Steve
Living with a renal cell carcinoma
United Kingdom

2022 UNIVERSAL REGISTRATION DOCUMENT
INCLUDING THE ANNUAL FINANCIAL REPORT

IPSEN
Innovation for patient care

Société anonyme with a share capital of €83,814,526
Registered office: 65 quai Georges Gorse –
92100 Boulogne-Billancourt
419 838 529 R.C.S. Nanterre

2022 UNIVERSAL REGISTRATION DOCUMENT 2022

including the Annual Financial Report

This is a translation into English of the universal registration document of the Company issued in French and it is available on the website of the Issuer.

This Universal Registration Document was filed on 6 April 2023, with the French Financial Markets' Authority (AMF), as the competent authority under (EU) Regulation 2017/1129, without prior approval as allowed by Article 9 of the Regulation.

The Universal Registration Document may be used as a prospectus for a public offer of financial instruments or the admission of financial instruments for trading on a regulated market, provided that it is accompanied by an information memorandum (or listing particulars) and, if necessary, summary and detailed descriptions of all the amendments made to the Universal Registration Document. In this case, the prospectus comprising the Universal Registration Document and the information memorandum or listing particulars is submitted to the AMF for approval in accordance with (EU) Regulation 2017/1129.

This is a translation into English of the (universal) registration document of the Company issued in French and it is available on the website of the Issuer (cf. article 3 of AMF instruction DOC-2019-21).

Incorporation by reference:

Pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of Council of 14 June 2017, the following financial information are included by reference: (i) historical consolidated financial statement for 2021 fiscal year (including the auditors' reports) and management report for the financial year presented in the universal registration document registered by *Autorité des marchés financiers* on 12 April 2022 under number D.22-0283, and (ii) historical consolidated financial statement for 2020 fiscal year (including the auditors' reports) and management report for the financial year presented in the universal registration document registered by *Autorité des marchés financiers* on 12 April 2021 under number D.21-0294

SUMMARY

This universal registration document (chapters 1 to 6) has been established in accordance with the Appendix 1 of the European Commission Regulation n° 809/2004 dated April 29, 2004.

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GENERAL COMMENTS

In this universal registration document, unless stated otherwise, the terms "Company" and "Ipsen" refer to Ipsen S.A. and the term "Group" refers to Ipsen and its subsidiaries and shareholdings.

This universal registration document contains forward-looking statements about the Group's targets and forecasts, especially in section 3.1.6. Such statements may in certain cases be identified by the use of the future or conditional tense or by forward-looking words including but not limited to "believes", "targets", "anticipates", "intends", "should", "aims", "estimates", "considers", "wishes" and "may". These statements are based on data, assumptions and estimates that the Company considers to be reasonable. They are subject to change or adjustment owing to uncertainties arising from the vagaries inherent in all research and development activities, as well as in the economic, financial, competitive, regulatory and climatic environment. In addition, the Group's business activities and its ability to meet its targets and forecasts may be affected if certain risk factors described in section 2.2 – "Risk Factors" of this universal registration document arise. In addition, attainment of the targets and forecasts implies the success of the strategy presented in section 1.1.2 – "Group Strategy" of this universal registration document.

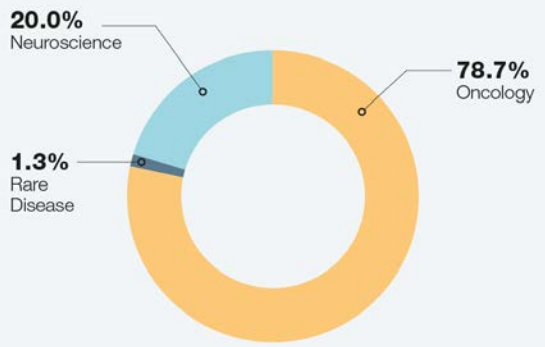
The Company makes no undertaking and gives no guarantee as to the attainment of the targets and forecasts shown in this universal registration document.

Investors are urged to pay careful attention to the risk factors described in the second chapter of this universal registration document before making their investment decision. One or more of these risks may have an adverse effect on the Group's activities, condition, results of operations or on its targets and forecasts. Furthermore, other risks not yet identified or considered as significant by the Group could have the same adverse effects.

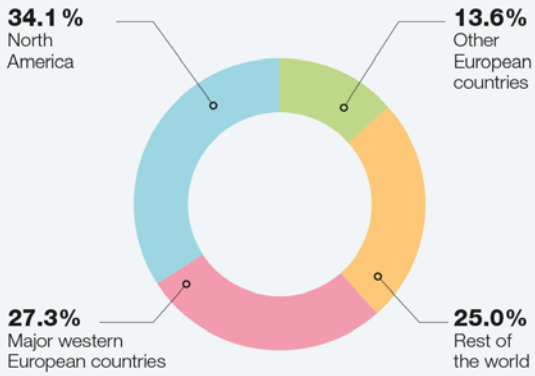
This universal registration document also contains details of the markets in which the Group operates. This information is notably taken from research produced by external organizations. Given the very rapid pace of change in the pharmaceutical sector in France and the rest of the world, this information may prove to be erroneous or out of date.

Forward-looking statements, targets and forecasts shown in this universal registration document may be affected by risks, either known or unknown, uncertainties or other factors that may lead to the Group's future results of operations, performance and achievements differing significantly from the stated or implied targets and forecasts. These factors may include changes in economic or trading conditions and regulations, as well as the factors set forth in section 2.2 – "Risk factors" of this universal registration document.

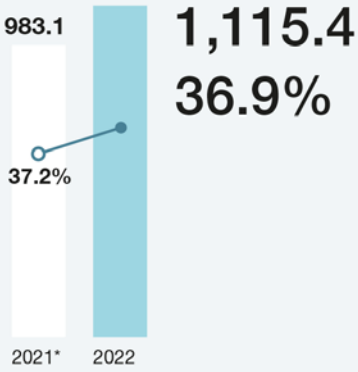
INTRODUCTION: KEY FIGURES



2022 Total sales by therapeutic area

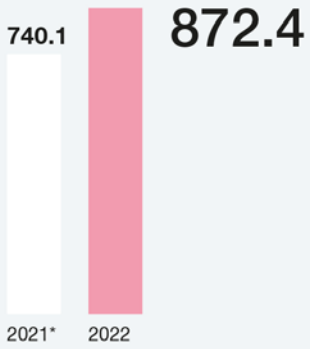


2022 Total sales by geographic area



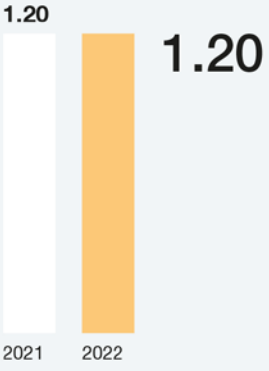
Core operating income (in million euros) **and core operating margin** (as a % of sales)

* Excluding the impact of Consumer HealthCare divested in 2022.



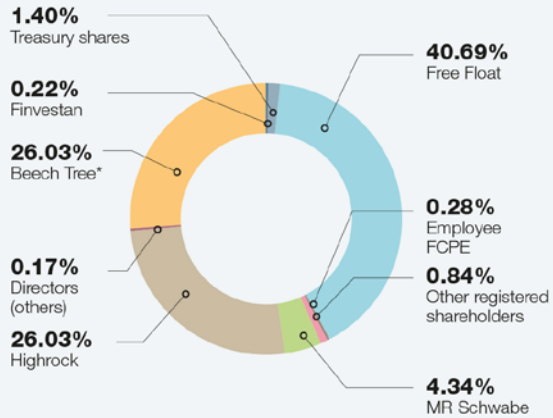
Core consolidated net profit (in million euros)

* Excluding the impact of Consumer HealthCare divested in 2022.



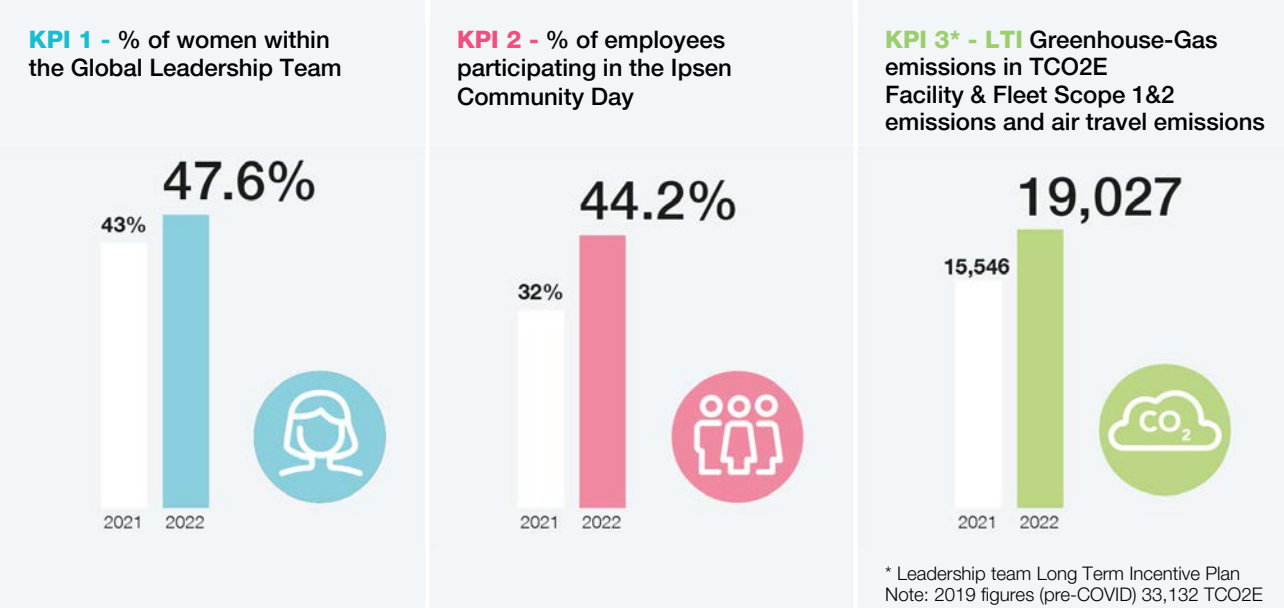
Dividend per share paid for the financial year (in euros)*

* Proposed by the Ipsen S.A. Board of Directors, for vote at the next Annual Shareholders' Meeting.



Ownership of the Company's share capital at 31 December 2022

* Directly and indirectly through its subsidiary MR BMH.



Main CSR indicators

Share price performance on the stock exchange

Shares in Ipsen S.A. have been traded on the Eurolist by Euronext™ market (Compartment A) since 7 December 2005, when the Initial Public Offering price was €22.20 per share.

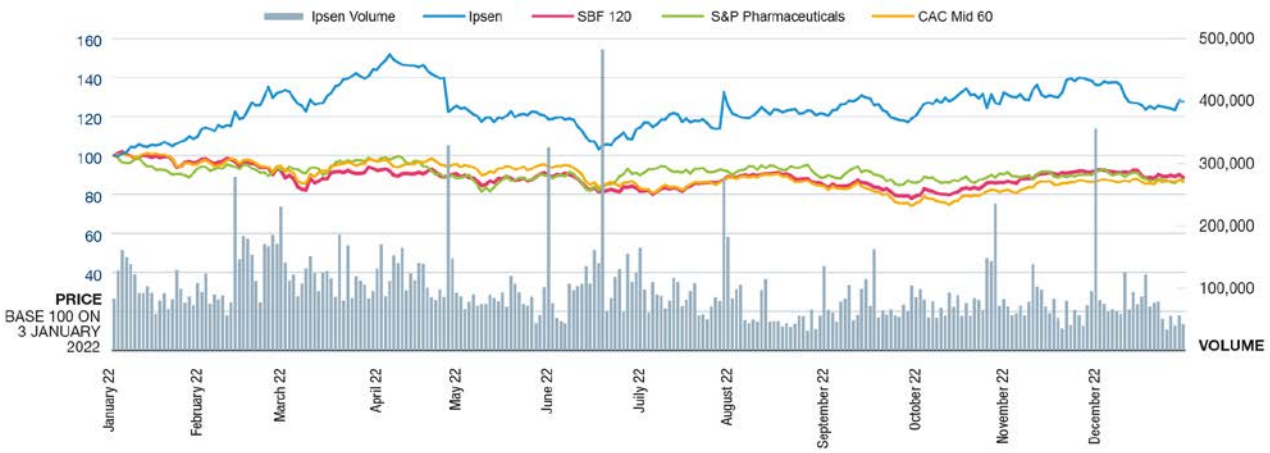
Ipsen shares joined the Deferred Settlement System on 28 March 2007 and joined the SBF120 index on 24 December 2007.

Ipsen has implemented a Sponsored Level I American Depositary Receipt (ADR) program and trades on the over-the-counter market in the United States under the symbol IPSEY.

Share information		2022 trading data	
ISIN Code	FR0010259150	Average share price	€97.75
Euronext Code	IPN.PA	Highest price (05/04/2022)	€119.50
ADR Code	IPSEY	Lowest price (04/01/2022)	€78.34
SRD / PEA Eligibility	Yes / Yes	Stock market capitalization [1]	€8,423.36M
Total Shares [1]	83.8M	Average daily volume	97,367

[1] As of 31 December 2022.

Comparison between Ipsen's share price performance and the principal stock market indicators between 3 January 2021 and 30 December 2022 (source: Onvista)



1 PRESENTATION OF IPSEN AND ITS ACTIVITY

© Ipsen 2020 / Patrick Wack / CAPA Pictures

Nadine
Living with fibrodysplasia ossificans progressiva
Berlin, Germany

1.1 GROUP'S OVERVIEW AND STRATEGY

1.1.1 History and Development of the Company

1.1.1.1 Legal Entity Overview

Registered name
Ipsen

Registered office
65 quai Georges Gorse, 92100 Boulogne-Billancourt, France

Telephone number
+33 (0)1 58 33 50 00

Legal Form and applicable laws
The Company is a limited liability company incorporated under French law with a Board of Directors governed by the provisions of Book II of the French Commercial Code.

Registration details
The Company is registered in the Trade and Companies Registry in Nanterre under registration number 419 838 529.

Its Legal Entity Identifier number is 549300M6SGDPB4Z94P11.

Date of incorporation and term
The Company was incorporated on 28 July 1998, for a fixed period, except in the case of early dissolution or extension, of ninety-nine years from its registration in the Trade and Companies Registry, or until 18 August 2097.

1.1.1.2 Group Overview

Ipsen is a global biopharmaceutical group focused on innovation and Specialty Care.

The Group develops and commercializes innovative medicines in three key therapeutic areas – Oncology, Rare Disease and Neuroscience. With total sales of €3,025.0 million in 2022, Ipsen sells more than 28 drugs in 112 countries, with a direct commercial presence in more than 35 countries.

Ipsen has built its strength in Specialty Care through a robust portfolio of medicines with leading international research hubs and solid long-term partnerships.

The Group focuses on:

- Oncology (78.7% of total sales), with Somatuline® *(lanreotide),* a best-in-class somatostatin analog for the treatment of neuroendocrine tumors and acromegaly; Cabometyx® *(cabozantinib*), the first and only tyrosine kinase inhibitor demonstrating overall survival benefit in combination in first-line as well as in monotherapy in second-line renal cell carcinoma, and also a tyrosine kinase inhibitor with proven, significant overall survival in a second-line advanced hepatocellular carcinoma population; Onivyde® (*irinotecan liposome injection),* part of a differentiated regimen addressing a high unmet medical need in pancreatic cancer; and Decapeptyl® *(triptorelin),* an established and growing medicine in Europe and China notably for the treatment of advanced metastatic prostate cancer; Tazverik® *(tazemetostat)* a first-in-class, chemotherapy-free EZH2a inhibitor, which was granted Accelerated Approval by the U.S. Food and Drug Administration (FDA) in 2020. It is currently indicated for adults with relapsed or refractory follicular lymphoma.
- Rare Disease (1.3% of total sales) with Nutropin® *(somatropin),* a liquid formulation of recombinant human growth hormone and Increlex® *(mecasermin),* a recombinant insulin-like growth factor 1 (IGF-1) of human origin. The Group's acquisition of Clementia Pharmaceuticals and the exclusive license agreement with Blueprint Medicines supplement its Rare Disease franchise with treatments for patients living with Fibrodysplasia Ossificans Progressiva, an ultra-rare bone disorder with Sohonos® (*palovarotene*).
- Neuroscience (20.0% of total sales) with the key neurotoxin medicine Dysport® *(botulinum toxin type A)* for the treatment of therapeutic and aesthetic indications.

1.1.1.3 History and Development of the Company

The Group was founded in 1929 when Doctor Henri Beaufour created Laboratoires Beaufour in Dreux for the launch of Romarène®, a naturally-occurring product derived from rosemary for the treatment of digestive disorders. The 1970s were marked by a period of expansion for the Group's activities in organic products during which Ipsen launched Tanakan and Smecta, which are no longer part of the Group's products portfolio today.

During the 1970s, the Group focused its activities on engineering peptide products and set up Biomeasure (now known as Ipsen Bioscience, Inc.), which became the Group's peptide product research facility based close to universities around Boston. Through Biomeasure, the Group established and fostered strong relationships with several American universities. These partnerships led to the marketing of Decapeptyl, which was launched in 1986 and fueled the Group's international expansion.

In the late 1980s and early 1990s, the Group continued its international expansion by setting up subsidiaries and offices outside of France and acquiring foreign companies.

In 1994, the Group acquired the UK-based company Speywood (known at the time as Porton International), which was responsible for developing Dysport and in 1995, the Group launched its second sustained-release peptide, Somatuline in France.

The Group went public in December 2005 on the Eurolist market of Euronext™ in order to accelerate and support its growth in Specialty Care and to enter the world's largest pharmaceutical market in the United States.

From 2010 onwards, the Group increased its focus and investment in its toxin research platform. The Group's active policy of building partnerships to create value through the licensing of products that arise from its research but are not deemed to be part of its core business (see part 1.2.2 "Major Contracts").

More recently, the Group completed important transactions to accelerate its evolution toward becoming a leading global biopharmaceutical company:

In 2016, the Group acquired the exclusive commercialization rights for Cabometyx, including future indications outside of the United States and Japan from Exelixis.

In early 2017, the Group acquired Onivyde, the oncology asset from Merrimack Pharmaceuticals.

In 2019, the Group acquired Clementia Pharmaceuticals including its key late-stage clinical asset palovarotene, an investigational retinoic acid receptor gamma (RARγ) selective agonist, for the treatment of ultra-rare and debilitating bone diseases, including fibrodysplasia ossificans progressiva (FOP).

In 2019, Ipsen expanded its Rare Disease portfolio by signing an exclusive global license agreement with Blueprint Medicines to develop and commercialize fidrisertib, formerly known as IPN60130, a highly selective investigational ALK2 inhibitor, for the treatment of FOP and potential other indications.

In 2021, seven transactions were completed across Ipsen's three therapeutic areas:

- Oncology: Accent Therapeutics, BAKX Therapeutics, Queen's University, Belfast,
- Rare Disease: Genfit,
- Neuroscience: Irlab, Exicure, and BCH/UOS.

In July 2022, Ipsen announced the closing of its agreement to divest its Consumer HealthCare business to Mayoly Spindler, with which it had entered into exclusive negotiations in February 2022. The Company also completed two transactions in Oncology during the year:

- In August 2022, Ipsen acquired Epizyme's lead medicine, Tazverik®, a first-in-class, chemotherapy-free EZH2a inhibitor, which was granted Accelerated Approval by the U.S. Food and Drug Administration (FDA) in 2020.
- In August 2022, Ipsen and Marengo Therapeutics, Inc. announced a strategic partnership to advance two of Marengo's preclinical STAR platform-generated candidates into the clinic.

Strong Foundation

Ipsen is built on a strong foundation with a 100-year heritage of family ownership, a solid and diversified portfolio with a fast-growing and dynamic Specialty Care business and with significant competitive advantages:

- *proven financial strength* through a significant and recurring cash flow and strong balance sheet;
- *a global footprint in 112 countries,* with over 50% of total sales generated outside Europe. Ipsen entered the U.S. market in 2008, and North America represents the large region by total sales. The Group also benefits from an important historical presence in markets such as China and Russia;
- *proven expertise in cutting-edge technologies,* such as toxin engineering and advanced drug delivery systems, which can be employed together at an early stage of development;
- *the geographic proximity of its research, development and innovation teams* based in the United States (Cambridge, MA) and in Europe (Oxford, United Kingdom – Paris Saclay, France – Shanghai, China) to highly-regarded university research centers which enable the Group to benefit from available scientific expertise and to hire highly-qualified personnel;
- *a recognized ability to secure and manage large-scale partnerships* with the world's leading and innovative pharmaceutical and biotechnology companies such as Debiopharm, Exelixis, TerSera, Servier, Teijin and Galderma;
- *an effective management team* with significant experience in the pharmaceutical industry.

1.1.1.4 Group's Main Medicines

The following table presents the main therapeutic indications for Ipsen's most significant medicines.

Therapeutic area [1]	Medicine name	2022 sales (in million euros)	2021 sales (in million euros)	Principal therapeutic indications [2]
Oncology	Somatuline®	1,218.0	1,202,7	Neuroendocrine tumors; acromegaly
Neuroscience	Dysport®	593.6	434.6	Motor muscular disorders (cervical dystonia; adult and children spasticity, blepharospasms and hemifacial spasms) and medical aesthetics (glabellar lines, lateral canthal lines, hyperhidrosis)
Oncology	Decapeptyl®	529.7	459.6	Advanced metastatic prostate cancer; uterine fibroids; central precocious puberty; endometriosis; female infertility (*in vitro* fertilization), early stage breast cancer in combination with hormone therapy
Oncology	Cabometyx®	448.7	354.6	Renal cell carcinoma, second-line hepatocellular carcinoma
Oncology	Onivyde®	162.4	127.4	Second-line metastatic pancreatic cancer
Oncology	Tazverik®	12.7	—	Third-line follicular lymphoma
Rare Disease	NutropinAq®	27.2	32.0	Growth failure in children due to growth hormone (GH) deficiency, Turner syndrome or chronic renal insufficiency and GH deficiency in adults
Rare Disease	Increlex®	13.9	17.1	Long-term treatment of growth failure in children and adolescents with severe primary insulin-like growth factor-1 deficiency (severe primary IGF-D)

(1) Products are classified into therapeutic areas based on their primary indications.
(2) Therapeutic indications of products vary from country to country.
For more details about the sales geographical breakdown, see the management report (part 3.1.2 "Analysis of results").

