyx and Somatuline across most geographies. Over the period, sales in the Rest of the World represented 15.8% of total Group sales, compared to 18.0% in 2019.

### ■ Comparison of Core consolidated income statement for 2020 and 2019

Core financial measures are performance indicators. Reconciliation between these indicators and IFRS aggregates is presented in Appendix 4 “Bridges from IFRS consolidated net profit to Core consolidated net profit”.

	2020		2019		% change
	(in millions of euros)	% of the sales	(in millions of euros)	% of the sales	
<b>Sales</b>	<b>2,591.6</b>	<b>100.0%</b>	<b>2,576.2</b>	<b>100.0%</b>	<b>0.6%</b>
Other revenues	94.5	3.6%	116.5	4.5%	-18.9%
<b>Revenue</b>	<b>2,686.2</b>	<b>103.6%</b>	<b>2,692.8</b>	<b>104.5%</b>	<b>-0.2%</b>
Cost of goods sold	(490.6)	-18.9%	(488.0)	-18.9%	0.5%
Selling expenses					-6.5%
Research and development expenses					4.3%
General and administrative expenses					3.5%
Other core operating income					N.A.
Other core operating expenses					N.A.
<b>Core Operating Income</b>					<b>6.0%</b>
Net financing costs					-11.6%
Core other financial income and expense					-31.7%
<b>Core income taxes</b>					<b>4.0%</b>
Share of net profit/(loss) from equity-accounted companies					-139.4%
<b>Core consolidated net profit</b>					<b>8.4%</b>
– Attributable to shareholders of Ipsen S.A.					8.3%
– Attributable to non-controlling interests					101.2%
<i>Core EPS fully diluted – attributable to Ipsen S.A. shareholders (in € per share)</i>	<i>7.31</i>		<i>6.74</i>		<i>8.4%</i>

<sup>(1)</sup> Year-on-year growth excluding foreign exchange impact established by recalculating sales for the relevant period at the rate used for the previous period.

### Reconciliation from Core consolidated net profit to IFRS consolidated net profit

(in millions of euros)	2020	2019
<b>Core consolidated net profit</b>	<b>610.5</b>	<b>563.4</b>
Amortization of intangible assets (excluding software)	(62.9)	(60.2)
Other operating income and expenses	(17.2)	(25.1)
Restructuring costs	(32.7)	(20.7)
Impairment losses	(109.2)	(668.8)
Others	160.4	161.2
<b>IFRS consolidated net profit</b>	<b>548.9</b>	<b>(50.2)</b>
<i>IFRS EPS fully diluted – attributable to Ipsen S.A. shareholders (in € per share)</i>	<i>6.57</i>	<i>(0.61)</i>

#### ■ Sales

At the end of December 2020, the Group sales reached €2,591.6 million, up 0.6% year-on-year or up 3.0%<sup>(1)</sup> at constant currency.

#### ■ Other revenues

Other revenues for the financial year 2020 totaled €94.5 million, down 18.9% versus €116.5 million at the end of December 2019. The evolution was attributable to lower royalties paid by partners, mainly by Menarini for Adenuric® (*febuxostat*) and Galderma for Dysport.

#### ■ Cost of goods sold

At the end of December 2020, Cost of goods sold amounted to €490.6 million, representing 18.9% of the sales, compared to €488.0 million in 2019 with a stable ratio of the sales year-on-year. The evolution was attributable to a favorable product mix of Specialty Care growth offset by an increase of royalties paid to partners mainly from Cabometyx.

#### ■ Selling expenses

In 2020, Selling expenses amounted to €784.0 million, down 6.5% versus 2019. Selling expenses represented 30.3% of the sales compared to 32.6% in 2019, an improvement of 2.3 points year-on-year. The decrease reflects activities postponed or cancelled mainly due to COVID-19, including digital sales detailing, lower travel throughout the Group and conversion to virtual conferences and medical meetings.

#### ■ Research and Development expenses

For the financial year 2020, Research and Development expenses totaled €405.6 million, compared to €388.8 million in 2019. The Group continued to invest in Research and Development in Oncology, especially for Cabometyx and Onivyde, in Neuroscience mainly for Dysport life cycle management and the next-generation neurotoxin programs as well as in Rare Disease for palovarotene.

#### ■ General and administrative expenses

In 2020, General and administrative expenses amounted to €187.8 million, compared to €181.4 million at the end of December 2019, an incremental increase with limited COVID-19 related savings. The ratio as a percentage of the sales remained stable year-on-year.

#### ■ Other Core Operating income and expenses

At year-end 2020, Other core operating income and expenses amounted to an income of €11.2 million versus an expense of €13.2 million in 2019. This evolution is due to the impact of currency hedging policy.

#### ■ Core Operating Income

Core Operating Income in 2020 reached €829.3 million, representing 32.0% of the sales, compared to €782.6 million in 2019, representing 30.4% of the sales, a growth of 6.0% and an increase in profitability of 1.6 points.

#### ■ Net financing costs and Core other financial income and expense

In 2020, the Group incurred Net financial expenses of €44.4 million, versus €56.8 million in 2019.

Net financing costs decreased by €3.2 million, driven by lower financing costs mainly attributable to the decrease of the Revolving Credit Facility ("RCF") interest rate in 2020.

Other financial income and expense decreased by €9.2 million, mainly resulting from favorable currency impact.

#### ■ Core income Taxes

In 2020, Core income tax expense of €172.9 million resulted from a Core effective tax rate of 22.0% on Core profit before tax compared to a Core effective tax rate of 22.9% in 2019.

<sup>(1)</sup> Year-on-year growth excluding foreign exchange impact established by recalculating sales for the relevant period at the rate used for the previous period.

### ■ Core consolidated net profit

In 2020, Core consolidated net profit increased to €610.5 million with €609.6 million fully attributable to Ipsen S.A. shareholders. This compares to Core consolidated net profit of €563.4 million in 2019, with €562.9 million fully attributable to Ipsen S.A. shareholders.

### ■ Core Earning per share

In 2020, Core EPS fully diluted came to €7.31, up 8.4% versus €6.74 per share in 2019.

## From Core financial measures to IFRS reported figures

Reconciliations between IFRS 2019/2020 results and the Core financial measures are presented in Appendix 4.

In 2020, the main reconciling items between Core consolidated net profit and IFRS consolidated net profit were:

### ■ Amortization of intangible assets (excluding software)

Amortization of intangible assets (excluding software) in 2020 amounted to €86.5 million before tax, compared to €83.8 million before tax in 2019. The variation mainly related to the amortization of intangible assets for Cabometyx.

### ■ Other operating income and expenses

Other non-core operating income and expenses for 2020 amounted to an expense of €22.4 million before tax, mainly related to the Group's transformation programs including the discontinuation of deprioritized research programs, in line with the new Group strategy.

Other non-core operating income and expenses for 2019 totaled €35.8 million before tax, mainly related to Clementia integration costs and costs arising from the Group's transformation programs.

### ■ Restructuring costs

In 2020, restructuring costs amounted to an expense of €45.6 million before tax including mainly the Consumer Healthcare transformation projects in France and the relocation costs of the Onivyde manufacturing site from Cambridge in Massachusetts, U.S. to Signes in France.

In 2019, restructuring costs came to €27.7 million before tax, mainly impacted by the costs related to the relocation of the Onivyde manufacturing site from Cambridge to Signes and the remaining costs for the U.S. commercial affiliate relocation.

### ■ Impairment losses

In 2020, the Group recognized impairment losses of €153.9 million before tax, including €55.8 million on the intangible assets of palovarotene following the termination of MO-PED trial, €52.1 million on deprioritized R&D programs

mainly related to the Systemic Radiation Therapy (SRT) and solid tumor programs (IPN 60090) and €42.0 million on intangible assets related to some commercialized non-core products based on revised sales expectations.

In 2019, the Group recognized an impairment loss of €668.8 million before tax on the intangible assets of palovarotene.

### ■ Other (Financial income and expenses, Income taxes and net profit from discontinued operations)

In 2020, Other financial income and expenses included a financial income of €44.2 million related to the Contingent Value Right (CVR) and milestone revaluation for Clementia, partially offset by a financial expense of €23.3 million related to the Onivyde earn-out revaluation resulting from the update of probabilities of success for certain R&D studies. They also include favorable foreign exchange impacts.

In 2019, Other financial income and expenses included a financial income of €114.6 million related to the Contingent Value Right (CVR) and milestone revaluation for Clementia, partially offset by a financial expense of €59.7 million related to the Onivyde earn-out revaluation.

### ■ Income taxes

2020 Income taxes included an income of €134.2 million resulting from losses generated by Group legal restructuring, slightly offset by the valuation allowance in Canada.

2019 Income taxes included an expense of €71.9 million corresponding to the write-off of Canadian deferred tax assets and an income of €177.2 million related to the revaluation of the deferred tax liabilities along with the impairment of the intangible assets of palovarotene.