1.1.2 Group's Strategy

1.1.2.1 General Context

The pharmaceutical industry is facing several macro-trends, transforming societies and economies, bringing opportunities as well as challenges.

On one hand, the underlying drivers of the pharmaceutical industry open up opportunities:

- demographic and health shifts, with a growing and aging population and a more sedentary lifestyle driving a higher prevalence of unmet medical needs;
- growing patient influence, with patients becoming central to healthcare delivery due to increasing knowledge and willingness to actively manage their health;
- growth in Big Data capabilities, with technology advancements applied to science and medical fields having the potential to vastly increase therapeutic options and accelerate personalized care delivery.

At the same time, the pharmaceutical industry is impacted by the transformation of healthcare across the world and increasing innovation hurdles:

- continuous increase of healthcare costs, leading to a focus on costs and productivity across healthcare systems, resulting in the rise of value-based care, and the reconfiguration of healthcare delivery (*e.g.* through consolidation);
- increasing innovation hurdles, with patent expiries generating an imperative to innovate in an environment of rapid scientific advancements, supportive regulatory frameworks but with high evidence requirements.

These macro-trends, bringing both opportunities and challenges for pharmaceutical companies to continue to save and improve patient lives, are closely monitored and accounted for in the Group's strategy.

1.1.2.2 Group's vision and ambition

Ipsen is a dynamic and growing global specialty-driven biopharmaceutical group with a focus on transformative medicines in Oncology, Rare Disease and Neuroscience. The strong position in Specialty Care, provides the Group with the scale, expertise and stability needed to make a sustainable difference for people in a quickly-evolving healthcare environment.

A strengthened leadership position in three therapeutic areas

Innovation is driving the business in a rapidly-transforming healthcare environment. The Group's global footprint and recognized leadership across the core focus areas of Oncology, Rare Disease and Neuroscience position it to take on the challenges faced by patients and caregivers.

Ipsen is focused on three key therapeutic areas: Oncology, Rare Disease and Neuroscience, where Ipsen can establish a leadership position and leverage its expertise from drug development to commercialization and deliver sustainable long-term growth.

- In Oncology where the Group currently has differentiated, best-in-class products in niche indications such as neuroendocrine tumors, renal cell carcinoma, pancreatic cancer, prostate cancer and hepatocellular carcinoma. Lifecycle-management programs are being pursued in additional indications to further grow the existing brands and expand positioning on indications with high unmet needs.
- In Rare Disease, where Ipsen has recently expanded its portfolio, for example, with the 2023 acquisition of Albireo, with the acquisition in April 2019 of Clementia Pharmaceuticals and its key late-stage drug candidate palovarotene for the treatment of fibrodysplasia ossificans progressiva (FOP) and with the worldwide exclusive license agreement with Blueprint Medicines in October 2019 for the development and commercialization of fidrisertib, (formerly known as IPN60130), an investigational treatment for FOP.
- In Neuroscience Ipsen has expertise in research, development, manufacturing, commercialization, in both the therapeutic area mainly focused on spasticity currently, and the aesthetics area through the partnership with Galderma.

Across these three therapeutic areas, Ipsen's ambition is to fully leverage its broad geographic presence (over 100 countries) and its global commercial powerhouse to grow and roll out its Specialty Care portfolio in all key geographies.

A Development and Commercial Powerhouse driven by innovation

A Development and Commercial Powerhouse driven by innovation, building an innovative and sustainable pipeline is essential for continued growth and is a key objective for the Group. Ipsen has focused its internal resources and efforts on becoming a Development Powerhouse while increasingly turning toward external sourcing for new assets.

Ipsen is built around a culture of open innovation, which drives research, development and commercialization. The Group identifies, develops and integrates innovative products that are a strategic fit for its portfolio and that deliver value to patients. It brings together the best minds to tackle some of the most difficult diseases and it does so by developing long-lasting, mutually-beneficial partnerships and through open and smart collaborative innovation.

Externally-sourcing innovation (see part 1.2.3.1 "Research and Development Activities") is a key tenet of Ipsen's business model. This principle, along with its strong track record and growing U.S. presence has positioned the Group as a partner of choice from early-stage development and academic partnerships to late-stage and product commercialization. With an open innovation model in mind, the Group has placed its four R&D centers at the heart of internationally-reputed scientific hubs: Paris-Saclay in France, Oxford in the United Kingdom and Cambridge in the United States, Shanghai in China.

The Group's biotech mindset, combined with the scale and advantages of a global pharmaceutical company, has helped establish the Company as a development and commercial powerhouse in its core focus areas, with a proven ability to bring new, life-changing therapies to market.

Business Development

Ipsen will further build on its outstanding achievements of late 2021 and 2022:

- Long-term global partnership with GENFIT with an exclusive licensing agreement for elafibranor, a Phase III asset being evaluated in indications such as primary biliary cholangitis to expand Ipsen's portfolio in Rare Disease,
- Acquisition of Epizyme focused on lead asset Tazverik® (tazemetostat), a first-in-class EZH2a inhibitor approved in the U.S to bolster Ipsen's growing oncology presence and leverage its infrastructure,
- Strategic partnership with Marengo Therapeutics to advance two precision immuno-oncology candidates and to sustain Ipsen's presence in oncology.

Ipsen will continue to invest in business development in its three key therapeutic areas. The Group continues to be active in its business development efforts and is evaluating assets in its key therapeutic areas in all phases of clinical development.

All transactions should enable to achieve long-term sustainable value and growth potential, meet Group's strategic ambition, be financially viable and generate synergies for the Group.

The ambition for external innovation is to fuel the R&D pipeline across the three therapeutic areas of focus:

- In Oncology, the focus is on solid as well as hematological tumors. The ambition is to focus on areas in which the Group can compete effectively by targeting tumor types where a differentiated medical benefit can be brought to patients. Ipsen targets a large panel of potential areas, including biomarker segments of larger tumor types and will continue to build synergies across prioritized pathways.
- In Rare Disease, Ipsen targets a large panel of conditions with unmet medical needs and defined patient populations, with all stages of development candidates and marketed products and both established and innovative technologies being considered. To further build this franchise, the Group will expand its synergies in endocrinology, bone disease and liver diseases while pursuing additional attractive opportunities with strong biology validation in other areas where a clinical path can be established.
- In Neuroscience, the priority is on rare neurological, neuro-degenerative and neuro-inflammatory disorders, as well as adjacencies including movement disorders, to further build up on expertise and synergies derived from previous deals in these areas.

1.1.2.3 Ipsen Business Model

Ipsen's mission:
Improving patients lives

Ipsen's vision:
To be a leading global mid-size biopharmaceutical company with a focus on transformative medicines in Oncology, Rare Disease & Neuroscience

Our assets and resources…

Intellectual capital
- **Intellectual property** focused company
- **14.7%** of sales invested in R&D
- **4** global R&D hubs in Cambridge, Oxford, Paris & Shanghai
- **870+** employees in R&D

Human capital
- **5,240** employees in **42** countries
- **23** countries with external & independant recognition awards
- Medicalized accident frequency rate of **0.33**

Manufacturing network
- **4** internal manufacturing sites
- External CMO partners
- **12M** units produced
- **€62.6M** manufacturing investment

Natural resources*
- **8%**(1) reduction in energy consumption
- **8%**(2) reduction in water consumption
- **22%**(3) reduction in waste

Relationships
- Collaborations with healthcare professionals and patient associations to improve impact for patients
- Partnerships with external organization to accelerate innovation and expand access to medicines

Financial resources
- **€3.0bn** total sales
- Net cash **€399m**
- A publicly traded business with a family control

Product portfolio
- **28+** medicines in our portfolio
- **112** Countries where medicines are registered

… contributing to the sustainability of our Business Model based on a strong ethical culture…

R&D

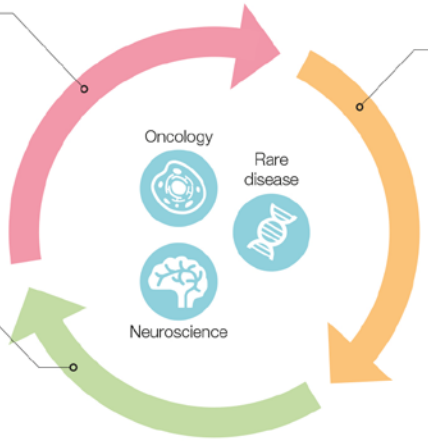
We develop **innovative medicines** to address conditions with **high unmet medical needs** to deliver outcomes that genuinely improve patients' lives

We continuously **invest both in our internal R&D platforms as well as in external innovation** to build a sustainable pipeline across all stages of development

Production

We leverage our **high-quality manufacturing network and end-to-end supply chain** to deliver our medicines to patients in a safe and reliable manner

We aim at **ensuring product quality excellence,** as well as compliance with regulatory and legal requirements and good manufacturing practices

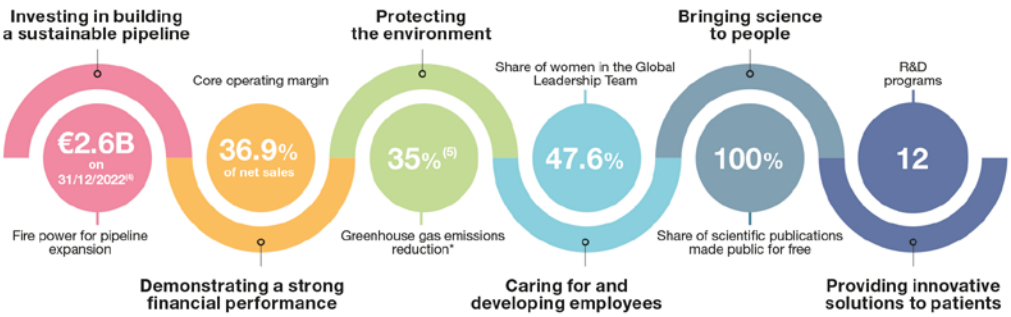


Commercialization

We own **global commercial capabilities** and work with healthcare providers to successfully bring our medicines to the right patients

We work with **regulators and payers** to secure a broaden access of our medicines across the globe

… for patients, employees and society while protecting the environment



Notes:
– Except if stated differently, all figures at 31 December 2022.
– The Business Model encompasses all geographies and activities of the Group & excludes previous CHC activity following its divestment in 2022.

* Compared to 2019.
(1) Ipsen Total Energy Normalized to Occupied Area (MWh/m²).
(2) Ipsen Total Water Consumption Normalized to Occupied Area (m³/m²).
(3) Waste normalized kg/m².
(4) €1,5B after Albireo acquisition.
(5) market based reduction.

1.1.2.4 2023 Financial Outlook

Ipsen has set the following financial guidance for FY 2023, including the acquisition of Albireo:

- total-sales growth greater than 4.0%, at constant currency. Based on the average level of exchange rates in January 2023, an anticipated adverse impact on total sales of around 2% from currencies;
- core operating margin around 30% of total sales, excluding any potential impact of incremental investments from future external-innovation transactions.

Following the acquisition of Albireo, and waiting for a number of pipeline milestones, Ipsen intends to provide a mid-term outlook before the end of 2023.

1.2 GROUP'S ACTIVITY AND CORPORATE STRUCTURE

1.2.1 Group's Products

• 1.2.1.1 Oncology

Somatuline® and Somatuline® Autogel® / Depot®

Active substance and indications

Somatuline *(lanreotide)* is a somatostatin analog which inhibits the secretion of growth hormones and certain other hormones by the digestive system.

Somatuline Autogel (marketed as Somatuline Depot in the U.S.) is the first semi-solid formulation for injection without any polymeric excipient since the active substance itself controls the sustained release. Somatuline Autogel releases the active substance over a duration of at least 28 days, thus requiring just one deep subcutaneous injection per month. This unique formulation was launched in 2001 and allows the product to be presented in a pre-filled, ready-to-use syringe for easier administration. A pre-filled ready-to-use device was launched in 2011 with a retractable needle enabling the safe delivery of the full dose with every injection. A more recent delivery system with a further improved design was approved in 2019 in Europe and in the U.S.

The main indications of Somatuline and Somatuline Autogel / Depot are the following:

- *Neuroendocrine tumors*
  - The treatment of grade 1 and a subset of grade 2 (Ki67 index up to 10%) gastroenteropancreatic neuroendocrine tumors (GEP-NETs) of midgut, pancreatic or unknown origin where hindgut sites of origin have been excluded, in adult patients with unresectable locally advanced or metastatic disease;
  - The treatment of symptoms associated with neuroendocrine (particularly carcinoid) tumors.
- *Acromegaly*
  - The treatment of patients with acromegaly when the circulating levels of Growth Hormone (GH) and/or Insulin-like Growth Factor-1 (IGF-1) remain abnormal after surgery and/or radiotherapy, or in patients who otherwise require medical treatment. The goal of treatment in acromegaly is to normalize GH and IGF-1 levels and control symptoms.

Marketing

Somatuline was initially launched in France in 1995. The Somatuline Autogel formulation was launched in 2001 for the treatment of acromegaly and carcinoid syndrome associated with neuroendocrine tumors. In 2015, the EMA approved Somatuline Autogel for the treatment of Gastro-Entero-Pancreatic Neuroendocrine Tumors in adults with unresectable locally advanced or metastatic disease.

Somatuline Depot was first approved by the U.S. Food and Drug Administration (FDA) in 2007 for the treatment of acromegaly. In 2014, Somatuline Depot was approved for the anti-proliferative treatment of Gastro-Entero-Pancreatic Neuroendocrine Tumors in adults with unresectable locally advanced or metastatic disease. The label was extended in September 2017 for the treatment of carcinoid syndrome associated with neuroendocrine tumors. Somatuline Depot became the first and only somatostatin analog FDA-approved for these two last indications.

Somatuline Depot received Orphan Drug Designation in the U.S. for the treatment of neuroendocrine tumors with exclusivity ended since the end of 2021.

As of 31 December 2022, Somatuline Autogel / Depot was marketed in more than 70 countries for the treatment of acromegaly and neuroendocrine tumors.

In 2022, Somatuline Autogel / Depot was the first and fastest growing product of the Group with sales of €1,218 million, of which 58% were generated in North America.

Somatuline Autogel / Depot is prescribed mainly by endocrinologists, oncologists, gastroenterologists, and digestive surgeons.

Competition

The main competitor of Somatuline Autogel is Sandostatin® LAR® *(octreotide)*, a somatostatin analog called octreotide developed by Novartis for the treatment of acromegaly and neuroendocrine tumors. However, the approved indications are not identical as Sandostatin does not have the anti-proliferative indication for Gastro-Entero-Pancreatic Neuroendocrine Tumors in the U.S. Other competitors in the acromegaly market are: Somavert® *(pegvisomant)*, a growth hormone receptor antagonist developed by Pfizer, and Signifor® LAR *(pasireotide)* developed by Novartis.

In April 2019, Teva received European approval under a decentralized procedure for an octreotide generic. The approval included 35 countries, and the first octreotide generic was launched in Germany in July 2019 followed by several additional countries since then.

In March 2021, Advanz Pharma received positive outcome of the Decentralized Procedure for a lanreotide generic formulation. Mytolac® *(lanreotide)* has been launched in Germany in July 2021 followed by several additional European geographies in 2021 and in 2022.

In June 2020, Chiasma (now part of Amryt Pharma Group) was granted U.S. FDA approval for Mycapssa® *(octreotide)*, a somatostatin analog administered orally twice a day, for long-term maintenance treatment in acromegaly patients who have responded to and tolerated treatment with octreotide or lanreotide. Mycapssa is available to patients since 31 August 2020 in the USA. In June 2021, Chiasma announces submission of marketing authorization application for Mycapssa® to the European Medicines Agency as a maintenance therapy for adults with acromegaly. On 15 September 2022, the Committee for Medicinal Products for Human Use (CHMP) adopted a positive opinion, recommending the granting of a marketing authorization for the medicinal product Mycapssa®, intended for the treatment of adult patients with acromegaly.

In December 2021, Cipla Limited and its subsidiary Cipla USA, Inc. has received final approval of a lanreotide product from the U.S. Food and Drug Administration; the FDA approval was based on a New Drug Application (NDA) submitted under the 505(b)(2) filing pathway. Lanreotide from Cipla has been available in the U.S. since 2022.

Decapeptyl®

Active substance and indications

Decapeptyl is a synthetic hormone with active ingredient triptorelin, a decapeptide analog of GnRH (Gonadotrophin Releasing Hormone). GnRH is a hormone secreted by the hypothalamus, which initially stimulates the release of pituitary gonadotrophins (hormones produced by the pituitary gland) and in turn controls hormonal secretions by the testicles and ovaries.

Decapeptyl is indicated for:

- *Treatment of locally advanced or metastatic prostate cancer:* Decapeptyl temporarily increases the concentration of testosterone and dihydrotestosterone, but continuous administration paradoxically leads to a reduction in plasmatic testosterone concentration. After two to three weeks of treatment, testosterone is reduced to levels below the castration threshold, thereby depriving prostate tumors of one of the main hormones promoting tumor development;
- *Endometriosis:* Decapeptyl is used as a treatment aimed at suppressing estrogen secretion, which deprives the ectopic endometrial tissue of the critical stimulus it needs to grow;
- *Uterine fibroids:* Decapeptyl is used to reduce the risk of blood loss following ablative surgery to remove uterine fibroids and to relieve symptoms such as abdominal pain, dysmenorrhea (painful menstruation), and menorrhagia (excessive menstrual bleeding) associated with uterine fibroids through the reduction in their hormonal stimulation;
- *In vitro fertilization:* Decapeptyl is used in association with gonadotrophins to induce ovulation for *in vitro* fertilization followed by embryo transfer;
- *Central precocious puberty:* Decapeptyl is used to inhibit over-secretion of hormones by the pituitary gland at a premature age, which improves the height age/bone age ratio;

- *Endocrine-responsive early-stage breast cancer:* Decapeptyl monthly is used in pre-menopausal women at high risk of recurrence following chemotherapy, in combination with tamoxifen or an aromatase inhibitor. Triptorelin leads to ovarian function suppression, which in combination with tamoxifen (anti-œstrogen) or aromatase inhibitor (inhibitor of œstrogen synthesis) deprives the breast tumor of the main hormones promoting its development;
- Decapeptyl is available in daily, monthly, three-month, and six-month sustained-release formulations.

Marketing

Decapeptyl was the Group's third largest product in terms of sales in 2022 reaching €529.7m with Major Western European countries (G5) accounting for 42% of total sales and China representing a large portion of Decapeptyl sales (22%).

As at 31 December 2022, Decapeptyl had marketing authorizations in over 90 countries.

Decapeptyl is prescribed primarily by the following specialists: urologists, oncologists, radiation oncologists, pediatric endocrinologists, gynecologists and *in vitro* fertilization specialists.

Decapeptyl stems from a partnership with Debiopharm (paragraph 1.2.2 "Major Contracts").

Competition

Competitors' products vary depending on therapeutic indications and countries. For prostate cancer, the main competitors are: Enantone® *(leuprorelin)* (Takeda), Zoladex® *(goserelin)* (AstraZeneca), Eligard® *(leuprorelin)* (Recordati).

The currently available GnRHa's (triptorelin, leuprorelin and goserelin) are available as intramuscular and/or subcutaneous injectables with daily, 1M, 3M and 6M dosing options.

New competitors in the form of a once, daily, oral antagonist as well as hybrud GnRHa's are anticipated from Q4 2022 onwards:

- Relugolix (Myovant/Accord) a once, daily oral antagonist received EU approval in April 2022 and launched in Germany in October 2022. The next wave of EU countries is anticipated to launch from Q2 2023 onwards
- Camcevi (Accord/Foresee) - a 6M leuprolide mesylate in a pre-filled syringe, received EU approval in May 2022
- Camcevi (Accord/Foresee) a 3M leuprolide mesylate in a pre-filled syringe, earliest anticipated EU approval in Q1 2025
- Eligard (Tolmar/Recordati) - new modified device variation received EU approval in Q3 2022 with Germany as the Reference Member State.

Cabometyx®

Active substance and indications

Cabometyx is a small molecule administered orally in the form of tablets that acts as a targeted tyrosine kinase inhibitor (TKI).

With a unique mechanism of action targeting MET (hepatocyte growth factor receptor) and AXL (tyrosine kinase receptor) beyond VEGFR (Vascular Endothelial Growth Factor Receptor) and other molecular targets like RET, Cabometyx has the potential to overcome the resistance induced by prior antiangiogenic therapies. The mechanism of action for Cabometyx has been shown to inhibit angiogenesis and the migration and proliferation of tumor cells. Cabometyx has also been found to disrupt tumor vasculature and induce tumor cell death in pre-clinical models.

- Cabometyx is indicated in combination with nivolumab, for the first-line treatment of advanced renal cell carcinoma in adults.

  Cabometyx in combination with nivolumab, in the CheckMate-9ER trial, showed superior progression free survival, overall survival, and objective response over sunitinib in patients with previously untreated advanced renal cell carcinoma.
- Cabometyx is indicated in monotherapy for the treatment of advanced renal cell carcinoma in both treatment-naïve adults with intermediate or poor risk as well as in adults following prior vascular endothelial growth factor (VEGF)-targeted therapy.

  Cabometyx is the first and only targeted therapy in second-line renal cell carcinoma to demonstrate clinically and statistically significant improvement across three endpoints (progression free survival, overall survival, overall response rate), with a convenient regimen of one tablet daily as well as the first and only single agent targeted therapy in first-line treatment of a renal cell carcinoma to demonstrate superiority over sunitinib, the former standard of care across progression free survival and disease control.
- Cabometyx is indicated as monotherapy for the treatment of hepatocellular carcinoma in adults who have previously been treated with sorafenib.

  Cabometyx, in the CELESTIAL trial, in patients with previously treated advanced hepatocellular carcinoma, demonstrated longer overall survival and progression-free survival than placebo.
- Cabometyx is indicated in EU as monotherapy for the treatment of adult patients with locally advanced or metastatic differentiated thyroid carcinoma (DTC), refractory or not eligible to radioactive iodine (RAI) who have progressed during or after prior systemic therapy.

  Cabometyx, in the COSMIC-311 trial, significantly prolonged progression-free survival versus placebo in patients with radioiodine-refractory DTC previously treated with VEGFR-targeted therapy.

Marketing

Cabometyx was first launched in Europe in Germany in 2016 for the second-line renal cell carcinoma. As of 31 December 2022, Cabometyx was available in over 60 countries with reimbursement in more than 40 countries in second-line renal cell carcinoma and in more than 20 countries in first-line monotherapy renal cell carcinoma.

In November 2018, Cabometyx was approved in Europe as a monotherapy for the treatment of hepatocellular carcinoma in adults who have previously been treated with sorafenib. This approval has allowed for the marketing of Cabometyx in this indication in all 28 member states of the European Union, Norway and Iceland. 30 other countries have a market authorization for the treatment of hepatocellular carcinoma in second line. As of 31 December 2022, Cabometyx was available with reimbursement in 14 countries in second-line treatment of hepatocellular carcinoma.

In April 2021, Cabometyx was approved in Europe in combination with nivolumab, for the first-line treatment of advanced renal cell carcinoma in adults. As of 31 December 2022, Cabometyx was available with various levels of reimbursement in 20 countries in this indication.

On 29 April 2022, Cabometyx was approved in Europe for use in previously treated radioactive iodine-refractory differentiated thyroid cancer (RAI-R DTC). As of 31 December 2022, Cabometyx was available with some reimbursement in 9 countries (either in public or private markets). Cabometyx is the only TKI specifically licensed for 2L treatment of RAI-R locally advanced or metastatic differentiated thyroid cancer.

In 2022, total sales of Cabometyx amounted to €448.7 million.

Cabometyx is prescribed primarily by oncologists.

Cabometyx stems from a partnership with Exelixis (paragraph 1.2.2 "Major Contracts").

Competition

Renal Cell Carcinoma

Many treatments are approved in Europe for renal cell carcinoma. Some products have been marketed for several years like Sutent® *(sunitinib)* (Pfizer), Nexavar® *(sorafenib)* (Bayer), Afinitor® *(everolimus)* (Novartis), and Inlyta® *(axitinib)* (Pfizer). Two other products received approval in 2016 in second-line treatment of renal cell carcinoma: Opdivo® *(nivolumab)* (Bristol-Myers Squibb), and Kisplyx® *(lenvatinib)* (Eisai) in combination with Afinitor.

In January 2019, the combination of Yervoy® *(ipilimumab)* and Opdivo (Bristol-Myers Squibbs) received European approval for the initial treatment of advanced renal cell carcinoma patients with intermediate and poor risk. In September 2019, the combination of Keytruda® *(pembrolizumab* - (Merck) and Inlyta (axitinib - Pfizer) received European approval for the frontline treatment of patients with advanced renal cell carcinoma. In October 2019, the combination of Bavencio® *(avelumab* - Merck KGaA) and Inlyta (axitinib - Pfizer) received European approval for the first line treatment of patients with advanced renal cell carcinoma. In November 2021, the combination of Keytruda® (*pembrolizumab* - Merck) and Lenvima (lenvatinib - Eisai) received European approval for the frontline treatment of patients with advanced renal cell carcinoma.

Hepatocellular Carcinoma

In second line hepatocellular carcinoma, in Europe, Stivarga® *(regorafenib)* (Bayer), is approved after sorafenib treatment as well as Cyramza® *(ramucirumab)* - (Lilly) indicated for the treatment of adult patients with advanced or unresectable hepatocellular carcinoma who have a serum alpha fetoprotein (AFP) of ≥ 400 ng/ml and who have been previously treated with sorafenib.

Diferentiated Thyroid Cancer

In differentiated thyroid cancer, sorafenib and lenvatinib are approved for the treatment of patients with progressive, locally advanced or metastatic, differentiated (papillary, follicular/Hurthle cell) thyroid carcinoma, refractory to RAI; selpercatinib as monotherapy is indicated for the treatment of adults with advanced RET fusion-positive thyroid cancer who require systemic therapy following prior treatment with sorafenib and/or lenvatinib; larotrectinib as monotherapy is indicated for the treatment of adult and paediatric patients with solid tumors that display a NTRK gene fusion, - who have a disease that is locally advanced, metastatic or where surgical resection is likely to result in severe morbidity, and who have no satisfactory treatment options; entrectinib is indicated as monotherapy for the treatment of adult and paediatric patients 12 years of age and older with solid tumour expressing a NTRK gene fusion, who have a disease that is locally advanced, metastatic or where surgical resection is likely to result in severe morbidity, and who have not received a prior NTRK inhibitor and have no satisfactory treatment options.

Cometriq® (cabozantinib)

Active substance and indications

Cometriq is a small molecule administered orally in the form of capsules that acts as a targeted tyrosine kinase inhibitor (TKI).

Cometriq targets three important intracellular pathways in medullary thyroid cancer (MTC): RET, VEGFR, and MET, besides other molecular targets like AXL. The mechanism of action for Cometriq has been shown to inhibit angiogenesis and the migration and proliferation of tumor cells. Cometriq has also been found to disrupt tumor vasculature and induce tumor cell death in pre-clinical models.

Cometriq was approved in Europe based on the Phase III, international, multicenter, randomized, double-blind study (EXAM).

This study demonstrated a statistically significant and clinically meaningful improvement in progression-free survival with Cometriq as compared to placebo, corresponding to a decrease of 72% of the risk of disease progression in patients with progressive locally advanced (not amenable by surgery) or metastatic medullary thyroid cancer.

Cometriq is indicated for the treatment of adult patients with progressive, unresectable, locally-advanced or metastatic medullary thyroid carcinoma. Cometriq has orphan drug status and fulfils an unmet medical need in medullary thyroid cancer.

Marketing

As of 31 December 2022, Cometriq was approved in 30 countries and reimbursed in 13 countries.

Cometriq is prescribed primarily by oncologists and endocrinologists.

Cometriq stems from a partnership with Exelixis (paragraph 1.2.2 "Major Contracts").

Competition

The main competitor for the product is Caprelsa® *(vandetanib)* (Sanofi) which is used to treat patients with medullary thyroid cancer that cannot be removed through surgery or that has spread to other parts of the body.

Onivyde®

Active substance and indications

Onivyde® is a unique encapsulation formulation of irinotecan. Irinotecan sucrose octasulfate is a long-circulating liposomal form, which is designed to increase the length of tumor exposure to irinotecan and its active metabolite SN-38.

Irinotecan, a topoisomerase 1 inhibitor, is a derivative of camptothecin that relieves torsional strain in DNA by inducing single-strand breaks, rotating the cleaved strand around the double-helix axis and re-ligating the cleaved strand to re-establish intact duplex DNA. Both irinotecan and its active metabolite SN-38 bind reversibly to the topoisomerase I-DNA complex and prevent re-ligation of these single-strand breaks. The liposome is a unilamellar lipid bilayer vesicle, which encapsulates an aqueous space containing irinotecan sucrose octasulfate.

Onivyde is indicated, in combination with 5-fluorouracil and leucovorin, for the treatment of patients with metastatic adenocarcinoma of the pancreas after disease progression following gemcitabine-based therapy.

Marketing

Onivyde was approved in the U.S. in 2015 for the treatment of metastatic adenocarcinoma of the pancreas after disease progression with gemcitabine-based therapy, in combination with 5-fluorouracil and leucovorin.

Onivyde was developed by Merrimack Pharmaceuticals and acquired by Ipsen in April 2017. The Group currently markets Onivyde in the U.S. and retains exclusive U.S. commercialization rights to potential future indications for the drug. Servier has ex-U.S., ex-Taiwan commercialization rights to Onivyde and PharmaEngine has commercialization rights in Taiwan.

Onivyde sales reached €162.4 million in 2022 mainly reflecting direct sales in the U.S. Sales also comprise those to Ipsen's ex-U.S. partner.
Onivyde is prescribed by oncologists in the U.S.

Competition

The main competitors to Onivyde are fluorouracil-based combination regimens of generic chemotherapy agents including: Folfirinox® *(fluorouracil, leucovorin, irinotecan* and *oxaliplatin)*, Folfox® *(fluorouracil, leucovorin,* and *oxaliplatin)*, and Folfiri® *(fluorouracil, leucovorin,* and *irinotecan).*

Onivyde is indicated following gemcitabine-based therapy. The most common gemcitabine-based therapy is gemcitabine in combination with Abraxane® *(paclitaxel)*, a microtubule inhibitor, developed and marketed by Celgene, indicated in combination with gemcitabine as first-line treatment for advanced pancreatic cancer.

Tazverik®

Active substance and indications

Tazverik® *(tazemetostat)* is a first-in-class small molecule methyltransferase inhibitor that selectively inhibits mutant-type (MT) and wild-type (WT) Enhancer of Zeste Homolog 2 (EZH2) which is responsible of silencing gene expression through histone methylation (H3K27me3). EZH2 plays a role in B-cell maturation supporting scientific rationale for activity in Follicular Lymphoma (FL) and Epithelioid Sarcoma (ES) on top of gain of function mutations occurring in these indications (~18% and 12% frequency, respectively).

Tazverik® as a new chemical entity was approved by the FDA (Accelerated Approvals) for the treatment of:

- Adults and pediatric patients aged 16 years and older with metastatic or locally advanced epithelioid sarcoma not eligible for complete resection
- Adult patients with relapsed or refractory follicular lymphoma whose tumors are positive for an EZH2 mutation as detected by an FDA-approved test and who have received at least 2 prior systemic therapies
- Adult patients with relapsed or refractory follicular lymphoma who have no satisfactory alternative treatment options.

The product is currently commercialized in the United States under the brand name Tazveric® following the approvals in January 2020 (ES) and June 2020 (FL). Tazemetostat is administered as a hydrobromide salt and presented as 200 mg tablet formulation for the approved dose of 800 mg BID (twice daily). A biomarker-based selection for mutant-type patient population is conducted using the approved companion diagnostic, Cobas® manufactured and supplied by Roche Molecular System, Inc.
The available clinical results support the scientific rationale for treatment in the approved indications. The Phase II study in ES (62 patients) showed an ORR of 15%, median PFS of 5.5 months, and the median OS of 19 months. The Phase II study in FL (45 MT patients and 54 WT patients) showed in MT an ORR of 69%, median DOR of 10.9 months, median PFS of 13.8 months; and in WT an ORR of 34%, median DOR of 13 months and median PFS of 11.1 months. The drug has well-tolerated safety profile with most frequent adverse effects related to neutropenia, leukopenia, fatigue, gastrointestinal anemia, with a low rate of discontinuation. Secondary malignancies were observed in small number of subjects experiencing myelodysplastic syndrome or acute myeloid leukemia and monitored as part of routine pharmacovigilance monitoring with no Risk Evaluation and Mitigation Strategy (REMS). Confirmatory studies to support full approvals are currently ongoing. If successful, these studies have the potential to expand the approval to earlier line of treatment and to also support global submissions.

Marketing

Tazverik® has been commercialized since 2020 in the United States. FL and ES are widely recognized as areas of unmet need with significant commercial potential for safe and effective therapies. The revenue of Tazverik in 2022 was €12.7m. The product was developed and approved by Epizyme, Inc and Ipsen entered an agreement to acquire Epizyme in August 2022. The rights for development and commercialization for the product are held by Eisai for Japan, and HutchMed for China.

1.2.1.2 Rare Disease

NutropinAq®

Active substance and indications

NutropinAq is a liquid formulation of recombinant human growth hormone administered using the "NutropinAq Pen". Growth hormone is involved in several physiological processes.

NutropinAq is a ready-to-use liquid formulation for injection.

NutropinAq is indicated for the following:

Pediatric population:

- Long-term treatment of children with growth failure due to inadequate endogenous growth hormone secretion;
- Long-term treatment of girls from 2 years old with growth failure associated with Turner syndrome;
- Treatment of prepubertal children with growth failure associated with chronic renal insufficiency up to the time of renal transplantation.

Adult population:

- Replacement of endogenous growth hormone in adults with growth hormone deficiency of either childhood or adult-onset etiology.

Marketing

As of 31 December 2022, the Group had obtained marketing authorizations in 37 countries. The product has been launched in 20 countries across Europe since 2004.

The revenue of NutropinAq in 2022 was €27.2m.

Growth hormones are prescribed by pediatric and adult endocrinologists.

NutropinAq stems from a partnership with Genentech (now, a member of the Roche Group) in 2002 (paragraph 1.2.2 "Major Contracts").

Competition

Six other companies have marketed short acting recombinant growth hormones: Pfizer with Genotropin® *(somatropin)*, Eli Lilly with Humatrope® *(somatropin)*, Novo Nordisk with Norditropin® *(somatropin)*, Merck Serono with Saizen® *(somatropin)* and Ferring with Zomacton® *(somatropin)*. Sandoz commercialized Omnitrope® *(somatropin)*, a biosimilar product of Pfizer's Genotropin.

In 2022, two other companies received EMA approval on long acting growth hormones for pediatric population: TransCon hGH by Ascendis and NGENLA by Pfizer.

Increlex®

Active substance and indications

The active substance in Increlex is a recombinant DNA-derived human insulin-like growth factor (IGF-1). IGF-1 is the direct hormonal mediator of stature and bone growth and must be present for normal growth of bones and cartilage in children.

Increlex is approved for the long-term treatment of growth failure in children and adolescents from 2 to 18 years with confirmed severe primary insulin-like growth factor-1 deficiency (Primary IGFD), an ultra-rare disease.

Marketing

Increlex was granted marketing authorization in 2005 in the United States and under a centralized marketing authorization in 2007 in Europe under exceptional circumstances. Increlex® is currently authorized in a total of 38 countries and marketed in 26 countries worldwide.

Recombinant IGF-1 is prescribed by pediatric endocrinologists.

Competition

Increlex is the only treatment available for patients living with Severe-Primary IGF-1 deficiency in the U.S, European Union and Australia. There are no other competitors in these territories.

Palovarotene/Sohonos®

Active substance and indication

Sohonos® (palovarotene capsules) is an orally bioavailable retinoic acid receptor gamma (RARγ) selective agonist that reduces new heterotopic ossification (HO) in order to change the progressive and irreversible trajectory of fibrodysplasia ossificans progressiva (FOP).

FOP is an ultra-rare, severely disabling, genetic disease that begins in childhood and eventually leads to complete immobilization and decreased life expectancy. Sohonos® (palovarotene capsules) is proposed for the prevention of Heterotopic Ossification (HO) in adults and children (aged 8 years and above for females and 10 years and above for males) with FOP.

Sohonos® is administered as capsules for oral use. There are two dosage regimens available, one for chronic use and the other one in case of flare-up.

The clinical development of Sohonos® (palovarotene capsules) for the prevention of new HO in patients with FOP began in 2014 with the largest Natural History Study ever conducted during 3 years in FOP with 114 patients enrolled, the Phase II program and the single pivotal Phase III Ipsen has anticipated to respond to the request in the first quarter of 2023. Moreover, in January 2023, Ipsen received a negative opinion from the CHMP9 for palovarotene in the same indication. The Company will request a re-examination of the opinion, based on scientific data available from the existing palovarotene clinical-trial program.

Marketing

There are currently no approved treatment to prevent flare-ups, HO formation or disease progression

As of 31 December 2022, Sohonos® (Palovarotene capsules) has been approved in Canada and obtained temporary approval in United Arab Emirates (UAE). The worldwide registration of palovarotene capsules in FOP is progressing.

Competition

There is a significant competition observed at clinical stage:

1. Regeneron's garetosmab, an Activin-A antibody at Ph III tage in a placebo-control study (OPTIMA) targeting 66 patients aged 18 years of age and older with a start date expected by Q4'2022; although future of the program is unclear due to safety profile observed in their Phase II study.

2. Incyte INCB00928 an ALK2- inhibitor currently at global Phase II study stage targeting 60 participants down to ages 12 years and older with first patients enrolled in Spain and Canada.

1.2.1.3 Neuroscience

Dysport®

Active substance and indications

Dysport is a botulinum neurotoxin type A product, which is a substance derived from a bacterium *(clostridium botulinum)* that blocks acetylcholine release from nerve endings resulting in the relaxation of hyperactive muscles.

Dysport is approved in the following therapeutic indications in adults:

- treatment of local spasticity in adult upper and/or lower limbs. Spasticity is characterized by uncontrollable muscle overactivity, which leads to muscle contraction and soft tissue shortening resulting in impairment of activities of daily living, function, mobility and social isolation. Spasticity generally occurs in the first six months following an acute or progressive disorder of the central nervous system, such as stroke, spinal cord injury, traumatic brain injury, multiple sclerosis or cerebral palsy ;
- treatment of cervical dystonia (CD), which is the most common adult-onset form of focal dystonia, an orphan neurological condition characterized by involuntary and sustained muscles spasms. Symptomatic presentation of cervical dystonia can be abnormal neck posture and degree of head rotation, neck and shoulder pain and involuntary twisting or jerking of the head ;
- treatment of blepharospasm. Blepharospasm is an abnormal and involuntary contraction of the eyelid, that can be chronic and persistent ;
- treatment of hemifacial spasm. Hemifacial spasm is a benign neuromuscular disease characterized by irregular, involuntary muscles contraction on one side of the face ;
- treatment of severe primary hyperhidrosis of the axillae. Hyperhidrosis (HH) is characterized by excessive sweating due to the overactivity of the sweat glands and affects about 1%-3% of the population.

Dysport is also approved in children aged 2 years and older for:

- treatment of focal spasticity in upper and/or lower limbs.

Cerebral Palsy (CP) is the most frequent cause of spasticity in children and the leading cause of childhood disability affecting movement and posture, causing limitation of activity.

Dysport is approved in aesthetics for the temporary improvement in the appearance of moderate to severe:

- glabellar lines,
- lateral canthal lines (crow's feet lines),
- in adult patients under 65 years, when the severity of these lines has an important psychological impact on the patient.

Marketing

Dysport was initially approved in the United Kingdom in 1990 and had marketing authorization in over 90 countries as of 31 December 2020. In 2022, total sales of Dysport amounted to €593.6 million.

In the United States, on 30 April 2009, the Food and Drug Administration (FDA) approved the Biologics License Application (BLA) for Dysport *(abobotulinumtoxinA)* in cervical dystonia and for the temporary improvement in the appearance of moderate to severe glabellar lines in adults aged 65 years and under.

In 2015, the FDA approved the use of Dysport for injection for the treatment of spasticity in adults, based on its supplemental Biologics License Application (sBLA) in upper limb spasticity. In 2017, the FDA expanded the approved use of Dysport for injection for the treatment of spasticity in adults, based on its supplemental Biologics License Application (sBLA) in lower limb spasticity.

Dysport was approved in 2016 to treat pediatric patients with lower limb spasticity aged 2 and older, making it the first botulinum toxin approved by the FDA for this indication. In 2019, Dysport received FDA approval for the treatment of upper limb spasticity in children 2 years of age and older, excluding upper limb spasticity caused by CP, due to Orphan Drug exclusivity granted to another manufacturer. Ipsen has worked with the FDA and this manufacturer to selectively waive their respective exclusivities to better support patient care. As a result, Dysport is now FDA-approved to treat both upper and lower limb spasticity in pediatric patients 2 years of age and older, including spasticity caused by cerebral palsy.

In esthetics, Ipsen and Galderma have been exclusive partners since 2007 for the research, development and distribution of Ipsen's botulinum toxin type A product for esthetic and dermatological indications in some European countries (under the brand name Azzalure®) *(botulinum toxin type A)*, in other territories including the United States and Canada since 2014 and Galderma launched Dysport 300U in China in November 2020 (these agreements are presented in detail in section 1.2.2 of this Universal registration document).

Dysport is administered by trained physicians *e.g.* neurologists, physical medicine & rehabilitation specialists, neuropediatricians, orthopedic surgeons, ENT specialists, ophthalmologists, dermatologists, plastic surgeons and esthetic medicine physicians.

Competition

Dysport/Azzalure's (Abobotulinum toxin type A) main competitors are Botox®/Vistabel® (Onabotulinum toxin type A) (Allergan, An AbbVie Company) and Xeomin®/Bocouture® (Incobotulinum toxin type A (Merz) for both therapeutic and esthetic indications. Competitive intensity in the botulinum neurotoxin market is increasing in aesthetic field as more competitors enter the U.S. and European markets. Prabobotulinum toxin type A, developed by Daewoong (Korea), already present in Latin America (Nabota®) and U.S. (Jeuveau®), was launched in 2022 in Europe (Nuceiva®), Israel and Turkey. Letybotulinum toxin A, developed by Hugel (Korea) was launched in EU in 2022 (Letybo®). Finally, Revance obtained regulatory approval for Daxibotulinum toxin type A (Daxxify®) in the US in September 2022 with expected launch by Q1 2023.

1.2.2 Major Contracts

The Group markets its products either directly through its sales force or through third parties under licensing or other agreements. Furthermore, the Group has earned the confidence of third parties that have entrusted it with selling their products such as Cabometyx, Decapeptyl, and NutropinAq. In certain cases, the Group has entered into agreements with third party companies to manufacture drugs or raw materials.

The Group complements the implementation of its internal Research and Development program by entering into partnership agreements with university teams and pharmaceutical and biotechnology companies. These partnerships help the Group gain access to cutting-edge technologies in complex areas of expertise.

This partnership strategy helps the Group finance the development of its products while extending its range of existing products. The Group is constantly looking for high-quality, complementary, and long-lasting marketing, research and development partnerships.

1.2.2.1 Agreements in Oncology

Debiopharm (Lausanne, Switzerland)

The Group has maintained an ongoing relationship with Debiopharm since 1983 when it entered into its first licensing agreement to manufacture and market Decapeptyl in locally-advanced cancer or metastatic prostate cancer and subsequently renewed to extend the collaboration through 2034 for the treatment of metastatic and non-metastatic patients with locally advanced prostate cancer, endometriosis, uterine fibroids, central precocious puberty and endocrine-responsive early-stage breast cancer. The agreement covers Debiopharm's expertise and patents related to the active substance triptorelin and its various salts (particularly the pamoate formulation), which are sold under the Decapeptyl and Pamorelin® *(triptorelin)* trademarks, both of which were assigned to Ipsen in 2010. The daily, one-month, and three-month acetate and pamoate formulations of Decapeptyl are no longer protected by any patents.