As a consequence, IFRS reported indicators are:

### ■ Operating income

In 2020, the Group recognized a €521.0 million operating profit compared to a €33.4 million operating loss in 2019. This increase mainly resulted from the non-recurring impairment on the intangible assets of palovarotene in 2019.

### ■ Consolidated net profit

The Consolidated net profit was €548.9 million in 2020 with €548.0 million fully attributable to Ipsen S.A. shareholders, compared to a net loss of €50.2 million in 2019.

### ■ Earnings per share

Fully diluted EPS was a net profit per share amounting to €6.57 per share in 2020 versus €0.61 net loss per share in 2019.

## Operating segments: Core Operating Income by therapeutic area

Segment information is presented according to the Group's two operating segments, Specialty Care and Consumer Healthcare.

All costs allocated to these two segments are presented in the key performance indicators. Only corporate overhead costs and the impact of the currency hedging policy are not allocated to the two operating segments.

The Group uses Core Operating Income to measure its performance. Core Operating Income is the indicator used by the Group to measure operating performance and to allocate resources.

Sales, Revenue and Core Operating Income are presented by therapeutic area for the 2020 and 2019 financial years in the following table:

(in millions of euros)	2020	2019	Change	%
<b>Specialty Care</b>				
Sales	2,381.1	2,299.4	81.6	3.5%
Revenue	2,453.6	2,373.9	79.7	3.4%
Core Operating Income	1,014.3	938.6	75.7	8.1%
<i>% of the sales</i>	<i>42.6%</i>	<i>40.8%</i>		
<b>Consumer Healthcare</b>				
Sales	210.6	276.8	(66.2)	-23.9%
Revenue	232.6	318.9	(86.2)	-27.0%
Core Operating Income	15.6	55.1	(39.5)	-71.6%
<i>% of the sales</i>	<i>7.4%</i>	<i>19.9%</i>		
<b>Total Unallocated</b>				
Core Operating Income	(200.6)	(211.1)	10.5	-5.0%
<b>Group total</b>				
Sales	2,591.6	2,576.2	15.4	0.6%
Revenue	2,686.2	2,692.8	(6.6)	-0.2%
Core Operating Income	829.3	782.6	46.7	6.0%
<i>% of the sales</i>	<i>32.0%</i>	<i>30.4%</i>		

In 2020, **Specialty Care** sales grew to €2,381.1 million, up 3.5% as compared to 2019 (5.9% at constant exchange rate), reaching 91.9% of total consolidated sales, versus 89.3% a year earlier. In 2020, **Core Operating Income** for Specialty Care amounted to €1,014.3 million, representing 42.6% of the sales. This compares to €938.6 million in the prior-year period, representing 40.8% of the sales. The improvement reflects the continued growth of Somatuline in the United States and Europe, the contribution of Cabometyx, as well as a decrease in selling expenses linked to COVID-19, **which was slightly offset** by an increase in Research and Development investments to support pipeline growth.

In 2020, **Consumer Healthcare** sales reached to €210.6 million, down 23.9% year-on-year (21.3% at constant exchange rate). In 2020, Core Operating Income for Consumer Healthcare amounted to €15.6 million, representing 7.4% of the sales, compared to 19.9% in 2019. This reflects lower sales which were significantly impacted by COVID-19 and competitive pressure as well as lower Other revenues which were slightly offset by a decrease in commercial investments.

In 2020, Unallocated **Core Operating Income** amounted to a negative €200.6 million, compared to a negative €211.1 million in 2019. The evolution is mainly attributable to the positive impact from the currency hedging policy in 2020 offset by the reinforcement of the global IT and digital strategy.

## Net cash flow and financing

The Group had a net debt decrease of €590.4 million over 2020, bringing closing net debt to €525.3 million.

### ■ Analysis of the consolidated net cash flow statement

(in millions of euros)	2020	2019
<b>Opening net cash / (debt)</b>	<b>(1,115.6)</b>	<b>(430.7)</b>
<b>Core Operating Income</b>	<b>829.3</b>	<b>782.6</b>
Non-cash items	132.7	76.4
Change in operating working capital requirement	53.8	(7.2)
(Increase) decrease in other working capital requirement	(55.6)	38.5
Net capex (excluding milestones paid)	(117.9)	(172.5)
Dividends received from entities accounted for using the equity method	—	0.9
<b>Operating Cash Flow</b>	<b>842.3</b>	<b>718.7</b>
Other non-core operating income and expenses and restructuring costs	(41.3)	(45.5)
Financial income	(43.3)	(53.3)
Current income tax	(118.4)	(150.2)
Other operating cash flow	7.2	(2.0)
<b>Free Cash Flow</b>	<b>646.4</b>	<b>467.7</b>
Distributions paid	(83.5)	(83.5)
Net investments (business development and milestones)	(42.8)	(1,127.4)
Share buyback	(36.4)	(16.8)
FX on net indebtedness and change in earn-out	101.2	72.6
Other	5.5	2.4
<b>Shareholders return and external growth operations</b>	<b>(56.1)</b>	<b>(1,152.6)</b>
<b>CHANGE IN NET CASH / (DEBT)</b>	<b>590.4</b>	<b>(684.9)</b>
<b>Closing net cash / (debt)</b>	<b>(525.3)</b>	<b>(1,115.6)</b>