The licensing agreement with Debiopharm grants the Group the right to collaborate with Debiopharm on the development of Decapeptyl as well as the right to manufacture and market Decapeptyl worldwide with the exclusion of North America and certain other countries, principally Israel, Japan, and English-speaking African countries. Pursuant to the agreement, the Group commercializes Decapeptyl under a daily formulation as well as under monthly, 3-month, and 6-month sustained-release formulations. A separate license agreement exists between the Group and Debiopharm for the commercialization by Ipsen of triptorelin under the trade names Salvacyl®, Salvacyl LP®, Moapar®, and Salvapar® for the treatment of paraphilia (sexual perversions).

Eisai (Tokyo, Japan)

In August 2022, Ipsen acquired Epizyme, Inc. Through such acquisition, Ipsen acquired worldwide rights, excluding Japan which rights are exclusively granted to Esai Co., Ltd, to tazemetostat (Tazverik®), an oral EZH2 inhibitor. Ipsen is responsible for global development, manufacturing and commercialization outside of Japan of tazemetostat. Eisai retains development and commercialization rights in Japan. In March 2021, Epizyme and Eisai entered into a supply agreement providing for the manufacture and supply to Eisai of tazemetostat drug product. Ipsen will pay royalties at a percentage in the mid-teens on worldwide net sales of any EZH2 product, excluding net sales in Japan, while Ipsen is eligible to receive from Eisai royalties at a percentage in the mid-teens on net sales of any EZH2 product in Japan. In 2019, Epizyme transferred its rights to receive royalties from Eisai on Japanese net sales to Royalty Pharma (PRI) and transferred its royalty rights on worldwide net sales of tazemetostat to RPI in 2019.

Exelixis (San Francisco, California, USA)

In 2016, the Group and Exelixis Inc. signed an exclusive licensing agreement for the commercialization and further development of cabozantinib, Exelixis' lead oncology asset. The parties agreed to collaborate on the development of cabozantinib (Cabometyx®) for current and potential future indications, and Ipsen has exclusive commercialization rights worldwide outside the United States and Japan.

This agreement includes the rights to Cometriq® currently approved in the United States and the European Union (EU) for the treatment of adult patients with progressive, unresectable, locally-advanced or metastatic medullary thyroid cancer (MTC), and Cabometyx® currently approved in a number of countries, among others the U.S., the European Union (EU) and Canada for the second-line treatment of patients with advanced renal cell carcinoma (RCC) who have received first-line antiangiogenic therapy, and for the first-line treatment of adults with intermediate or poor risk advanced RCC, for the treatment of hepatocellular carcinoma in adults who have previously been treated with sorafenib, for the first-line treatment of advanced renal cell carcinoma (aRCC) in adults in combination with Bristol Myers Squibb's nivolumab and for the treatment of adult patients with locally advanced or metastatic differentiated thyroid carcinoma (DTC), refractory or not eligible to radioactive iodine who have progressed during or after prior systemic therapy.

Under the agreement, Exelixis received a $200 million upfront payment, several regulatory milestone payments as well as up to $545 million of potential commercial milestones and tiered royalties to Exelixis of up to 26% on Ipsen's net sales of cabozantinib in its territories.

HutchMed (Shanghai, China; Hung Hom, Hong Kong; British Virgin Islands)

In August 2022, Ipsen acquired Epizyme, Inc. Through such acquisition, Ipsen acquired a license agreement entered into by Epyzyme with Hutchmed Group Investment Limited (formerly known as Hutchison China MediTech Investment Limited) ("HutchMed"), since 2021, for the development, manufacture and commercialization of tazemetostat, either as a monotherapy or as a part of combinations with other therapies, including HutchMed's proprietary compounds, for the treatment of metastatic or locally advanced epithelioid sarcoma ("ES"), refractory follicular lymphoma ("FL"), diffuse large B-cell lymphoma, and any additional indications agreed by the parties in mainland China, Taiwan, Hong Kong and Macau (collectively, the "Territory").

HutchMed is granted a co-exclusive license to develop and an exclusive license commercialize tazemetostat in the indications in the Territory. HutchMed is granted a license to manufacture tazemetostat drug substance and drug product. Epizyme, now Ipsen, retains development and commercialization rights with respect to tazemetostat in the rest of the world, outside of the Territory but excluding Japan, which rights is held by Eisai.

Epizyme received a nonrefundable upfront payment of $25.0 million in September 2021. Ipsen is entitled to milestone payments of up to $110.0 million in the aggregate for achievement of specified development and regulatory milestones with respect to tazemetostat in the Territory, and up to $175.0 million in the aggregate for achievement of specified sales milestones in the Territory with respect to tazemetostat. Ipsen will also be entitled to receive tiered royalties, ranging from a mid-teen percentage to a low twenties percentage based on Hutchmed's cumulative annual net sales, if any, of tazemetostat in the Territory.

Servier (Suresnes, France)

In 2017, the Group acquired from Merrimack Pharmaceuticals, Onivyde® (irinotecan liposome injection) for the treatment of patients with metastatic adenocarcinoma of the pancreas after disease progression following gemcitabine-based therapy, in combination with fluorouracil and leucovorin as well as the commercial and manufacturing infrastructure for Onivyde®, and MM-434 the generic doxorubicin HCl liposome injection. Through such acquisition, Ipsen has acquired exclusive commercialization rights of Onivyde® in the United States, as well as the licensing agreements that was entered into by Merrimack Pharmaceuticals respectively with PharmaEngine and with Shire (whose biopharmaceutical division was spun off in 2016 as Baxalta, which oncology business including Onivyde was subsequently assigned to Servier). Pursuant to said license agreements, PharmaEngine has exclusive commercialization rights in Taiwan (the "PEI License Agreement"). Servier has development and exclusive commercialization rights outside of the United States and Taiwan (the "Servier License Agreement"). Under the terms of the Servier License Agreements, Servier will pay to Ipsen certain milestone payments and royalties on sales of the products outside United States and Taiwan. Under the PEI License Agreement, PharmaEngine is eligible to receive from Ipsen certain milestone payment upon the achievement of certain regulatory and commercial milestone events and royalties on sales made outside the United States and Taiwan.

1.2.2.2 Agreements in Neuroscience

Galderma (Lausanne, Switzerland)

Since 2007, under the terms of a development and distribution agreement, Ipsen granted Galderma S.A., a Swiss company, exclusive rights to develop, promote, and distribute specific formulations of its botulinum toxin type A product in aesthetic medicine indications until 2036 in the European Union and certain Eastern European countries and Central Asia under the Azzalure trademark owned by Galderma. Ipsen owns all regulatory approvals and all data arising from development activities. The Group also granted Galderma first rights of negotiation for aesthetic medicine indications outside Galderma territories.

In 2014, the Dysport distribution rights in the U.S. and Canada, were granted to Galderma. The agreement was further expanded to include new neurotoxins in addition to Azzalure and Dysport, namely their respective liquid formulations. Ipsen gained control of the intellectual property for Galderma's liquid toxin (QM1114) in the U.S., Canada, Brazil, and Europe, while Galderma retained commercialization rights.

In the context of the first rights of negotiations granted to Galderma to further expand the territories, the Group granted to Galderma exclusive rights, to promote and distribute under the trademark Dysport certain formulations of botulinum toxin in aesthetic indications in Brazil, Argentina, Mexico, Australia, New Zealand, China, India, South Korea, Hong Kong, Macau, Taiwan, Singapore and Thailand. In consideration among others for such expansion granted to Galderma, Ipsen has acquired the title to the intellectual property and is the marketing authorization holder for Galderma's liquid toxin in the partnership countries.

The Group supplies the finished product to Galderma, and Galderma pays Ipsen royalties based on sales of the product.

Public Health England (PHE)
(Porton Down, United Kingdom)

The Group entered a licensing agreement with the PHE in 1994 covering the botulinum toxin type A complex, which is the active substance in Dysport. Until December 2036, the Group holds an exclusive worldwide license to use and sell the botulinum neurotoxin type A produced by the PHE and the co-exclusive right with the PHE to manufacture this toxin using the PHE processes. Further to an amendment in 2001, the Group began producing botulinum toxin type A in 2004. The Group is now discharged from the obligation to purchase botulinum toxin from PHE.

Under this agreement, the Group pays the PHE royalties based on revenues generated from the sale of products containing botulinum toxin type A, particularly those realized under the Dysport brand name, together with minimum royalty clauses.

1.2.2.3 Agreements in Rare Disease

Blueprint Medicines (Cambridge, Massachusetts, USA)

In 2019, the Group and Blueprint Medicines entered into an exclusive, worldwide license agreement for the development and commercialization of IPN60130 (formerly known as BLU-782), an oral, highly selective investigational ALK2 inhibitor being developed for the treatment of Fibrodysplasia Ossificans Progressiva (FOP). Blueprint Medicines will be eligible to receive up to $535 million, including an upfront cash payment of $25 million and up to $510 million in potential payments related to development, regulatory and sales-based milestones.

Genentech (San Francisco, California, USA)

The Group entered into a distribution agreement with Genentech in 2002 which covers NutropinAq, a liquid formulation of human growth hormone for daily use produced using recombinant DNA technology. Under this agreement, the Group has the exclusive right to market worldwide (with the exception of North America, Mexico, Brazil, and Japan) NutropinAq and the NutropinAq Pen Cartridge® (*i.e.* the configuration used for the daily administration of the liquid formulation of NutropinAq) and any improvement made to these products for a period of 20 years starting from the date on which NutropinAq was launched in the market.

The Group agreed to pay Genentech (now, a member of the Roche Group since 2009) milestone payments when certain net sales figures are reached. The Group also agreed to pay royalties based on the total amount of annual sales of each product in the territory covered by the distribution agreement. The European patent owned by Genentech protecting the product expired on 29 July 2013.

GENFIT (Loos, France)

In December 2021, Ipsen and GENFIT have entered into a long-term strategic partnership for global collaboration between the two companies. The agreement gives Ipsen exclusive worldwide (excluding China) license to develop, manufacture and commercialize GENFIT's investigational treatment elafibranor, for people living with Primary Biliary Cholangitis (PBC). The partnership also gives Ipsen access to future clinical programs led by GENFIT and combines GENFIT's scientific expertise and proprietary technologies in liver disease with Ipsen's development and commercialization capabilities. To underscore the long-term commitment represented by this partnership, Ipsen will also purchase newly issued GENFIT equity representing 8% post-issuance through a €28m investment in GENFIT, becoming one of the largest shareholders.

IRLAB Therapeutics AB (Gothenburg, Sweden)

In July 2021, the Group and IRLAB entered into an exclusive licensing agreement pursuant to which Ipsen obtained the exclusive right to develop and commercialize worldwide an investigational drug mesdopetam, which is an oral dopamine D3-receptor antagonist for the treatment of patients with Parkinson's disease experiencing levodopa-induced dyskinesia. Under this agreement, IRLAB received a $28 million upfront payment and is eligible to receive certain contingent payments up to $335 million upon achievement of certain development, regulatory events and commercial sales milestones, as well as tiered low-double digit royalties on worldwide net sales.

TerSera Therapeutics (Deerfield, Illinois, USA)

In 2014, the Group entered into an exclusive licensing agreement with Lexicon Pharmaceuticals for Ipsen to commercialize Xermelo outside North America and Japan, with a focus on the treatment of carcinoid syndrome. Through an amendment in March 2015, Ipsen was granted exclusive rights in Canada. Lexicon retains sole rights to commercialize Xermelo in the U.S. and Japan. In September 2020, Lexicon sold Xermelo and assigned the related license agreement with Ipsen to TerSera Therapeutics.

On 31 March 2022, Ipsen assigned the license agreement with TerSera to Serb Pharmaceuticals, which now assumes Ipsen's rights and obligations under such agreement from Ipsen to commercialize Xermelo (telotristat ethyl) in Europe and other countries outside the U.S. and Japan. Xermelo will be commercially available from Serb outside the U.S. and Japan starting in July 2022.

Teijin (Tokyo, Japan)

The Group granted Teijin exclusive rights in Japan to develop and market Somatuline Autogel for the treatments of acromegaly, Gastro-Entero-Pancreatic Neuroendocrine Tumors (GEP NET) and TSHoma (thyrotropinoma).

In 2012, Teijin received marketing approval in Japan for Somatuline 60/90/120 mg for subcutaneous injection for the treatment of acromegaly and pituitary gigantism.

In 2017, Teijin received approval from the Japanese Ministry of Health, Labour and Welfare for Ipsen's subcutaneous drug Somatuline® for the treatment of GEP NET.

1.2.3 Research and Development

The Group is transforming and enhancing its R&D operating model with a focus on accelerating prioritized internal projects, effectively managing the R&D portfolio and actively externally sourcing assets through disciplined business development. The mission of the R&D organization is to deliver at least one new molecular entity or meaningful indication every year.

1.2.3.1 Research and Development Activities

The Group's Research and Development efforts aim to respond to unmet medical needs to develop innovative therapeutic solutions and utilizing an entrepreneurial, collaborative approach to build a sustainable portfolio.

Research and Development primarily focuses on two areas:

- discovery, development, and regulatory approval of new molecular entities;
- lifecycle management of products marketed by the Group through the:
  - extension and expansion of labelled indications;
  - development of new indications;
  - development of new formulations and delivery systems;
  - registration in new geographical areas.

Additionally, the Group partners on in-licensing development opportunities when appropriate to deliver its strategy.

As of 31 December 2022, more than 702 employees were employed in Research and Development including 196 employees in Pharmaceutical Development.

For the financial year 2022, Research and Development expenses totaled €445.3 million, compared to €424.4 million in 2021.

Novel botulinum toxin-based drug discovery in Neuroscience

The engineering of new botulinum toxins is primarily carried out in Ipsen's R&D facilities in Milton Park (Oxford, UK), in partnership with Les Ulis (Paris-Saclay) or in collaboration with academic research centers and biotechnology companies. Botulinum toxins have a unique potential for very broad therapeutic applications in many areas including neurology, urology, oncology, endocrinology, regenerative medicine, etc. The R&D team in Milton Park is very experienced in botulinum toxin biology, and the team's innovations are reflected in an extensive patent portfolio. Additionally, the Group is one of the few to master the manufacturing and testing of botulinum toxins at its plant in Wrexham (United Kingdom) as well as the technologies needed to explore new applications and to develop new toxin-based products. The Group is developing novel recombinant long-acting neurotoxins that have potential advantages of better control, robustness as well as quality and process manufacturing. It also allows the Group to leverage its development, manufacturing and commercialization expertise in the neurotoxin market.

Pharmaceutical development

Pharmaceutical development is located at the Dreux, Dublin and Wrexham sites and aims to design and develop formulations and innovative delivery systems for new chemical entities or for marketed products. These novel technologies can optimize the efficacy of active ingredients while improving the quality of life of patients and facilitating the use of these products by health care professionals.

Investment in translational sciences

Research and Development at Ipsen strives to be at the forefront of major advances emerging in science and medical practice such as the progression of molecular medicine and biomarkers which are revolutionizing the diagnosis and prognosis of diseases and the selection of the best treatment leading based on genetic markers to the emergence of personalized medicine. This commitment to translational sciences is reflected in a willingness to invest in biobanking during clinical trials, bioinformatics, predictive biometry based on simulation modelling and requiring large data banks, in-depth knowledge of pathophysiological/molecular mechanisms of diseases and from the outset to identify biomarkers which will accompany the development of candidate drugs with the potential to become companion diagnostics.

Partnership policy and open innovation

Internal Research and Development efforts are also supported through an active partnership policy, from basic research through clinical development. The Group's partnership philosophy stems from the recognition that Ipsen's R&D staff members are highly skilled in their fields but are a tiny fraction of the expertise available worldwide in the scientific community. Thus, it is essential to look for synergies between internal projects and skills and those of other leading-edge players in medical and pharmaceutical R&D in the context of robust open innovation policy.

At the research stage, the Group has established numerous academic collaborations with *Massachusetts General Hospital, Dana-Farber Cancer Institute, Harvard Medical School, Boston Children's Hospital* in Boston, U.S. *Stockholm University* in Stockholm, Sweden, Université de Montréal in Montreal, Canada and in France with *InnoBio 2*, Inserm, Institut Gustave Roussy and Institut Curie. Since 2008, Ipsen has been involved in a long-term partnership with the prestigious *Salk Institute* (La Jolla, California) on basic research in areas of Ipsen's interest. The Group has also forged partnerships on specific projects with innovative biotechnology companies, thereby accessing new compounds and promising technologies for the discovery of new drug candidates. In July 2021, the Group entered into a research collaboration with Exicure to develop SNAs (spherical nucleic acids) as potential therapies for Huntington Disease and Angelman Syndrome.

Ipsen is considering different ways to invest in innovation and in 2018 contributed to a venture capital fund investing in pre-IND (Investigational New Drug) to late clinical phase assets. In 2018, Ipsen also partnered with Arix Bioscience and BioLabs.

In July 2021, Ipsen has signed a worldwide licensing agreement with BAKX therapeutics which gives us exclusive rights to develop, manufacture and commercialize BKX-001. BKX-001 has shown promise in activating the BCL-2 associated protein that drives programmed cell death in tumor cells, potentially creating an anti-cancer therapy. It is being evaluated for leukemia, lymphoma and solid tumors. BAKX is downstream effector of Bcl-2 in the intrinsic apoptosis pathway. Ipsen and BAKX will be jointly responsible for research activities.

In November 2021, Ipsen signed a partnership with Queen's University Belfast (QUB) that will give Ipsen access to their novel first-in-class FLIP inhibitor program to advance our Oncology portfolio. FLIP is a major apoptosis-regulatory protein that is overexpressed in many hematological cancers and solid tumors, including colorectal, lung and pancreatic cancer. It is involved in the disruption of cell death signaling, one of the classical hallmarks of cancer, promoting tumor growth and resistance to currently available therapies. Upregulation of FLIP has been associated with tumor progression in a variety of solid and hematologic malignancies. This agreement gives Ipsen a global, exclusive license to research, develop, manufacture, and commercialize the FLIP inhibitor. QUB will be responsible for research activities to development candidate selection and Ipsen for subsequent development and commercialization.

In August 2022, Ipsen and Marengo Therapeutics announced a strategic partnership to advance two precision immuno-oncology candidates from Marengo's STAR Platform into the clinic. The collaboration will leverage Marengo's proprietary R&D expertise of a novel mechanism of T cell activation with Ipsen's global oncology footprint for clinical development and commercialization. Marengo will lead the pre-clinical development efforts and until the submission of an Investigational New Drug (IND) application to the U.S. FDA. Ipsen will assume responsibilities for clinical development and commercialization.

Marengo's Selective T Cell Activation Repertoire (STAR) platform is a multi-specific fusion protein library that targets specific TCR Vβ variants fused to different co-stimulatory moieties to develop potent T cell activators. The unique feature of this platform is to fine-tune the T cell response in selected T cell subsets to generate endogenous, highly functional, cancer-killing T cells for solid tumors. The lead asset, STAR0602, is the first T cell activator generated by the STAR platform and is slated to enter clinical trials following IND submission at the end of 2022.

1.2.3.2 Research and Development Centers

The Group has strategically established an international network of research and development centers in geographical areas where it has access to world-class expertise in scientific and clinical research. The Group believes its Research and Development programs and the geographical distribution of its Research and Development centers allow it to attract talented scientists, which makes the Group highly competitive in the field of pharmaceutical R&D compared with other groups of similar size.

The Research and Development Center in Paris-Saclay (France)

Ipsen Innovation, the Research and Development Center in Les Ulis, located in the Paris-Saclay hub, was opened in 1969 and a new facility was built in 1996. The scientists focus on novel medicines in the fields of Neuroscience, Rare Disease and Oncology. Notably, the Pharmacology, Non-clinical Safety, Pharmacodynamic and Metabolism groups in Les Ulis have expanded to support Ipsen projects from discovery to commercialization. The Group have also established a pre-clinical and clinical development operations organization together with the Global Regulatory Affairs, Pharmacovigilance and Quality departments to support the design and execution of the worldwide development strategy to bring to market the new compounds developed by Ipsen.

The Research and Development Centers in Montreal (Quebec, Canada) and Cambridge (Massachusetts, United States)

Ipsen Bioscience is located in the heart of the Cambridge biotech hub in order to allow broader access to external resources and knowledge in terms of innovative molecules and drug candidates. Cambridge is a "Center of Innovation" combining activities of research and assessment of these new molecules, through our External Innovation team, based on a strategic and operational partnership between the R&D and Business Development teams.

The Group also has Clinical Research, Development and Operations teams whose task is to coordinate and perform global clinical research related to Oncology, Neuroscience and Rare Disease, and a dedicated regulatory group that focuses on the Group's regulatory activities with the FDA.

Clementia Pharmaceuticals, an Ipsen company located in Montreal (Quebec, Canada) and Cambridge (Massachusetts, United States), is focusing on developing palovarotene, an investigational retinoic acid receptor gamma (RARγ) selective agonist, and IPN60130, an oral ALK2 kinase inhibitor, for the treatment of individuals living with fibrodysplasia ossificans progressiva (FOP).

Epizyme, an Ipsen company located in Cambridge (Massachusetts, United States), is committed to its mission of rewriting treatment for cancer through novel epigenetic medicines. Epizyme is focusing on developing Tazverik (tazemetostat), a methyltransferase inhibitor, as well as IPN60210 (EZM0414), a potent selective, oral, small molecule, investigational drug agent that inhibits the histone methyltransferase, SETD2, which plays a role in oncogenesis.

The Research and Development Center in Milton Park (Oxford, UK)

Ipsen Bioinnovation, located in a leading innovation hub at the Milton Park campus in Oxfordshire, represents Ipsen's technological platform for toxins, with expertise in engineering recombinant and modified toxins for new therapeutic solutions in Neuroscience and co-locates research scientists with the major R&D activities of clinical development, clinical development operations, regulatory affairs, pharmacovigilance, project management, and publication.

The Research and Development Center in Shanghai (China)

Ipsen Innovation hub in Shanghai, located in the Hong Kou district, has opened in 2019. The Group is establishing a Global R&D organization including Clinical Development, Biometry, Regulatory Affairs, Pharmacovigilance and Quality departments. This team will support the design and execution of the appropriate development strategy to register in China new indications and new compounds. The Shanghai Innovation hub will also collaborate closely with Global External Innovation and Partnering to pursue opportunities in China.

1.2.3.3 The Portfolio of Research and Development Projects

1.2.3.3.1 The research and development process

At the end of the research stage that results in the selection of a candidate molecule for development, the process of securing approval for this new molecule or compound by the regulatory authorities may take eight to twelve years and is typically broken down into five stages: the pre-clinical stage, Phase I FIH clinical trial (Phase I or first-in-human study) to assess safety and pharmacokinetics/pharmacodynamics of the compound; Phase II to characterize safety and efficacy across a dose-range of the tested compound in patients; Phase III to confirm both safety/efficacy and therapeutic benefit in a large patient population and Phase IV (post-approval).