### ■ Operating Cash Flow

In 2020, Operating Cash Flow totaled €842.3 million, up €123.6 million (+17.2%) versus 2019, mainly driven by higher Core Operating Income (up €46.7 million), higher non-cash items and lower capital investments.

Non-cash items reached €132.7 million versus €76.4 million in 2019, mainly impacted by an increase in amortization of tangible assets, higher provisions, and lower deferred revenue from partners.

Working capital requirement for operating activities decreased by €53.8 million mainly from lower trade receivables, compared to an increase of €7.2 million in 2019.

Other working capital requirement increased by €55.6 million, driven by an increase in tax receivable.

Net capital expenditures amounted to €117.9 million, compared to €172.5 million in 2019 including projects at industrial sites in the United Kingdom and France, and corporate investments in IT and digital projects.

### ■ Free Cash Flow

Free Cash Flow in 2020 came at €646.4 million, up €178.7 million versus 2019, mainly driven by higher Operating Cash Flow combined with lower current income tax.

### ■ Shareholders return and external growth operations

In 2020, the distribution payout to Ipsen S.A. shareholders amounted to €83.2 million.

Net investments amounted to €42.8 million, including additional milestones of €17.6 million for IPN60130 (formerly known as BLU-782) paid to Blueprint Medicines Corporation, and of €24.1 million for Cabometyx paid to Exelixis.

Net investments in 2019 amounted to €1,127.4 million, including the acquisition of Clementia for €986 million, the in-licensing of IPN60130 from Blueprint Medicines Corporation for €22 million and additional milestones of €114 million paid to Exelixis and MD Anderson Cancer Center.

Foreign Exchange on net indebtedness and change in earn-out included mainly the positive impact of lower US Dollar versus Euro on the indebtedness, the positive impact of

€44.2 million on the Clementia CVR write-up and milestones revaluation, partially offset by the negative effect of Onivyde milestone revaluation for €16.7 million.

## Reconciliation of cash and cash equivalents and net cash

(in millions of euros)	2020	2019
<b>Current financial assets (derivative instruments on financial operations)</b>	<b>0.2</b>	<b>0.1</b>
<b>Closing cash and cash equivalents</b>	<b>639.6</b>	<b>339.0</b>
Non-current loans	(542.7)	(568.2)
Other non-current financial liabilities (excluding derivative instruments) <sup>(*)</sup>	(218.9)	(286.6)
<b>Non-current financial liabilities</b>	<b>(761.6)</b>	<b>(854.7)</b>
Credit lines and bank loans	(199.0)	(270.8)
Other current financial liabilities (excluding derivative instruments) <sup>(*)</sup>	(204.5)	(329.3)
<b>Current financial liabilities</b>	<b>(403.5)</b>	<b>(600.0)</b>
<b>Debt</b>	<b>(1,165.2)</b>	<b>(1,454.7)</b>
<b>Net cash / (debt)<sup>(*)</sup></b>	<b>(525.3)</b>	<b>(1,115.6)</b>

<sup>(\*)</sup> Net cash / (debt): derivative instruments booked in financial assets and related to financial operations, cash and cash equivalents, less bank overdrafts, bank loans and other financial liabilities and excluding financial derivative instruments on commercial operations.

<sup>(\*)</sup> Financial liabilities mainly exclude €4.4 million in derivative instruments related to commercial operations in 2020, compared with €7.2 million in 2019.

### ■ Analysis of Group cash

Ipsen S.A. issued in June 2016 €300 million in unsecured, seven-year public bonds.

Ipsen S.A. issued also in July 2019 \$300 million through U.S. Private Placement ("USPP") in two tranches of 7 and 10-year maturities.

Ipsen S.A. has signed in May 2019 an initially five-year Revolving Credit Facility (RCF) of €1,500 million, which has been extended in 2020 to May 2025.