During the research stage, which usually lasts three to five years, the Group's researchers synthesize innovative molecules and study their effects on cell systems or isolated organs, *in vitro,* or in animal subjects, to better understand their pharmacological, pharmacokinetic, and toxicological properties. An analysis of the study results makes it possible to select the compound that meets the set treatment goals to move forward in development.

The pre-clinical stage of development aims to gather the pre-clinical safety toxicological and pharmacokinetic data essential for initial administration in humans and for preparing the regulatory dossier to start clinical trials that are subject to approval from regulatory authorities and ethics committees.

The development continues with clinical trials that are principally intended to provide evidence of the safety and efficacy of the drug in humans. When the results support the targeted indication, a registration dossier is then submitted to the regulatory authorities to assess and decide on its marketing authorization.

At Ipsen, once a clinical candidate has been selected, the next stage of project centric and cross-functional development approaches is conducted. The scope of the Exploratory Development phase is up to the clinical proof of concept (PoC). Once both early efficacy and short-term safety have been established from the PoC and meet the Product Target Profile, the drug can proceed to the confirmatory development phase. Exploratory development benefits from innovative question-based development plans, adaptive design, modeling and simulation, biomarkers, and translational science/medicine.

This approach allows: 1) shortening of the time to decision (Go/No-Go) to proceed to confirmatory trials using a parallel rather than sequential development path, 2) de-risking projects before large investments are made, and 3) more efficient management of the project portfolio.

1.2.3.3.2 The development programs

The table below lists the Group's clinical programs. This table is subject to change depending on numerous factors that can be extremely unpredictable. The Group might experience delayed completion of clinical trials, treatment failures, absence of marketing authorization, and the occurrence of a technical or administrative event beyond the Group's reasonable control. A summary of risks is described in section 2.1 "Risk Factors" of this document and a detailed description of the products development programs is given in part 1.2.1 "The Group's Products".

The molecule portfolio* in development is the following:

Product under development	Indications	Development stage
Oncology		
Decapeptyl®	3M (Central Precocious Puberty) CPP – China	Submitted
Decapeptyl®	6M (Central Precocious Puberty) CPP – China	Phase III
Decapeptyl®	6M (Prostate Cancer) PCa – China	Phase IV (Post Approval Commitment)
Decapeptyl®	6M Sub-Cut (Prostate Cancer) PCa	Phase III
Cabometyx®	radioactive iodine-refractory differentiated thyroid cancer (DTC)	Approved in EU
Cabometyx® in combination with atezolizumab (1)	Metastatic Castration-resistant Prostate Cancer (mCRPC) 1L/2L	Phase III
Onivyde®	Pancreatic ductal adenocarcinoma (PDAC) 1L	Phase III
Tazverik®	1L Epithelioid Sarcoma Combo Doxorubicin	Phase III
	2L R/R FL Combo R2	Phase III
	Hematological malignancy (combos)	Phase Ib/II
	High risk 1L FL (2)	Phase II
	High risk in 1L DLBCL (2)	Phase II
	mCRPC	Phase Ib/II
IPN60210 (EZM0414)	R/R DLBCL	Phase I
	R/R Multiple Myeloma	Phase I
Neuroscience		
Dysport®	NDO	Approved in EU
Long acting toxin rBoNT/A'	Multiple therapeutic and aesthetic indications	Phase I/II
Mesdopetam	Levodopa-induced dyskinesias (LIDs)	Phase II
Rare Disease		
Somatuline® Autogel®	GEP-NET – China	Phase III
IPN60120 (palovarotene)	Fibrodysplasia Ossificans Progressiva (FOP) chronic	Submitted (3) (4)
Fidrisertib (IPN60130) – ALK2 inhibitor	Fibrodysplasia Ossificans Progressiva (FOP)	Phase II
Elafibranor	Primary Biliary Cholangitis (PBC) 2L	Phase III
	Primary Sclerosing Cholangitis (PSC) 1L	Phase II

* An update of the molecule portfolio under development is made at each quarterly communication and available on our website ipsen.com on the Investors/ Financial Results page.

(1) Study sponsored by Exelixis and Roche. Ipsen opted in to co-fund this study.
(2) Trial sponsored by The Lymphoma Academic Research Organisation (LYSA).
(3) Partial clinical hold from the FDA since 5 December 2019 for patients under the age of 14 years.
(4) Trial paused following prespecified interim futility analysis; Ipsen then amended the protocol for the Phase III MOVE trial and reinitiated palovarotene dosing in patients 14 years of age and older as announced on 26 March 2020.

Oncology

Decapeptyl

The Group continues to develop new indications and formulations of Decapeptyl in China.

Somatuline

The Group continues to develop new indications and formulations of Somatuline in China.

Cabometyx

The Group opted to participate in the funding of several trials with Exelixis and other partners to explore the combination of cabozantinib with other agents in different solid tumors:

- Cabometyx in combination with nivolumab (Opdivo®) in first-line advanced renal cell carcinoma. The Phase III CheckMate 9ER study, sponsored by Bristol-Myers Squibb and co-funded by Exelixis and Ipsen, was initiated in July 2017. This trial evaluated Cabometyx in combination with nivolumab versus sunitinib in patients with previously untreated, advanced or metastatic renal cell carcinoma (RCC). The new indication was approved by the EMA in March 2021, and was approved in other countries across 2022.
- Cabozantinib (Cabometyx) in combination with atezolizumab (Tecentriq) in patients with previously treated metastatic Non-Small Cell Lung Cancer (NSCLC) with an anti-PD-L1/PD-1 antibody and platinum-containing chemotherapy. The Phase III CONTACT-01 study sponsored by Roche and co-funded by Ipsen and Exelixis, was initiated in September 2020. The pivotal trial evaluates Cabometyx in combination with atezolizumab versus Docetaxel in previously treated metastatic Non-Small Cell Lung Cancer (NSCLC) with an anti-PD-L1/PD-1 antibody and platinum-containing chemotherapy. In December 2022, Ipsen announced that the CONTACT-01 study did not meet its primary endpoint of overall survival at the final analysis.
- Cabozantinib (Cabometyx) in combination with atezolizumab (Tecentriq) in patients with previously treated Metastatic Castration-Resistant Prostate Cancer (mCRPC). The Phase III CONTACT-02 study sponsored by Exelixis and co-funded by Ipsen and Roche, was initiated in June 2020. The pivotal trial evaluates Cabometyx in combination with atezolizumab versus a second novel hormonal therapy (NHT) in men with metastatic castration-resistant prostate cancer (mCRPC) who have previously been treated with one, and only one, NHT for their prostate cancer disease.

In addition, numerous investigator-sponsored studies are ongoing to explore Cabometyx in monotherapy and in combination with other treatments for different types of cancer.

Onivyde

The Group continues to advance the Onivyde clinical development program, including clinical studies in patients with previously untreated, metastatic pancreatic adenocarcinoma and patients with small cell lung cancer who have progressed on or after platinum-based first-line therapy.

Tazverik

In August 2022, Ipsen announced the closing of the definitive merger agreement under which Ipsen has acquired Epizyme, Inc. (Epizyme). As part of the transaction, Ipsen acquired Epizyme's lead medicine, Tazverik, a first-in-class, chemotherapy-free EZH2a inhibitor, which was granted Accelerated Approval by the U.S. Food and Drug Administration (FDA) in 2020. It is currently indicated for adults with relapsed or refractory follicular lymphoma (FL) whose tumors are positive for an EZH2 mutation as detected by an FDA-approved test and who have received at least two prior systemic therapies, and for adult patients with relapsed or refractory follicular lymphoma who have no satisfactory alternative treatment options, as well as for adults and pediatric patients aged 16 years and older with metastatic or locally advanced epithelioid sarcoma not eligible for complete resection.

IPN60210 (previously known as EZM0414)

Ipsen also acquired Epizyme's first-in-class, oral SETD2 inhibitor development candidate, EZM0414, which was granted FDA Fast Track status in 2021 and is currently under evaluation in a recently initiated Phase I/Ib trial in adult patients with relapsed or refractory multiple myeloma and diffuse large B-cell lymphoma.

Neuroscience

Dysport

The Group has now completed several Phase III trials worldwide including the United States since 2011 to reinforce therapeutic indications, focusing on spasticity. The indication for pediatric upper limb spasticity (PUL) has received an approval in the U.S. following a last spasticity Phase III trial requested by the FDA for all neurotoxin manufacturers.

Ipsen continues to foster the development of alternative formulations (*e.g.* liquid formulation that is a ready-to-use and convenient alternative to the current dry formulation).

Since first approval in 2018 in the EU and in 2019 by FDA, the cell-based assay is replacing the *in vivo* mouse-based LD50 assay for establishing the stability and the potency of Ipsen's toxin-based product (Dysport and Azzalure).

Ipsen's world class R&D centers are pushing technological boundaries to develop the next generation of recombinant toxins, including fast and long-acting neurotoxins, expected to address a broad range of clinical conditions. As of 31 December 2022, Ipsen is the only company with recombinant toxins in pre-clinical and Phase I trials.

Mesdopetam

In 2021, Ipsen obtained the exclusive worldwide rights to develop and commercialize the investigational treatment mesdopetam which is based on a novel mechanism of action. Mesdopetam, an oral dopamine D3-receptor antagonist, has completed Phase Ib and IIa clinical programs which showed promising improvements for people living with Parkinson's disease experiencing levodopa-induced dyskinesia (LID) in clinically relevant endpoints.

In 2022, Ipsen has initiated clinical studies with drug candidate mesdopetam in accordance with its development plan.

Rare Disease

Somatuline Autogel in acromegaly

The Group continues to expand the potential of this product with the regulatory approval for the acromegaly indication in China in December 2019.

Palovarotene

In April 2019, Ipsen completed the acquisition of Clementia Pharmaceuticals to strengthen its Rare Disease portfolio. Ipsen acquired Clementia Pharmaceuticals' late-stage drug candidate palovarotene, with pediatric disease and breakthrough therapy designations for the treatment of the ultra-rare bone disorder, fibrodysplasia ossificans progressiva (FOP).

On 6 December 2019, following discussions with the U.S. Food and Drug Administration (FDA), a partial clinical hold was issued for patients under the age of 14 for studies evaluating palovarotene for the treatment of FOP and multiple osteochondromas (MO). This was due to events of premature physeal closure in growing children in the FOP studies.

On 24 January 2020, the Group announced it was decided to pause dosing in the palovarotene trials based on results of a futility analysis reviewed by the Independent Data Monitoring Committee (IDMC) as part of the pre-specified interim analysis.

The Group has conducted further assessment and showed that encouraging therapeutic activity was observed in *post-hoc* analyses of interim data for the Phase III MOVE trial and shared with, and acknowledged by, the Independent Data Monitoring Committee (IDMC). As such, Ipsen amended the protocol for the Phase III MOVE trial to include updates to the statistical analysis section as recommended by the IDMC to allow for additional analyses to be performed in addition to the primary pre-specified analysis. On 26 March 2020, Ipsen announced it will begin to reinitiate palovarotene dosing in patients 14 years of age and older currently participating in its FOP clinical program. The Food and Drug Administration (FDA) in the U.S. confirmed they have no safety concerns with restarting dosing in patients 14 years of age and older. Clearance to reinitiate dosing in these patients has also been received to date from all other ex-U.S. regulatory agencies.

In January 2022, Ipsen announced the Health Canada approval of Sohonos® (palovarotene capsules), an oral selective retinoic-acid receptor gamma (RARγ) agonist indicated to reduce the formation of heterotopic ossification (HO; new bone formation) in adults and children aged 8 years and above for females and 10 years and above for males with FOP. Sohonos® is approved for the treatment of patients with FOP for both chronic use, and for flare-ups, in these patient populations. This decision marked the first approval for Sohonos® worldwide.

In December 2022, the FDA issued a complete response letter regarding the new drug application for palovarotene. Ipsen has anticipated to respond to the request in the first quarter of 2023. Moreover, in January 2023, Ipsen received a negative opinion from the CHMP9 for palovarotene in the same indication. The Company will request a re-examination of the opinion, based on scientific data available from the existing palovarotene clinical-trial program.

IPN60130 (formerly known as BLU-782)

In October 2019, Ipsen finalized an agreement with Blueprint Medicines to in-license the global rights to IPN60130 (formerly known as BLU-782), an highly selective investigational ALK2 inhibitor for the treatment of fibrodysplasia ossificans progressiva (FOP). Now, with the addition of IPN60130 (formerly known as BLU-782), which is in Phase II Ipsen will have the potential to offer a broader suite of treatment options for patients living with FOP, an ultra-rare bone disorder.

Elafibranor

On 17 December 2021, Ipsen announced a strategic partnership with GENFIT, which grants Ipsen the exclusive worldwide (excluding Greater China region) license to develop, manufacture and commercialize the investigational treatment elafibranor. This is a first-in-class PPAR alpha and delta agonist being developed for people living with primary biliary cholangitis (PBC) who have an inadequate response or intolerance to ursodeoxycholic acid; a rare, progressive, chronic autoimmune disease of the liver.

1.2.4 Intellectual Property

1.2.4.1 Patents

The Group's intellectual property – including patents, trademarks, copyrights, trade secrets, and know-how – is of material importance to the success of the business. In some cases, these intellectual property rights are directly owned by the Group, and in other cases, the Group benefits from protections provided by intellectual property rights licensed to the Group from the owner.

Patent exclusivity

To protect the Group's investments in research and development, Ipsen files patent applications covering significant inventions made throughout the drug discovery and development process. These may include inventions relating to: new active substances (biologics or small molecules); salt forms and polymorphs; pharmaceutical compositions; formulated drug products; therapeutic indications and methods of use, including dosing regimens; manufacturing processes and synthetic intermediates; and general technologies, such as assay methods. Ipsen files patent applications in all countries of importance to the Group's business.

The duration of patent protection generally is 20 years from the filing date, although the United States provides a patent term adjustment (PTA) to compensate for patent office delay. Because the pharmaceutical development and regulatory review process requires many years, and because pharmaceutical patents often are filed early in the process, the patent term remaining at the time of market authorization typically is significantly less than 20 years.

In some countries, notably including the United States, Europe, and Japan, mechanisms exist to extend pharmaceutical patent protection following product approval to partially compensate for the term lost during clinical development and regulatory review. The law and procedures governing such extensions of patent protection vary considerably from country to country. In the United States, up to five years of patent term extension (PTE) is available, provided the total extended patent term does not exceed 14 years from the NDA approval date. In Europe, a patent protecting a pharmaceutical product may be granted a supplementary protection certificate (SPC) of up to five years, provided that the extended patent term does not exceed 15 years from the first marketing authorization for the product in the EU. In Japan, up to five years of patent term extension is available. Recently, the Canadian patent law was amended to provide up to two years of extended patent protection in the form of a certificate of supplementary protection (CSP).

The protection a patent provides to a product depends on the type of patent and its scope. Protection also may vary from country to country. For a pharmaceutical product, a patent that covers the active substance itself provides the strongest protection, since it is effective to prevent a competitor from marketing another product containing the same active substance in any formulation for any method of use. By contrast, patents that cover formulations or methods of use (so-called "secondary patents") do not prevent a competitor from marketing a product containing the same active substance, but in an alternative formulation or for a different method of use.

Regulatory exclusivity

In addition to patent protection, the Group's products also may benefit from regulatory exclusivity protections. During the exclusivity period, a generic manufacturer is not able to rely on the Group's clinical data demonstrating drug safety and efficacy. Regulatory exclusivity is particularly important to incentivize the investment in clinical development of products for which patent protection is limited. Regulatory exclusivity periods run in parallel to any patent protection that may exist for the product.

United States

In the United States, new small molecule products benefit from five years of New Chemical Entity (NCE) exclusivity. For five years after the first marketing authorization of an active substance, FDA will not approve another product containing the same active molecule unless the second applicant has generated its own clinical data demonstrating safety and efficacy. If a New Drug Application (NDA) or supplemental New Drug Application (sNDA) contains reports of new clinical investigations that are conducted or sponsored by the applicant and essential for FDA approval, but the product contains an active substance that has been previously approved, the applicant is awarded three years of data exclusivity. For three years after the NDA or sNDA is approved, FDA may not approve a generic drug application that relies upon the new clinical information.

Different exclusivity periods apply for biological products. The abbreviated pathway for approval of biological products that are shown to be biosimilar to a reference biological product that has been licensed by FDA is governed by the Biologics Price Competition and Innovation Act of 2009 (BPCIA). Under the BPCIA, an application for approval of a biosimilar product may not be submitted until four years after the reference product was first licensed, and the biosimilar product may not be approved until 12 years after the reference product was first licensed.

Small molecule or biological products that receive FDA approval for the treatment of a disease or condition affecting fewer than 200,000 individuals in the U.S. may be protected by Orphan Drug Exclusivity (ODE). For a period of seven years after approval of the product for the orphan indication, FDA may not approve any similar product (containing the same active molecule) for the same orphan indication.

Europe

In Europe, new drugs are eligible for a combination of data and market exclusivity, according to an "8+2+1" formula. The same formula applies to both small molecule and biological products. For a period of eight years after the first marketing authorization of an active molecule, the European Medicines Agency (EMA) will not accept for review another application that references the originator's pre-clinical and clinical data, and the generic product cannot be placed on the market for an additional two years. This means that a product that contains a new active molecule will not face generic competition in Europe for at least 10 years after its first marketing authorization, irrespective of patent protection. If the originator drug receives marketing authorization for a significant new indication during the first eight years after the initial marketing authorization, then the exclusivity period is extended by one additional year.

Small molecule or biological products that receive EMA approval for the treatment of a seriously debilitating or life-threatening condition that affects fewer than 5 in 10,000 individuals in the EU are eligible for orphan drug exclusivity. For a period of 10 years after marketing authorization for the orphan indication in the EU, the EMA will not accept for review an application for marketing authorization of a similar product (not necessarily containing exactly the same active molecule) for the same orphan indication. However, orphan drug exclusivity will not prevent marketing authorization of a second product that is shown to be safer, more effective, or otherwise clinically superior.

Exclusivity Protections for Ipsen Products

Regulatory and patent exclusivity protections for Ipsen's marketed products and products in Phase II or Phase III clinical development are summarized in the table below. Only patents that cover the active molecule, the formulated drug product, or a method of using the drug are included in table. For some products, patents that cover manufacturing processes or key synthetic intermediates may provide additional protection.

Product	United States	Europe
Specialty care		
Oncology		
Somatuline® Depot/ Somatuline® Autogel® (lanreotide)		
– compound	Expired	Expired
– formulation	Expired (with PTE)	Expired
– Regulatory exclusivities	ODE (acromegaly) expired; ODE (GEP-NET) Dec-2021; ODE (carcinoid syndrome) Sep-2024	Expired
Decapeptyl® (triptorelin)		
• 1- and 3-month formulations	N/A	All exclusivities expired
• 6-month formulation		
– formulation	N/A	Jun-2028 (Europe) (1)
– Regulatory exclusivities	N/A	Expired
Cabometyx® (cabozantinib)		
– compound	N/A	Sep-2024 (Mar-2029 with SPC)
– polymorphic form	N/A	Jan-2030
– formulation	N/A	Jul-2031 (2)
– Regulatory exclusivities	N/A	NCE Mar-2025
Cometriq® (cabozantinib)		
– compound	N/A	Sep-2024 (Mar-2029 with SPC)
– polymorphic form	N/A	Jan-2030
– formulation	N/A	Feb-2032 (3)
– Regulatory exclusivities	N/A	NCE Mar-2025
Onivyde® (irinotecan liposome injection)		
– compound	May-2025 (Aug-2028 with PTA) (Jan-2027 with PTE)	May-2025 (May-2030 with SPC, when and where granted) (4)
– Medical use (2L PDAC indication)	Jun-2033	Jun-2033 (5)
– Medical use (other indications)	2035-2037 (if granted)	2035-2037 (if granted)
– formulation	Oct-2036	Oct-2036 (if granted)
– Regulatory exclusivities	ODE (2L PDAC) Oct-2022	ODE (PDAC) Oct-2026
Tazverik®		
– compound	Apr-2032 (Jan 2034 with PTE)	Apr-2032 (SPC possible after approval)
– polymorphic form	Apr-2033	Apr-2033
– medical use	Sep-2031	Sep-2031 (6)
– medical use	Aug-2034	Oct-2033
– medical use	Oct-2035	Oct-2035
– formulation	Dec-2035	Nov-2035 (if granted)
– Regulatory exclusivities	NCE Jan-2025; ODE (epithelioid sarcoma); ODE (follicular lymphoma) Jun-2027	N/A
Neuroscience		
Dysport® (abobotulinumtoxinA)		
– Regulatory exclusivities	ODE (pediatric lower limb spasticity) Jul-2023	
Alluzience® (abobotulinumtoxinA)		
– formulation	Jul-2025	Jul-2025 (7)
Mesdopetam		
– compound	Apr-2032 (PTE possible after approval)	Apr-2032 (SPC possible after approval)
– salt	May-2040 (if granted, PTE possible after approval)	May-2040 (if granted, SPC possible after approval)
– medical use	Nov-2041 (if granted, PTE possible after approval)	Nov-2041 (if granted, SPC possible after approval)

Product	United States	Europe
Long acting toxin rBoNT/A'		
- compound	May-2037 (PTE possible after approval	May-2037 (SPC possible after approval)
- medical use	Mar-2041 (PTE possible after approval)	Mar-2041 (SPC possible after approval)
Rare Disease		
NutropinAq® (somatropin)	N/A	All exclusivities expired
Increlex® (mecasermin)		
– Medical use	Expired	Expired
– Medical use	Aug-2025	Sep-2024
– Formulation	Expired	Expired
– Regulatory exclusivities	Expired	Expired
Sohonos® (palovarotene)		
– compound	Expired	Expired
– medical use	Aug-2031 (PTE possible after approval)	Aug-2031 (SPC possible after approval)
– medical use	Jun-2037 (PTE possible after approval)	Jun-2037 (if granted; SPC possible after approval)
Fidrisertib (IPN60130)		
– compound	Apr-2037 (PTE possible after approval)	Apr-2037 (if granted, SPC possible after approval)
– salt	Aug-2040 (if granted)	Aug-2040 (if granted)
Elafibranor		
– compound	Sep-2024	Jul-2023 (FR, DE and UK)
– medical use	Nov-2030 (PTE possible after approval)	Nov-2030 (SPC possible after approval)
– medical use	Mar-2037 (PTE possible after approval)	Mar-2037 (if granted; SPC possible after approval)
– medical use	Feb-2041 (if granted)	Feb-2041 (if granted)

(1) One EP patent has been definitively revoked. Opposition filed against another EP patent. Patent maintained under an amended form which still covers the product. Only Applicant appealed the decision. A divisional patent application is still pending.
(2) Oppositions have been filed against the EP patent.
(3) Opposition has been filed against the EP patent.
(4) Applications for an extension *via* SPC are pending in Austria, Belgium and Germany, and have been granted in the Czech Republic, Denmark, France, the United Kingdom, Greece, Ireland, Italy, Luxembourg, the Netherlands, Norway, Poland, Portugal, Sweden, and Slovenia. Ipsen has appealed the SPC application refusal in Spain.
(5) One EP patent was definitively revoked. Oppositions filed against another patent. A divisional patent application is still pending.
(6) Opposition filed against the EP patent and the opponent appealed the decision of rejection of the opposition.
(7) Patents maintained in amended form following Appeal Proceedings.