The Group has to comply with a Net Debt / EBITDA covenant to remain below 3.5 times at each financial closing in both

RCF and USPP and the RCF includes also specific indicators linked to Corporate Social Responsibility ("CSR") to be assessed annually.

The Group was fully complying with its covenant ratio for the RCF and the USPP.

On 31 December 2020, the RCF was drawn for €199 million and Ipsen S.A. program of emission of NEU CP – Negotiable European Commercial Paper of €600 million was drawn for €147 million.



## FINANCIAL RESULTS FOR THE LAST FIVE YEARS AND OTHER INFORMATION

	2016	2017	2018	2019	2020
<b>Share capital at year-end (in millions of euros)</b>					
– Share capital	83.6	83.7	83.8	83.8	83.8
– Number of shares outstanding (in thousands)	83,558	83,732	83,809	83,815	83,815
– Number of outstanding preferred shares without voting rights	–	–	–	–	–
– Maximum number of shares to be created	–	–	–	–	–
<b>Transactions and results for the year (in millions of euros)</b>					
– Net sales	18.2	20.1	15.4	21.4	17.4
– Profits before income tax, employee profit-sharing, amortization, depreciation and provisions	(76.5)	(27.6)	(12.5)	(642.9)	(386.6)
– Income tax – Gain (losses)	1.0	12.6	(0.6)	18.3	85.2
– Employee profit-sharing for the year	–	–	–	–	–
– Earnings after income tax, employee profit-sharing, amortization, depreciation and provisions	(24.3)	(17.4)	(15.4)	(626.9)	278.9
– Dividends paid out <sup>(*)</sup>	70.0	70.2	83.0	83.9	83.2
<b>Earnings per share (in € per share)</b>					
– Earnings after income tax and employee profit-sharing, but before amortization, depreciation and provisions	(1.0)	0.0	0.0	(8.0)	(3.6)
– Earnings after income tax, employee profit-sharing, amortization, depreciation and provisions	0.0	0.0	0.0	(7.0)	3.3
– Dividend per share	0.85	0.85	1.00	1.00	1.00
<b>Personnel (in millions of euros)</b>					
– Average number of employees during the year <sup>(†)</sup>	15	11	6	5	7
– Total payroll for the year	22.9	20.7	10.9	8.5	6.3
– Total payroll on-costs for the year (Social security, welfare, etc.)	8.4	7.6	2.0	5.1	3.3

<sup>(†)</sup> Including Management bodies.

<sup>(\*)</sup> Dividends on treasury shares are posted to retained earnings.



## REQUEST FOR MATERIALS AND INFORMATION

Pursuant to Articles R.225-81 and R.225-83 of the French Commercial Code

*Ipsen encourages its Shareholders to opt in favour of the sending of documents by email in order to reduce the quantity of printed materials.*

### Combined Shareholders' Meeting of 27 May 2021

I, the undersigned,

Ms.  Mr.

Last Name (or company name): \_\_\_\_\_

First Name: \_\_\_\_\_

Address: \_\_\_\_\_

Zip Code:       City: \_\_\_\_\_ Country: \_\_\_\_\_

Email address: \_\_\_\_\_ @ \_\_\_\_\_

Owner of: \_\_\_\_\_ registered shares

And/or \_\_\_\_\_ bearer shares held by \_\_\_\_\_

(Please attach a copy of the certificate of registration of the shares in the securities accounts of your financial intermediary)

Hereby request to receive the materials and information set forth by Articles R.225-81 and R.225-83 of the French Commercial Code relating to the Combined Shareholders' Meeting of 27 May 2021.

Hereby request to receive the materials and information set forth by Article R.225-83 of the French Commercial Code relating to the Combined Shareholders' Meeting of 27 May 2021, having already received those provided for by Article R.225-81 of the French Commercial Code together with my notice.

These documents and information are available on the Ipsen website ([www.ipsen.com](http://www.ipsen.com)), in particular under the "Shareholders Meetings" section.

By post

By email (subject to your acceptance of the use of electronic means under the terms set out by law)

In: \_\_\_\_\_ Date: \_\_\_\_\_ 2021

Signature

This request is to be sent to *Société Générale, Service des Assemblées*, CS 30812, 44308 Nantes Cedex 3, France or to the intermediary who manages your shares.

Information: In the current context of COVID-19 and in accordance with Article 3 of Ordinance No. 2020-321 of March 25, 2020, extended and amended, the communication of documents may be validly made to you electronically as soon as you have provided your e-mail address for this transmission.







IPSEN  
Société anonyme with a share capital of 83,814,526 euros  
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Ipsen brochure GB 27/05/2021



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