1.2.4.2 Brand Names and Trademarks

Trademarks identify and build the notoriety of the Group and its products worldwide. They contribute to the business success of the Group, especially for products and products that have lost their patent and regulatory exclusivity protections. They are also key to patients' safety by helping to differentiate medicines.

Trademark protection varies from country to country. In some countries, this protection is based primarily on the use of the trademark, while in others it results from its registration. In the latter case, trademark rights are obtained through national, international or regional routes (*e.g.* European Union trademarks). Registrations are generally granted for a period of ten years and are indefinitely renewable, although in some cases, maintenance requires the continued use of the trademark.

To support the timely launch of new products, the Group proceeds to trademark clearance searches and files trademark applications in accordance with commercialization plans. The Group seeks protection for the product names in Latin characters as well as in local characters (Cyrillic, Chinese, etc.) wherever relevant. These trademarks provide protection notably for "pharmaceutical products" included in Class 5 of the International Classification of Products and Services.

To protect its image and reputation, the Group also holds trademark for Ipsen and the Ipsen logo.

The Group monitors trademark registries and defends its trademark rights by initiating administrative proceedings or taking legal action against any infringement.

The Group's key products are protected by trademarks owned by the Group for Specialty Care products Somatuline® and Somatuline® Autogel® / Somatuline® Depot, Decapeptyl®/ Diphereline®, Dysport®, Onivyde®, Increlex® Sohonos®, Tazverik® or used under license (*e.g.* Cabometyx® and Cometriq® are trademarks of Exelixis, Inc., NutropinAq® is a trademark of Genentech, Inc.).
To strengthen the protection of its trademarks and support its digital visibility, the Group also registers domain names in the extensions of interest.

1.2.5 Main Markets

1.2.5.1 Market Data

Sectorial information by therapeutic area and region is detailed in section 3 of this universal registration document for the 2022 and 2021 financial years.

The Group develops and commercializes innovative medicines in three key therapeutic areas – Oncology, Neuroscience and Rare Disease. Its commitment to Oncology is exemplified through its growing portfolio of key therapies for neuroendocrine tumors, renal cell carcinoma, hepatocellular carcinoma, pancreatic cancer and prostate cancer. The Group's main drug markets and their sizes are detailed in section 1.2.1 of this universal registration document ("The Group's Products").

Additionally, in terms of marketing, this strategy has led the Group to concentrate its efforts on key prescribing physicians who are responsible for drug prescriptions or who may induce such a prescription from other practitioners. By developing a strong reputation with these prescribing specialists in highly specific and specialized areas, the Group believes it is able to direct its marketing activities selectively and cost efficiently, thereby reducing the need for a large sales force.

1.2.5.2 Competitive Position

The pharmaceutical industry is highly competitive. In recent years, the pharmaceutical industry has experienced an increasing level of horizontal and vertical concentration. Within this competitive environment, the Group faces competition from other companies to develop and secure marketing authorizations for new pharmaceutical specialties in targeted therapeutic areas, as well as for specific products that generate similar therapeutic results to those generated by medicines marketed by the Group. Numerous companies that compete with the Group to develop and secure marketing authorizations for new medicines are significantly larger than the Group and are accordingly able to invest more resources in Research and Development as well as in marketing, which may provide them with the advantage of offering a larger range of products and having access to larger sales forces.

For example, Dysport faces competition from Botox (Abbvie), a well-established botulinum toxin, while Somatuline faces competition from Sandostatin (Novartis) and the octreotide generic (Teva) in Europe. The Group also competes with other pharmaceutical companies in its search for suitable partners to ensure the growth of its research and development and marketed products portfolio. The Group's competitive position is detailed in section 1.2.1 of this universal registration document.

1.2.6 Regulation

The pharmaceutical industry is highly regulated. Regulation covers nearly all aspects of the Group's activities from Research and Development to manufacturing facilities, processes, and marketing. In each country where Ipsen markets its products or conducts research, the Group has to comply with the standards of local regulatory authorities and by any other national regulatory authority. These authorities namely include the European Medicines Agency (EMA), the French Agency for the Safety of Medicines and Health Products (ANSM), the UK Medicines & Healthcare Products Regulatory Agency (MHRA) in the United Kingdom, and the Food and Drug Administration (FDA) in the United States as well as various other regulatory bodies, depending on the relevant market.

Price-setting and control

Regulation may cover the setting and control of selling prices in certain countries in which the Group markets its products. These controls are implemented pursuant to law or because the government or other healthcare agencies in a given country are the principal purchasers of products or reimburse purchasers for their cost. Price control mechanisms vary in the way they operate from country to country. This may lead to significant differences between markets, which may be amplified by exchange rate fluctuations. These pricing differences may also be exploited by parallel import companies which buy branded products in markets where prices are low and sell them in markets where prices are higher.

In recent years, efforts by government authorities to curb healthcare spending have led to tighter controls on reimbursement policies and price setting in most of the countries in which the Group operates, particularly in Europe. Measures intended to curb direct costs come in various forms, which include mandatory price cuts (or a refusal to accept price increases), a larger share of the cost being covered by the patient (reduction in the amount reimbursed by the third party), the withdrawal of certain products from the lists of reimbursable products, the alignment of reimbursed prices with the lowest product price in a given therapy category, analysis of the cost/benefit ratio of drugs prescribed, and efforts to promote growth in the generic drugs market as the co-pay regulation *("tiers-payant contre génériques")* introduced in July 2012 in France.

In some European countries, governments also influence the prices of drugs indirectly through control of national health systems that fund a significant portion of costs related to these products. In France, for instance, a government authority sets the price of reimbursable drugs taking into account the product's value. The price set for a drug depends notably on the improvement in medical performance of the new drug with existing treatments. In addition, when fixing the price of a product, the national agency takes into account the price of the same drug in other countries.

The governments of many countries in which the Group operates continue to introduce new measures to reduce public health expenses, some of which have affected the Group sales and profitability over the last years.

1.2.7 Group's legal structure

Ipsen S.A. acts as a holding company with regards to its affiliated companies and has no operational activities. Certain senior managers are employed by Ipsen S.A. under certain conditions and invoicing provisions described in paragraph 3.3.4. The Group comprises 55 consolidated affiliates, which are shown as such in note 25.2 in section 3.2.5.

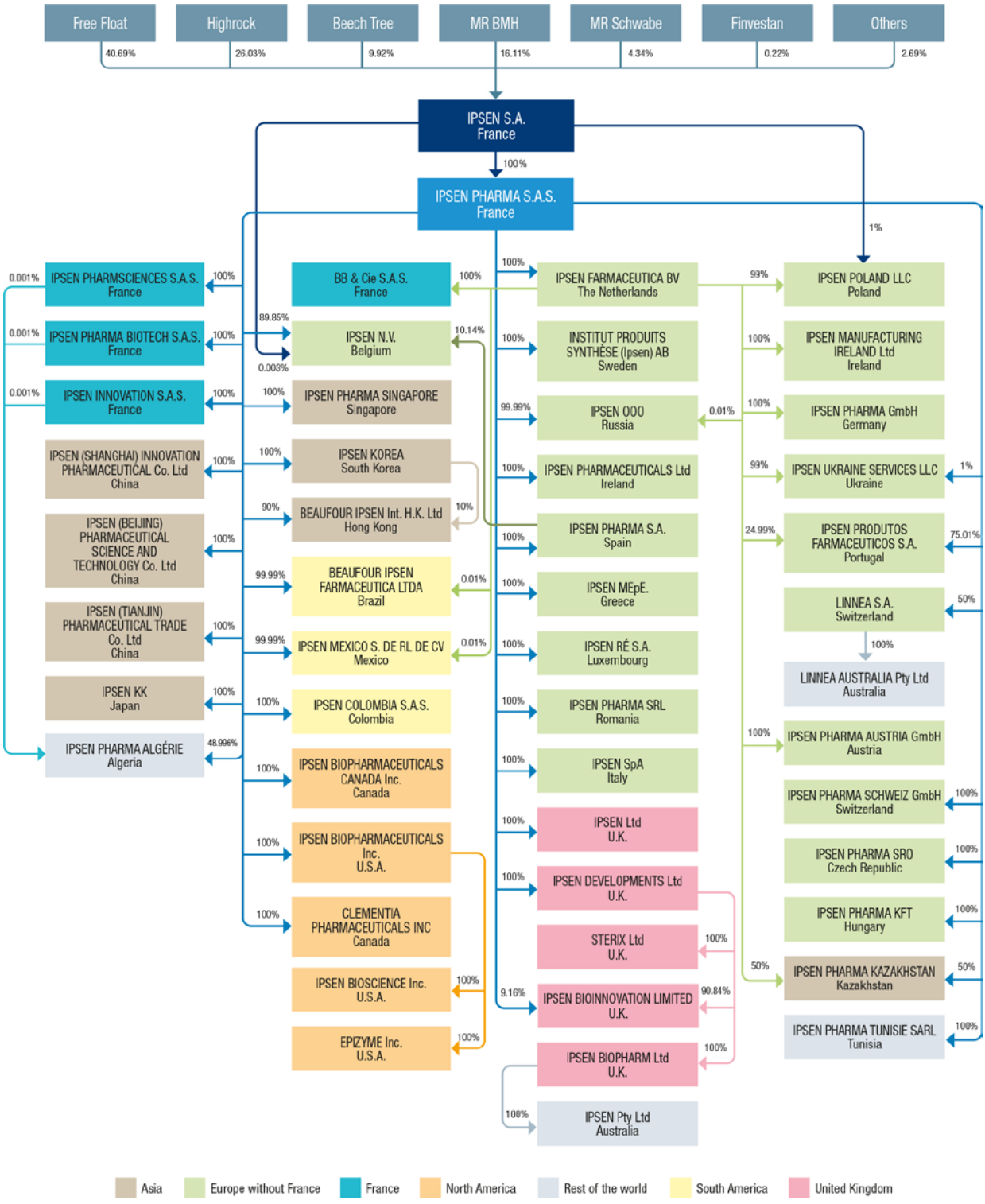
These companies are categorized as Research and Development, manufacturing, management, or commercialization entities.

A description of Ipsen's share ownership and voting rights is presented in section 5.6.2.1.

1.2.7.1 Organizational structure

The stated percentages in the following chart indicate the proportion of both non-diluted, share capital and voting rights [1] held in each company.

Group organization chart as of 31 December 2022



Subsidiaries with no operational activity (Special Purpose Vehicles, dormant companies) are not included in this organization chart.

(1) The stated percentages for Ipsen S.A. shareholders indicate the proportion of share capital.

1.2.7.2 Incorporation of companies and perimeter's evolutions

An internal reorganization of Clementia Pharmaceuticals entities in Canada and in the United States took effect as of 1 January 2022.

At the end of July 2022, Ipsen sold its Consumer HeathCare business, including Ipsen Consumer HealthCare SAS (France), Beaufour Ipsen Industrie SAS (France), Ipsen Consumer HealthCare Srl (Italy), Ipsen Consumer HealthCare OOO (Russia) and Beaufour Ipsen (Tianjin) Pharmaceutical Trade Co. Ltd (China) to Mayoly Spindler.

In August 2022, Ipsen acquired Epizyme, a biopharmaceutical company based in Cambridge, Massachusetts, USA, committed to redefining cancer treatment with new epigenetic drugs.

In September 2022, the Group established a subsidiary in Austria.

2 RISK AND CONTROL

© Ipsen 2020 / Patrick Wack / CAPA Pictures

Ronny
Living with a neuroendocrine tumor
Ringwood, United Kingdom

2.1 RISK GOVERNANCE

2.1.1 General framework

Ipsen aims to continuously improve its internal control and risk management environment to be compliant with the *"Cadre de Référence"* issued by the *"Autorité des marchés financiers"* (AMF) and with various measures described in the COSO II standard (Committee of Sponsoring Organizations of the Treadway Commission).

2.1.2 Scope

These rules apply to all Company entities under exclusive control within the meaning of the IFRS standards. The main internal control components that are further explained in this report are as follows:

- an organization that gives a clear definition of responsibilities, with competent and adequate resources using appropriate information systems, procedures, processes, tools and rules;
- reliable and relevant information management that enables every employee, whatever his/her level to fulfil his/her responsibilities;
- a risk management framework;
- control activities aimed at monitoring risks and securing objectives;
- a regular review and assessment of the internal control framework.

2.1.3 Objectives

Risk management's objectives are to:

- secure the general Group objective of accelerating the Group's innovation and driving positive impact for patients, employees, shareholders and society — a strategy for the short and long term;
- preserve the value, assets, people, environment and reputation of the Group;
- ensure decisions and processes, needed to reach Group objectives, take into account risk factors;
- ensure risk factors are assessed towards Group values;
- mobilize employees around a shared vision of the Group main risks and around the specific risks in their own area of activity.

Internal control and compliance frameworks are implemented by operational management and employees to provide Executive Management and shareholders with reasonable assurance about the achievement of the following objectives:

- compliance with all applicable laws and regulations;
- implementation of the instructions and directives provided by the Executive Leadership Team;
- effectiveness of Group internal processes, notably those aiming at protecting Group assets;
- reliability of financial data and, more generally, of all data included in published statements.

2.1.4 Risk management and internal control players

2.1.4.1 Executive governance

Executive Leadership Team (ELT)

Under the oversight of the Board of Directors, the ELT is leading the strategic direction of the Group and its implementation. The ELT is chaired by the Chief Executive Officer and meets on a monthly basis and *ad hoc* as needed.

Scope of responsibility of the ELT is the following:

- Set the Group's strategy and ambition:
  - set the Group's mid-term strategy and long-term ambition and vision, and endorse the corresponding strategic plans,
  - approve R&D pipeline priorities,
  - translate the Group's strategic vision and ambition into annual objectives for the organization,
  - validate annual budget;
- Act as an efficient decision-making body:
  - monitor financial performance and review division and function corrective action plans, endorse recommended financial communication and guidance,
  - align the organization, processes, talent and capabilities to deliver on the Group's annual objectives,
  - assess talent and ensure succession planning,
  - endorse the launch of key cross-functional projects and monitor progress made on a regular basis,
  - to be responsible for the implementation of Deal Review Board (DRB) decisions on Merger and Acquisitions (M&A) / Business Development and Licensing (BD&L) deals;
- Promote efficient governance and decision-making process:
  - ensure the Group's policies and procedures are consistent, built on ethical principles, appropriate organizational structures, well-defined responsibilities and demonstrated competencies,
  - coordinate with Global Business Ethics, Company Social Responsibility, Global EHS, Global Quality, Global Internal Audit functions and Risk Management, to ensure adequate level of risk mapping and mitigation,
  - monitor deployment of robust and effective internal control and audit, quality and risk management systems,
  - monitor performance achieved in Business Ethics, Company Social Responsibility, EHS and Global Quality;
- Promote and enhance our Company Social Responsibility.

The composition of the ELT is given in Chapter 5 of this universal registration document.

Deal Review Board (DRB)

The DRB assists Ipsen's management in decision-making for M&A and Corporate Business Development activities.

The permanent members of the DRB include the Chief Executive Officer, the EVP Chief Business Officer, the EVP Chief Financial Officer, the EVP General Counsel, the EVP Head of R&D, the EVP Chief Medical Officer, the EVP Chief Commercial Officer Specialty Care and the EVP Strategy & Transformation.

Portfolio Committee (PC)

The PC assists Ipsen's management in decision-making on Ipsen's R&D portfolio within budget / 5Y Business Plan envelope as approved by the ELT.

The PC is co-chaired by the EVP R&D, Chief Scientific Officer and the EVP Global Product & Portfolio Strategy (GPPS).

Benefit-Risk Decision Board (BRDB)

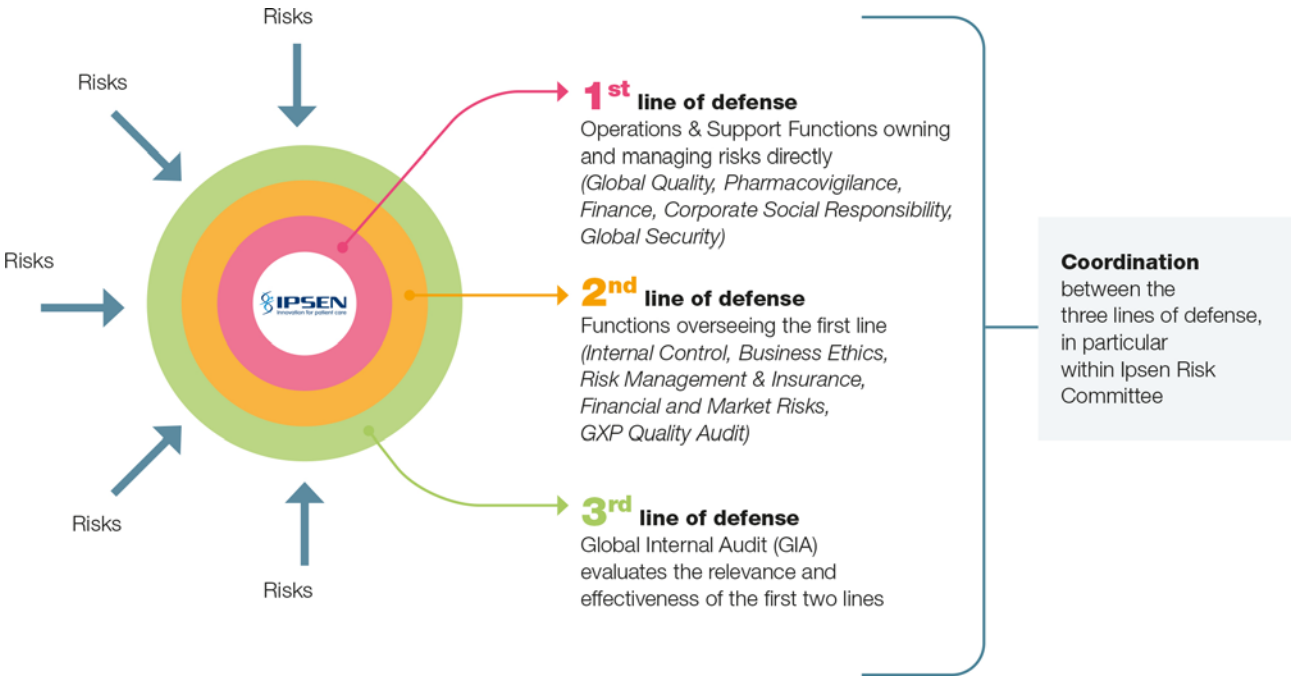
The BRDB assists Ipsen's management decision-making for strategic benefit-risk decisions with impact across products, therapeutic areas and the Ipsen product and candidate portfolio.

2.1.4.2 The three lines of defense

Apart from executive governance, three lines of defense are dealing with risks within Ipsen:

- A first line of defense composed of operations and support functions; this first line owns and manages risks directly;
- A second line of defense composed of Internal Control, Business Ethics, Risk and Insurance, Financial and Market Risks and Global Quality Audit; this second line oversees the first line;
- A third line of defense composed of Global Internal Audit; it provides objective and independent assurance on the Group's risk management, internal control and governance processes.

The constant collaboration between these departments at various levels and on numerous subjects is an important consistency factor for internal control.



2.1.4.3 First line of defense

Definition

The first line owns and manages risk directly. It is composed of Operations and Support Functions. Their mission is to ensure efficiency and robustness (including monitoring and response) of the processes in their area.

Quality, Finance, Corporate Social Responsibility and Global Security functions will be detailed in the following sections.

Global Quality

The Global Quality Function reports to the Executive Vice President, Technical Operations, with a dotted reporting line to the Chief Executive Officer. This function supports the research, development, manufacturing and commercial activities throughout the product life cycle and is accountable to ensure compliance of the Group to all applicable Regulations and standards.

It covers Good Manufacturing Practices (GMP), Good Distribution Practices (GDP), Good Laboratory Practices (GLP), Good Clinical Laboratory Practices (GCLP), Good Clinical Practices (GCP) and Good Pharmacovigilance Practices (GVP).

Each manufacturing site and development/business unit has a Quality Group that is responsible for ensuring compliance. Head of these Quality Groups belongs functionally to the Quality Organization.

The Quality Management System is described in the Group Quality Manual which:

- gives an overview of the Company's Quality Management System;
- defines the GxP policies and procedures used to ensure that the Company's products and services meet GxP regulatory requirements and business objectives in a consistent, compliant and reliable manner;
- defines the Quality governance structure;
- defines the GxP documentation system;
- defines the roles and responsibilities of Quality personnel as well as senior management.

The Quality Systems Evaluation Board (QSEB) is a corporate governance group, chaired by the Senior Vice President Global Quality or its delegate. It includes all relevant functions to ensure all significant Quality issues or incidents are addressed and documented in a systematic and uniform manner to guarantee completeness and reliability of product and quality issues' assessments.

A Group Quality Management Review meets at least on an annual basis to discuss quality vision and strategy for the Company. It includes the Chief Executive Officer, Executive Leadership Team members and the Senior Vice President Global Quality.

Pharmacovigilance

The Global Patient Safety (Pharmacovigilance) Department is part of Chief Medical Officer Organization that reports to the Executive Vice President and Chief Medical Officer, and is led by a Senior Vice President, who is also the deputy European Union Qualified Person for Pharmacovigilance. With patient safety central to Ipsen's work, the Global Patient Safety department ensures the proactive evaluation and communication of evolving safety knowledge of all Company drug products, so that benefit-risk is optimized for patients, both in clinical development and after market launches. To do this, Ipsen maintains a sustainable cross-functional Pharmacovigilance System that is compliant with pharmacovigilance legislation worldwide. The Pharmacovigilance System, described in detail in the Ipsen Pharmacovigilance System Master File, operates throughout the full life cycles of our products and extends across the entire company, including all affiliate staff, specifically, but not limited to, those with direct pharmacovigilance responsibilities.

Finance

The Global Finance function reports to the Executive Vice President, Finance. This organization plays an important role in terms of risk management and control, both in local and central functions (financial controlling, consolidation, taxes, financing and treasury, investor relations).

The Global Finance function is responsible for:

- preparing consolidated financial statements in accordance with the applicable laws and regulations;
- managing the budgeting and forecasting processes, reviewing Group performance and any variance against forecasts and providing the ELT with the relevant Key Performance Indicators to support the strategy implementation;
- reviewing periodical management reporting for each of the Company's entities;
- managing tax affairs;
- ensuring effective treasury management and financing for all Company entities;
- controlling the integrity of financial reporting.

Financial controlling

Financial controlling is organized on the basis of the Group's business activities. The Global Finance function issues budgets and forecasts instructions and controls the quality of information related to the actual and planning exercises.

The Global Finance function analyzes the Group's actual performance and variances against forecasts and budget, and identifies and quantifies the risks and opportunities involved in budget and forecast information. The Finance Department also advises the operational managers on financial matters. A Finance Handbook is made available to all employees to provide them with the reference information they need.

Consolidation

The Company has implemented an ERP system, which is contributing to the optimization of financial processes and activity management. This ERP system has been implemented across almost all the Company's research and commercial entities.

The ERP system allows the Company entities to provide with actuals that are reported by the local Finance Department to the Global Finance function, which centralizes information reported and produces the Group consolidated financial statements by:

- drawing up Group accounting policies, compliant with IFRS,
- managing the reporting packages and the chart of accounts to be used for preparing the consolidated financial statements,
- analyzing the financial statements reported by each Group entity before consolidation and ensuring that all Group entities produce consistent information that complies with the Group accounting policies,
- reconciling the financial statements with the management indicators,
- verifying that the financial and accounting information reported externally by the Company is fair and comprehensive.

Taxes

The tax function is localized in France, UK and the U.S. The VP Group Tax reports to the Executive Vice President Finance, and the Group tax department is committed to the highest compliance standards in tax laws and regulations.

The Group is committed to observing all applicable laws, rules and regulations in meeting its tax compliance and reporting responsibilities and paying its fair share of taxes in all jurisdictions where it operates.

The Group applies diligent professional care and judgment, including ensuring that all decisions are taken at an appropriate level and are supported by consistent processes and guidelines and thorough documentation.

Financing and Treasury

The Company has a centralized cash management system to optimize its financial assets and liquidity. Exchange rate and interest rate risk exposures are centralized by the Treasury department in order to cover the risks related to commercial and industrial activities, the variations of perimeter and/or financing structure.

A Treasury charter defines the rules and principles for managing financing, treasury and risks.

Regarding expenditures, the financial authorization procedure lays down the financial approval levels for managers who are authorized to enter into commitments.

Investor Relations

The Investor Relations department is overseen by the Executive Vice President Finance. Along with the Corporate Communications department, under the responsibility of the Chief Executive Officer, they are responsible for preparing external communications documents for approval by the Chief Executive Officer, ELT and the Chief Medical Officer.

The Preparation of External Communications Committee meets as required to prepare communications and statements related to unforeseen events, which could potentially have a significant impact on the value of Company shares, and to decide, when appropriate, if communications must be extended.

CSR (Corporate Social Responsibility)

The CSR strategy is implemented at the different levels of the Company through a strong governance.

The Company Social Responsibility department coordinates and aligns the deployment of the CSR strategy within the Group, working closely with different departments to align the CSR roadmap and actions with the overall strategy of the Company.

For further details, please refer to section 4.1.1.

Global Security

In a hyperconnected world, the Group faces increasingly sophisticated and complex cyber security threats and expectations of data security from patients, partners and regulators are increasing. The Group also necessarily operates in challenging geopolitical environments which benefits patients but also introduces new security risks.

Global Security enables business partners to deliver the mission in a secure manner:

- always prioritizing their defenses to protect what the Group values most, understand its threats, vulnerabilities and impacts so the right decisions are made;
- protecting people, process and technology to build a long-term security culture.

A Security steering Committee includes members reporting to either ELT members or directly to the Chief Executive Officer and meets at least semi-annually. Its objectives are to sign off Security strategy, agree on security investments, set risk tolerance and ensure oversight of Security roadmap.

2.1.4.4 Second line of defense

Definition

The second line oversees the first line. It is composed of Internal Control, Business Ethics, Risk Management and Insurance and Global Quality Audit.

Internal Control

The internal control department reports to the Global Finance Function. It is in charge of internal control over financial reporting which consists in:

- coordinating the implementation, update and communication of the internal control procedures;
- supporting the operational and functional directions (local entities) in their endeavors to improve and implement remediation plans when internal control deficiencies are identified;
- managing the self-assessment questionnaire the efficiency of the control system related to the accounting and financial information.

The internal control department relies on the Financial Directors in countries and regions, who are responsible for monitoring internal control at their level.

Business Ethics

The Group Code of Ethical Conduct governs all employees. The Code of Ethical Conduct is one of the key elements of the Business Ethics program which is more precisely defined through policies, procedures and education. The Company's Business Ethics department, under the responsibility of the Chief Business Ethics Officer, reports directly to the Chief Executive Officer. Its mission is to:

- maintain an effective compliance and ethics program that ensures a culture of integrity enabling the Company to conduct its global business with the highest ethical standards, in full compliance with all applicable laws and regulations and the Group Code of Conduct;
- specifically, maintain an integrated, robust and efficient anti-corruption/anti-bribery system;
- regularly review and improve the compliance and ethics program to ensure it remains current with respect to significant risks, developments and trends;
- communicate and train employees and relevant third parties to these standards;
- monitor the enforcement of these standards within the Group entities;
- develop and maintain Business Ethics due diligence for third parties;
- develop a continuous improvement approach with the update of these standards;
- act as the point of contact for anyone who would like to address Business Ethics issues, and to address them in a confidential manner.

The Business Ethics team covers all geographies where the Group operates.

The Group's Chief Business Ethics Officer periodically reports on the state of progress of the Business Ethics program to the Board of Directors' Ethics & Governance Committee.

Risk Management and Insurance

Reporting to the Executive Vice President General Counsel, the Risk Management and Insurance department's role is to guarantee that a relevant process of identification and management of the Group's major risks is in place. Its main objectives are:

- to promote a risk culture and to ensure Group's resiliency through a consistent approach to risk management, in compliance with the Group's policies and risk appetite. This objective includes the definition of an annual Group Risk Map;
- to provide Ipsen divisions with methodological and technical support (risk identification, analysis and processing, engineering prevention and protection, and risk exposure monitoring);
- to define and manage the Group's insurance programs;
- to pilot the Group corporate crisis management process.

Enterprise Risk Management

The Group's Risk Management Policy Statement and Framework describes Risk Management objectives, defines roles & responsibilities, and documents approaches to risk identification, assessment, prioritization, treatment and monitoring.

Risks are identified and analyzed through an annual risk mapping process that documents the main risks of the Group's divisions and prioritizes them in terms of impact and level of control. Risk mapping covers all entities and critical processes within the Group.

A Group Risk Map, defining major risks of the Company with their action plans is validated by the ELT and presented once a year for approval to the Board of Directors Audit Committee. For every major risk identified, an owner at ELT level is designated to monitor it and to ensure that the relevant corrective action plan is implemented.

The action plans include risk transfer to the insurance market where appropriate.

The Group's main risk factors are described in section 2.2 of this universal registration document.

A Risk Committee is in place to facilitate the implementation of the risk management approach and to control its efficiency. The Risk Committee includes individuals representing transversal Group functions with its members reporting to either an ELT member or directly to the Chief Executive Officer. The Risk Committee members meet at least once a quarter.

Insurance

Some risks are transferred to the insurance market.

The Group has put in place worldwide insurance coverage with top-ranking insurance companies.

Product liability insurance covers all products manufactured, marketed, and sold by the Group as well as all clinical trials that the Group conducts. The level of coverage for clinical trials generally exceeds that required under applicable local regulations.

In order to mitigate risk volatility of product liability risk in the insurance market, a part of the Group's liability insurance program is financed through its reinsurance subsidiary. The reinsurance subsidiary is a regulated company ruled by the Luxembourg Control authorities.

The Group also maintains insurance cover relative to its general activities, which mainly industrial and Research and Development sites insurance, business interruptions as well as environmental liability insurance.

Actuarial studies are regularly performed by external consultants to confirm adequation between the limitations of the main insurances of the Group and its insurable risks.

Generally speaking, the Group's policies carry certain restrictions, exclusions, limitations, and deductibles that are common practice for policies of this type.

The Group considers the limitations of its insurance coverage as reasonable and conservative given the Group's business activities and the potential risks.

Financial and Market Risks

Financial and market risk policies cover the following risks:

- foreign exchange risks,
- interest rate risks,
- counterpart and liquidity risks.

For further details, please refer to Chapter 3, note 21, section 21.1 "Financial risks".

GXP Quality Audit

The Global Quality Audit group reports into the VP Quality Management System and Compliance who reports into the SVP Global Quality.

The Global Quality Audit's role is to plan, prepare, report and follow-up audits to ensure compliance to regulations, laws and internal processes of the Group. The Global Quality Audit scope covers all GxP areas and encompasses but is not limited to internal manufacturing sites, affiliates, service providers, suppliers where GxP applies.

Audit frequencies are defined using a risk-based approach. The list of audits is integrated in an annual audit plan. Critical audit finding would they occur are escalated for prompt attention. Corrective and preventive actions are defined in response to audit findings and are tracked until their completion.

The execution of the audit plan is monitored and regular updates are provided to management.

2.1.4.5 Third line of defense

Definition

The third line of defense evaluates the relevance and effectiveness of the Group's risk management, internal control and governance processes in a objective way.

Global Internal Audit

Global Internal Audit provides independent and objective assurance that key business risks are being managed appropriately and that risk management, internal control frameworks and governance processes are operating effectively. Global Internal Audit reports functionally to the Audit Committee of the Board (referred to as the Audit Committee) and administratively to the Chief Executive Officer and to the Chief Financial Officer. Global Internal Audit also has direct and regular access to the Audit Committee; they meet at least twice a year.

As part of Global Internal Audit governance, an Audit Charter (approved by the Chief Executive Officer and the Audit Committee) is in effect. This Audit Charter defines the Global Internal Audit's scope of audit services as covering all areas of Ipsen's activities, functions, and processes. These audits may include, but are not limited to, audits of country managed units (*e.g.,* commercial business units, Technical Operations plants, R&D centers), third-party vendors, Group functions, global processes, internal control frameworks, compliance requirements, Information Technology, Environmental, Health and Safety and independent assessments of the effectiveness of Ipsen's Good Quality Systems across the Good Pharmaceutical Practices (GXPs) where GXPs apply (note: in this case GXPs refer to the quality systems related to Good Manufacturing Practices, Good Clinical Practices, Good Laboratory Practices, Good Distribution Practices and Good Pharmacovigilance Practices). The GXP good practices audits (quality audits) are covered under the GXP Quality Audit program as described below.

The Global Internal Audit plan is risk-based and developed using a variety of inputs including a bottom-up approach for quantitative data, the Group Risk Map and inputs from key stakeholders (*e.g.*, Finance and Commercial Leadership, Executive teams, Global Business Ethics and Company Social Responsibility and other relevant Company's managers). This audit plan is approved by Ipsen Internal Audit Council and the Audit Committee on an annual basis.

Audit reports containing findings and specific recommendations are generated and distributed to relevant management with a copy to the Executive Leadership Management (ELT) members responsible for the audited areas. Key findings and main conclusions are communicated within an Executive Summary report to the Audit Committee and to ELT members. Corrective and preventative action plans are developed and owned by management in response to audit observations and the status of all actions is tracked to completion.

Global Internal Audit works with other internal assurance type functions such as Internal Controls, Risk Management, Business Ethics and Company Social Responsibility and Quality Audit to enable consistency of objectives, and alignment on plans. Global Internal Audit liaises with the Company's external Statutory Auditors on a periodic basis to ensure their respective work will be complementary.

2.1.5 External Audit

In accordance with the law, Group financial statements are audited by Statutory Auditors. Their responsibility encompasses all Group companies included in the scope of consolidation. Each company, with the exception of certain companies which are not material to the consolidated financial statements, is subject to an audit or limited review as required.

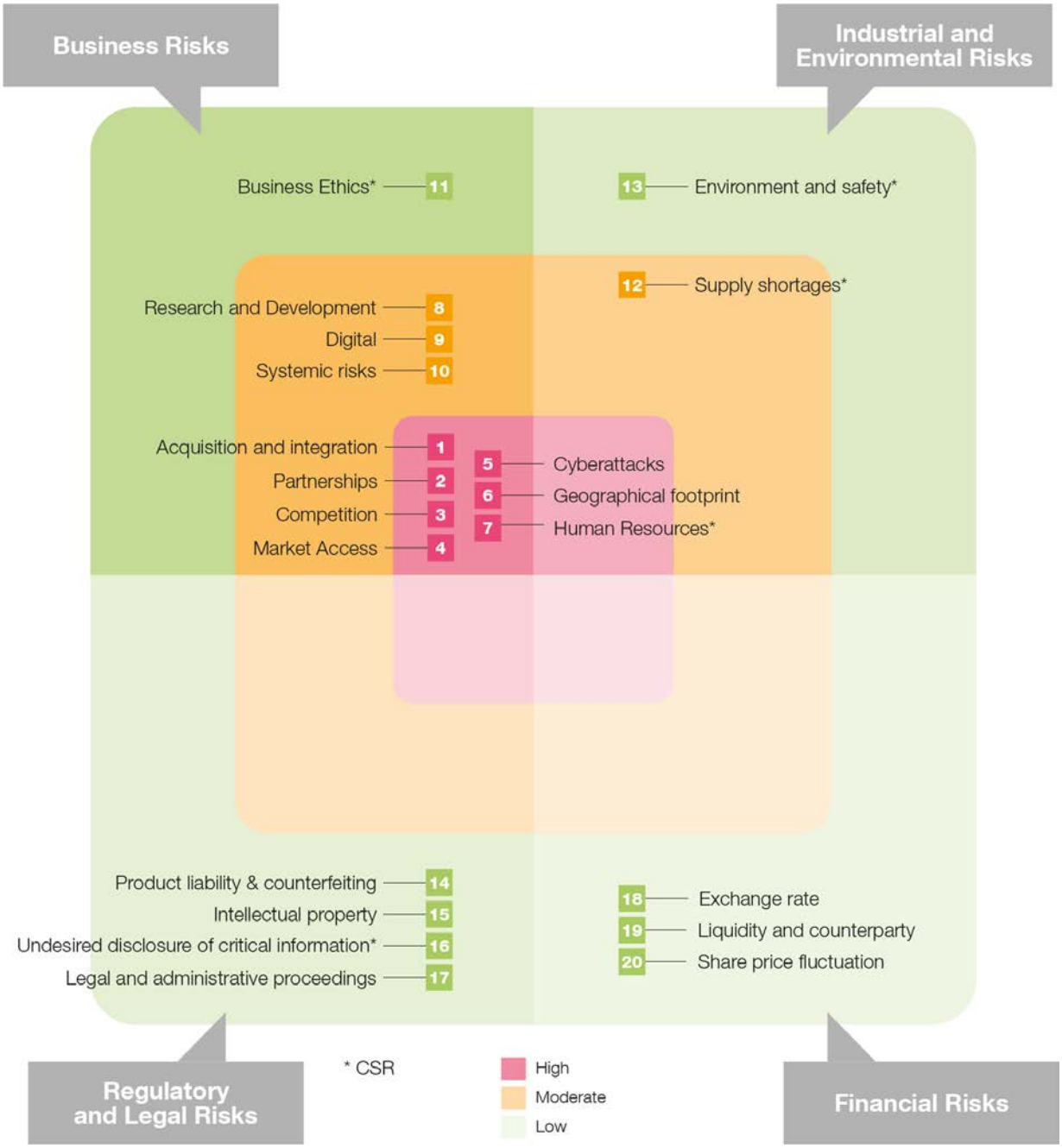
Apart from the legal requirements, the Statutory Auditors produce a report on their work summarizing all key audit points identified and their resolution, as well as recommendations on the Group internal control system. The Statutory Auditors' Report is presented to the Audit Committee and the Board of Directors.

In addition, Group manufacturing plants, clinical research programs and information systems are also frequently inspected by regulatory agencies and periodically by the Company's partners.

2.2 RISK FACTORS

2.2.1 Introduction

The Group operates in a rapidly evolving environment which may pose many risks for the Group, some of which are outside of its control. Investors are advised to carefully review each of the risks described below as well as all the information contained in this universal registration document. The risks and uncertainties set out in this section are not the only ones faced by the Group. Other risks and uncertainties of which the Group is not currently aware or of which it does not consider material or specific may also have an unfavorable impact on its business, financial situation and results. This risk analysis takes into account CHC divestiture. Materiality is a combination of probability and impact after considering measures adopted by the Group to manage it.



2.2.2 The Group's major risks

Section	Risk name	Risk description and mitigation	Materiality
Business Risks			
1	**Acquisition and integration**	To continue to build a sustainable pipeline of innovative assets, the Group has been transforming the R&D model by accelerating focused internal projects, de-prioritizing selected internal programs and externally sourcing assets. In this respect, the Group has been investing in business development through innovative deal structures in its key therapeutic areas. Despite dedicated processes in place, acquisitions could fail or underperform in case of inappropriate due diligence or unsuccessful integration. Within the Group, an External Innovation & Business Development organization is dedicated to the acquisition and integration of strategic deals, with ability to: • assess opportunities and conduct quick and effective due-diligence; • differentiate Ipsen from other companies; • increase its visibility as a partner for innovation.	**High**
2	**Partnerships**	The Group depends on third parties: • to optimize the Research and Development portfolio: the Group enters into collaborative agreements with third parties to carry out pre-clinical and clinical trials; • to manufacture certain products: the Group subcontracts the production of certain active ingredients to third parties or purchases finished products directly from its partners or their subcontractors; • to develop and market certain products; • related to intellectual property: (1) the Group's intellectual property: third parties collaborating with Ipsen may claim the benefits from intellectual property rights for the Group's inventions or may not ensure that the Group's unpatented technology remains confidential; (2) third party intellectual property: the Group is dependent on intellectual property rights held by third parties in order to manufacture and market several of its products. All those third parties could behave in ways that are damaging to the Group's business. For key alliances (please see paragraph 1.2.2 "Major Contracts"), a dedicated Alliance Management team is in charge to ensure alignment of strategies and constant optimization of governance process. Relationships with other partners are also managed by dedicated teams, to maximize their value. For instance, a Global Procurement Department is: • mapping the risks associated with the Group's key suppliers, maintaining close relationships with them, in order to secure the Group's supplies; • diversifying its sources of supply when possible, endeavoring to conclude long-term supply contracts, building up; • building security stocks from suppliers or its own production.	**High**

Section	Risk name	Risk description and mitigation	Materiality
3	**Competition**	The Group operates in well-stablished, rapidly-evolving, and very competitive markets, in particular in Oncology: • the Group's competitors include major international pharmaceutical groups whose size, experience, and capital resources exceed its own; • In particular, Somatuline is challenged: (1) in Europe by Mytolac®, a lanreotide generic formulation, that has been launched in Germany in July 2021 followed by several additional European geographies in 2021 and in 2022, and (2) in the United States, by lanreotide from Cipla that is available on the U.S. market since Q1 2022; • the Group may have to adapt quickly to new technologies, scientific changes, digital and advanced analytics introduced by competitors. Since a few products make up the majority of Group sales, with Somatuline, Decapeptyl, Dysport, Cabometyx and Onyvide representing around 97% of sales in 2022, the competitive threat to Ipsen's business model and performance is accrued. The trends are closely monitored and accounted for in the Group strategy. Across all its therapeutic areas in Specialty Care, the Group's ambition is to fully leverage its broad geographic presence and its global commercial powerhouse to grow and roll out its Specialty Care portfolio in all key geographies. The Group has focused its internal resources and efforts on becoming a development powerhouse while increasingly turning toward external sourcing of new assets. The ambition for external innovation is to fuel the R&D pipeline across all its therapeutic areas of focus. Details are set out in section 1.2.1 of this universal registration document "The Group's products".	**High**
4	**Market Access**	The Group is dependent on prices that are set for drugs and is vulnerable to the potential withdrawal of certain drugs from the list of reimbursable products by governments and the relevant regulatory authorities in the countries in which it operates. In general terms, the Group is faced with uncertainty related to the prices set for its products, since pharmaceutical prices have come under severe pressure over the last few years (recommendation to use generic drugs, lower prices or reimbursement, other restrictive measures that limit increases in the cost of medical services, parallel imports). Price pressure is particularly high in the Group's therapeutic areas (Specialty Care).	**High**
5	**Cyberattacks**	The Group's activities are largely dependent on information systems. Despite all the measures in place to secure its processes, the Group may have to deal with incidents, notably connected to malicious acts against such information systems, such as cyberattacks that could lead to activity disruptions, fraud, the loss or alteration of critical data, or theft or corruption of data. The Group has put in place a cyber security plan, with dedicated team and governance, validated at the highest level and implemented across all Group entities. This plan articulates actions around Governance, Risk, Compliance (GRC), OT Mitigation, Technical Controls, People Security, Data Security, Travel, Response and Recovery and Physical Security.	**High**

Section	Risk name	Risk description and mitigation	Materiality
6	**Geographical footprint**	The Group operates throughout the world (41% in Europe, 34% in North America and 25% in the Rest of the world in 2022). As such, the Group faces various risks specific to its international activities, and in particular the following: • risks arising from unexpected regulatory or political changes such as changes in tax regulation and regulations on trade and tariffs, such as protectionist measures; • risks arising from limitations on the repatriation of earnings; • risk of financial default on the part of certain public and private operators with which the Group conducts business; • risks arising from the validity of various intellectual property rights being deferred; • risks arising from various labor regulations; • risks arising from political or economic changes affecting a given region or country; • risks arising from increased difficulties in recruiting staff and managing operating entities abroad; • risks arising from the absence of an international agreement on regulatory standards; • risk incurred by employees when travelling for their missions; • risks arising from the occurrence of natural disasters, wars, epidemics or even pandemics, in the areas at risk in which the Group and/or its major partners do business (*e.g.* Russia/Ukraine conflict in 2022). The Group has various teams dedicated to the coverage of these risks: Regulatory Department, Finance Division, Legal Division, IP Department, HR Division, Risk Management Department, Global Security Department, etc. All those functions regularly monitor these topics to anticipate evolutions and adapt Group's policies and procedures accordingly.	**High**
7	**Human Resources** CSR	The Group is facing human resources risks, in particular attraction and retention risks. Main reasons for these risks are: • Talent competition is very high for pharmaceutical companies in some countries where the Group operates (*e.g.* the United States); • Employer brand awareness can be improved in countries where the Group's size is limited; • Requirements from top talents have evolved with new ways of working post-COVID and inflation. An efficient human resources action plan is in place to mitigate the attraction and retention risks (*e.g.* employer value proposition, regular engagement surveys and associated action plans, talent review and succession plans, compensation and benefits and work quality of live initiatives).	**High**
8	**Research and Development**	In order to build an innovative and sustainable pipeline the Group invests substantial amounts in Research and Development. In 2022, the Group spent €445.3 million on Research and Development, representing around 15% of consolidated sales. The Group is also investing in intangible assets and companies related to its Research and Development activities. Ipsen will be unable to recover these investments if the Group's clinical trials are not as successful as anticipated or if such products do not receive regulatory approval. The Research and Development process is long and there is a substantial risk that drugs may not be approved. Ipsen continuously invests in its internal R&D platforms as well as in external innovation to build a sustainable pipeline across all stages of development. Its R&D operating model focuses on accelerating internal projects, effectively managing the R&D portfolio and actively externally sourcing assets through disciplined business development. For more details on R&D process, please refer to 1.2.3 "Research and Development".	**Moderate**

Section	Risk name	Risk description and mitigation	Materiality
9	**Digital**	The Group is facing continuously needs to adapt to the increasing importance of data and digital. There is a risk of failure of execution of digital strategy, mainly due to Digital eco-system not fully mature in healthcare and an highly competitive market for digital talent. The Group's top management has therefore committed to focus on setting clear digital priorities and effective operating model. There is structured and robust digital team dealing with various digital projects.	**Moderate**
10	**Systemic risks**	The Group could face a systemic risk, *i.e.* the risk that a particular event will have a major impact on the whole system. These systemic risks are likely to affect the Group's operational capacities. The Group defines and constantly updates measures to guarantee business continuity in the event of a systemic event arising. These measures also include the guarantee of employee safety. The Group implements the following measures in particular: • Crisis management and mobilization of specific teams to enable the Group to adapt to these situations; • Adaptation and roll-out of business continuity plans; • Strict monitoring by the Group of security stocks, goods and services at suppliers as well as its own production capacities. The Group has thus managed to face two major systemic events over recent years, the COVID-19 pandemic and the conflict between Russia and Ukraine, suffering no supply disruption in 2020, 2021 and 2022.	**Moderate**
11	**Business Ethics** CSR	Despite its continued commitment to upholding the highest ethical standards, Ipsen could face various Business Ethics risks, such as: • risk of off-label promotion: the Group's employees or third parties involved in the promotion of Ipsen products could fail to observe the ethical principles laid down by the Group, and promote products off-label; • risk of improper influence and conflicts of interests: the employees of the Group or third parties involved in the Group's activities could put themselves in a situation where there is an actual, apparent or perceived conflicts of interests between their role within the Group and their own financial or personal situation, which could influence their ability to act in the best interest of the Group. These conflicts of interests could involve external stakeholders such as HCPs, HCOs, payers, members of regulatory bodies or government officials; • risk of corruption: Ipsen employees or third parties involved in Ipsen activities could promise, offer, give, receive or solicit any kind of value or advantage to another person to distort someone's conduct or to obtain an undue favor or advantage; as a matter of fact, Ipsen operates in risky countries with history for corruption and white-collar crime; • risk of non-compliance with pharmaceutical regulations and code: there is a risk for Ipsen employees or third parties involved in Ipsen activities to be non-compliant with requirements of international and country regulations and Pharma Codes (*e.g.* IFPMA, EFPIA, PhRma, country codes, U.S. price reporting) in interactions with HCPs, HCO and other stakeholders, in all promotional and non-promotional interactions (*e.g.* meetings, congresses, fee for services, etc.). For details regarding mitigation plan to cover this risk, please refer to the sections 2.1.4 on "Risk management and internal control players", 4.3.2 "Fighting corruption" and 4.3.4 "Promoting and defending Human Rights within Ipsen's value" in the "Company Social Responsibility" chapter.	**Low**

Section	Risk name	Risk description and mitigation	Materiality
Industrial and Environmental Risks			
12	**Supply shortages** CSR	Despite a strong end-to-end supply chain organization, the marketing of certain products by the Group has been and could be affected by supply shortages and other disruptions. Such difficulties may be: • systemic (current energy crisis and inflation); • regulatory (*e.g.* the need to correct certain technical problems in order to bring production sites into compliance with applicable regulations); or • technical (*e.g.* difficulties obtaining supplies of satisfactory quality, equipment failures, difficulties manufacturing active ingredients, or drugs complying with their technical specifications on a sufficiently reliable and uniform basis at the required volume); or • natural (natural disasters...). Supply shortages and other disruption risks may impact patients and may result in a significant reduction in sales for one or more products. Supply risk management is implemented and regularly updated across the whole supply chain. Major actions are: • risk identification: supply chain risk mapping exercise conducted every year; • risk response: robustness and continuous improvement of manufacturing processes, critical suppliers risk management, insurance prevention actions, capital investments, security stocks and business continuity plans. For further details please refer to the section 4.2.3 “Committed to ensure supply continuity” in the “Company Social Responsibility” chapter.	**Moderate**
13	**Environment and safety** CSR	Environmental laws in various countries impose real and potential obligations on the Group with regards to repairing environmental damage or refurbishing contaminated sites. Stricter laws relating to the environment, health, and safety as well as more rigorous enforcement measures than those in force currently could generate considerable liabilities and costs for the Group and make the Group’s handling, production, use, reuse, or processing of substances or pollutants subject to more rigorous inspection measures than those currently observed. The Group uses dangerous substances in performing its business, and claim related to the Group’s handling, storage, use or reuse of those substances could generate considerable liabilities and costs for the Group. The Group is exposed not only to environmental risks related to environmental contamination but also to health risks (accidental contamination or occupational disease) linked to the fact that Ipsen’s employees handle active or toxic substances in the course of their research or production activities. These risks also exist for third parties with which the Group works. Environment and safety issues are managed by the Environment Health and Safety (EHS) governance bodies at every level of the organization. Ipsen Environment Health and Safety (EHS) team aims at: • protecting Ipsen people and improving their well-being to ensure provision of Ipsen drugs for patients; • reducing Ipsen energy consumption and our impact on climate change. For further details, please refer to the sections 4.4.3 “Providing a healthy and safe workplace” and 4.5 “Minimizing our environmental impact” in the “Company Social Responsibility” chapter.	**Low**

Section	Risk name	Risk description and mitigation	Materiality
Regulatory and Legal Risks			
14	**Product liability & counterfeiting** CSR	The Group's business exposes it to product liability risk, and its insurance coverage could be insufficient to protect it against such risks should the need arise. Product liability constitutes a substantial risk for the Group and one that increase with the Group's business expanding into new markets and continuing to grow in the United States (where the costs associated with product liability claims can be particularly onerous). Although the Group is not currently involved in any substantial proceedings arising from product liability and including significant damages claims, the Group could be faced with claims related to the safety of its products, and in particular products relating to neurology (marketed under the brand names Dysport® and Azzalure®) which may cause, or appear to cause, serious side effects or potentially dangerous interactions with other drugs if misused or not properly prescribed. Pharmacovigilance, Quality and Technical Operations controls protect the Group from the product liability risks. For further details, please refer to the sections 4.2.1 "Bringing high quality product to patients" and 4.2.2 "Ensuring product and patient safety" in the "Company Social Responsibility" chapter. Insurance also covers this risk. Product liability insurance covers all products manufactured, marketed, and sold by the Group as well as all clinical trials that the Group conducts. For more details, please refer to section 2.1.4 "Risk management and internal control players". Besides, as a manufacturer of medication, the Group is exposed to the risk that third parties might attempt to counterfeit its products and sell counterfeit products as if they were the Group's products. For further details, please refer to the section 4.2.4 "Committed to fight against counterfeit products" in the "Company Social Responsibility" chapter.	**Low**
15	**Intellectual property**	The expiration of a patent may result in substantial competition due to the emergence of a generic drug. The Group cannot be certain that: • it will be able to develop other patentable inventions; • patents for which it has applied will be granted; • any patents granted to it or that are the subject of licenses granted to it will not be challenged and judged to be invalid or unenforceable; • the protection afforded by a patent will be sufficiently broad so as to exclude competitors; • other persons or entities will not claim rights including ownership rights over patents and other intellectual property rights owned by the Group or which are the subject of licenses granted to it; • the Group's competitors will not infringe its patents or circumvent them through innovations in design. An IP strategy is defined and implemented to fight against risks related to intellectual property. The information related to the patents held by the Group is detailed in section 1.2.4.1 "Patents".	**Low**
16	**Undesired disclosure of critical information** CSR	The Group cannot be certain that it will not be faced with undesired or uncontrolled disclosure of critical information including private data or strategic information, which might adversely affect the Company's financial position, competitive situation, or share value. The Group has set up procedures to control the dissemination of this information to protect either the confidentiality of sensitive information, particularly to protect its intellectual property or competitive positions, or to ensure that privileged information is disseminated to investors in a manner that complies with the legislation in force. For further details in particular on policies and action plans regarding personal data protection, please refer to the section 4.3.1 "Committed to protect personal data" in the "Company Social Responsibility" chapter.	**Low**

Section	Risk name	Risk description and mitigation	Materiality
17	**Legal and administrative proceedings**	In the normal course of business, the Group is or may be involved in legal or administrative proceedings. Financial claims are or may be brought against the Group in connection with some of these proceedings. In 2021, Galderma initiated two arbitration proceedings against Ipsen at the International Court of Arbitration (ICC). The first dispute relates to the regulatory submission strategy of QM-1114, a botulinum toxin A in liquid form for which Ipsen holds the marketing authorization and owns the intellectual property since 2014 in the territories in which Galderma is appointed as exclusive licensee. The second dispute relates to the territorial scope of the commercial partnership related to Azzalure® and Dysport® under the 2007 Agreement in the European Union, certain Eastern European countries and Central Asia. In parallel to the pending ICC arbitration proceedings, following Galderma's unauthorized BLA submission in its own name of QM-1114 before the FDA, Ipsen filed a motion for injunctive relief against Galderma before the U.S. District Court for the Northern District of Texas in November 2022. Ipsen request that Galderma withdraw its unauthorized regulatory filing for having submitted the BLA without Ipsen's authorization and intends to fully defend and claim its rights against Galderma's actions. As of 31 December 2022 and at this stage of the proceedings, Ipsen cannot reasonably predict the outcome of the cases or any potential financial impact they could have on the financial statements. In addition, the Ipsen Group is aware of an anti-competitive practice investigation that was initiated in 2019 against Linnea. Following interactions with the authorities with respect to the allegations made, Linnea has recorded a certain contingency provision in its accounts. Ipsen believes that no provision in Ipsen's books is necessary based on the level of materiality of the provision for litigation booked by Linnea.	**Low**
Financial Risks			
18	**Exchange rate**	A significant share of the Group's business is conducted in countries where the euro, the Group's reporting currency, is the functional currency. Nevertheless, owing to its international business scope, the Group is exposed to exchange rate fluctuations that can affect its results. Several types of risks can be identified: • transactional foreign exchange risk related to business activities: the Group hedges its main foreign currencies based on its budget forecasts; • financing foreign exchange risk related to financing contracted in a currency other than the functional currencies of Group entities. Ipsen is implementing a foreign exchange rate hedging policy to reduce the exposure of its net profit to foreign currency fluctuations. For more details, please refer to Note 21 in Chapter 3: section 21.1.1 "Foreign exchange exposure".	**Low**
19	**Liquidity and counterparty**	The Group's policy consists of diversifying its business counterparties so as to avoid excessive concentration and in choosing their counterparties wisely. For more details, please refer to Note 21 in Chapter 3: section 21.1.3 "Liquidity and counterparty risk".	**Low**
20	**Share price fluctuation**	The Group's share price could fluctuate significantly, in particular in response to the following types of events: • changes in the Group's or its competitors' financial performance from one period to another; • the announcement by the Group or one of its partners of the success or failure of one of the Group's Research and Development programs conducted either on its own or in conjunction with a third party; • the announcement by the Group or one of its partners of the success or the failure of the commercial launch of a new product; • announcements by competitors or announcements concerning the pharmaceutical industry; • announcements regarding changes in the Group's executive team or key personnel. An indication of the share price evolution for fiscal year 2022 is available in the introduction on page 7.	**Low**

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3 FINANCIAL INFORMATION OF THE COMPANY

Janice
Living with cervical dystonia
Tennessee, USA

3.1 MANAGEMENT REPORT FOR THE FINANCIAL YEAR

3.1.1 Significant events during the year

All press releases are available on the Group's website (www.ipsen.com).

Acquisitions and Agreements

12 AUGUST, 2022

Ipsen announced the closing of the definitive merger agreement under which Ipsen has acquired Epizyme, Inc. (Epizyme). Pursuant to the transaction, Ipsen acquires all outstanding shares of Epizyme for $1.45 per share plus a contingent value right (CVR) of $1.00 per share.

1 AUGUST, 2022

Ipsen and Marengo Therapeutics, Inc. announced a strategic partnership to advance two of Marengo's preclinical STAR platform-generated candidates into the clinic. The collaboration will leverage Marengo's proprietary R&D expertise of a novel mechanism of T cell activation with Ipsen's global oncology footprint for clinical development and commercialization.

28 JULY, 2022

Ipsen announced the closing of its agreement to divest its CHC business to Mayoly Spindler, with which it had entered into exclusive negotiations in February 2022. The consideration represents an enterprise value of €350m, including an earnout contingent payment of €50m.

27 JUNE, 2022

Ipsen and Epizyme (Nasdaq: EPZM) announced that they have entered into a definitive merger agreement under which Ipsen will acquire Epizyme. The transaction was unanimously approved by both Ipsen and Epizyme Boards of Directors and is anticipated to close by the end of the third quarter of 2022, subject to the satisfaction of all closing conditions. Epizyme is a fully integrated, commercial-stage biopharmaceutical company developing and delivering transformative therapies against novel epigenetic targets for cancer patients.

11 FEBRUARY, 2022

Following the decision of its Board of Directors held on 10 February 2022, Ipsen has entered into exclusive negotiations with Mayoly Spindler for the divestment of its global CHC business. This is a major step forward in the Company's execution of its strategic roadmap presented in December 2020 towards building a more-focused Ipsen, centring on Specialty Care.

Research and Development

8 DECEMBER, 2022

Ipsen announced that the CONTACT-01 study did not meet its primary endpoint of overall survival (OS) at the final analysis. CONTACT-01 is a Phase III clinical trial evaluating Cabometyx® (cabozantinib) in combination with atezolizumab (Tecentriq®) versus docetaxel in patients with unmutated metastatic non-small cell lung cancer (NSCLC) who experienced disease progression on or after treatment with an immune checkpoint inhibitor and platinum-containing chemotherapy.

9 NOVEMBER, 2022

Ipsen announced the Phase III NAPOLI 3 trial of Onivyde® (irinotecan liposome injection) plus 5 fluorouracil/leucovorin and oxaliplatin (NALIRIFOX regimen) met its primary endpoint demonstrating clinically meaningful and statistically significant improvement in overall survival compared to nab-paclitaxel plus gemcitabine in 770 previously untreated patients with metastatic pancreatic ductal adenocarcinoma (mPDAC) and key secondary efficacy outcome of progression-free survival (PFS) also showed significant improvement over the comparator arm. The safety profile of Onivyde in the NAPOLI 3 trial was consistent with those observed in the previous Phase I/II mPDAC study.

3 AUGUST, 2022

Ipsen announced that the Phase III RESILIENT trial did not meet its primary endpoint of overall survival (OS) compared to topotecan. The trial is evaluating Onivyde® (irinotecan liposomal injection) versus topotecan in patients with small cell lung cancer (SCLC), who have progressed on or after platinum-based first-line therapy treatment. RESILIENT is a Phase III trial conducted in two parts; the first part read out in 2020 confirming the safety, dosing and efficacy of Onivyde; part two is evaluating the efficacy of Onivyde versus topotecan.

15 FEBRUARY, 2022

Ipsen announced two-year (25.4 months minimum; 32.9 months median) follow-up results from analyses of the Phase III CheckMate -9ER trial, which demonstrated sustained survival and response rate benefits (abstract #350)1, as well as health-related quality of life (HRQoL) improvements (abstract 323)2, with the combination of Cabometyx® (cabozantinib) and Opdivo® (nivolumab) versus sunitinib in the first-line treatment of advanced renal cell carcinoma (aRCC).

Regulatory

23 DECEMBER, 2022

The U.S. Food and Drug Administration (FDA) issued a Complete Response Letter (CRL) regarding the New Drug Application for palovarotene, an investigational treatment for the reduction of new abnormal bone formation (heterotopic ossification) in people living with fibrodysplasia ossificans progressiva (FOP). The CRL is related to the regulatory agency's previous request for additional information on palovarotene clinical trial data communicated to Ipsen in October 2022, which is not a request for additional efficacy or safety data beyond existing studies. Ipsen anticipates responding to the request in the first quarter of 2023 with an expected six-month FDA review cycle. The FDA has not announced a rescheduled date for the Endocrinologic and Metabolic Drugs Advisory Committee meeting for investigational palovarotene.

25 OCTOBER, 2022

Ipsen reports that the U.S. Food and Drug Administration (FDA) announced its decision to postpone the planned Endocrinologic and Metabolic Drugs Advisory Committee meeting for investigational palovarotene until a later date to be confirmed. The original advisory committee meeting was scheduled for 31 October 2022. The FDA informed Ipsen that the postponement relates to an FDA request for new information on palovarotene clinical trial data and does not relate to the safety profile of palovarotene.

29 JUNE, 2022

Ipsen announced that the U.S. Food and Drug Administration (FDA) has accepted for Priority Review its resubmitted New Drug Application (NDA) for investigational palovarotene for the treatment of patients with fibrodysplasia ossificans progressiva (FOP), an ultra-rare genetic disorder. Ipsen is seeking approval of palovarotene, an oral, selective retinoic-acid receptor gamma (RARγ) agonist for the prevention of heterotopic ossification (HO; new bone formation outside of the normal skeletal system). The FDA has assigned 29 December 2022 as the Prescription Drug User Fee Act goal date, which is on track with anticipated regulatory submission timelines.

9 JUNE, 2022

Ipsen announced that Dysport® (abobotulinumtoxinA) has received positive opinion in Europe for the management of urinary incontinence (UI) in adults with neurogenic detrusor overactivity (NDO) due to spinal cord injury (SCI) (traumatic or non-traumatic) or multiple sclerosis (MS), who are regularly performing clean intermittent catheterization (CIC).

3 MAY, 2022

Ipsen announced that the European Commission (EC) has approved the use of Cabometyx® (cabozantinib) as a monotherapy for the treatment of adult patients with locally advanced or metastatic differentiated thyroid carcinoma (DTC), refractory or not eligible to radioactive iodine who have progressed during or after prior systemic therapy. This approval is the first of its kind in Europe for this uncommon condition, with limited treatment options currently available should patients progress after prior use of systemic therapy.

25 MARCH, 2022

Ipsen announced that the Committee for Medicinal Products for Human Use (CHMP) of the European Medicines Agency (EMA) have recommended approval of Cabometyx as a monotherapy for the treatment of adult patients with locally advanced or metastatic differentiated thyroid carcinoma (DTC), refractory or not eligible to radioactive iodine who have progressed during or after prior systemic therapy.

24 JANUARY, 2022

Ipsen announced the Health Canada approval of Sohonos™ (palovarotene capsules), an oral selective retinoic-acid receptor gamma (RARγ) agonist indicated to reduce the formation of heterotopic ossification (HO; new bone formation) in adults and children aged 8 years and above for females and 10 years and above for males with fibrodysplasia ossificans progressiva (FOP).1 Sohonos® is approved for the treatment of patients with FOP for both chronic use, and for flare-ups, in these patient populations. This decision marks the first approval for Sohonos® worldwide.

Governance

16 FEBRUARY, 2022

Ipsen announced the appointment of Catherine Abi-Habib as EVP Strategy, Transformation, and Digital, effective 1 March 2022. Based in Boulogne-Billancourt, France, she will be reporting directly to David Loew, CEO, Ipsen, and serve on the Executive Leadership Team (ELT).

21 JANUARY, 2022

Ipsen announced today the nomination of Karen Witts to its Board of Directors as independent member.

Other

1 JUNE, 2022

Ipsen has appointed an investment-services provider to purchase 125,000 Ipsen S.A. shares, or about 0.15% of the share capital, over a maximum period of three months. The shares purchased under this agreement will be allocated mainly to cover its employee free share-allocation plan.

3.1.2 Analysis of results

In accordance with IFRS 5, 2022 consolidated net profit and free cash flow resulting from the Consumer HealthCare (CHC) business have been reclassified in separate line items: "Net profit (loss) from discontinued operations" in P&L and "Change in net cash/(debt) from discontinued operations" in cash flow statement. The comparative figures for last year have been restated accordingly.

Epizyme is fully consolidated starting 1 September 2022.

3.1.2.1 Comparison of Consolidated Sales for the Fourth Quarter and Full Year 2022 and 2021

Total sales by therapeutic area and medicine

	Full Year				Fourth Quarter			
(in millions of euros)	2022	2021	% Variation	% Variation at constant currency	2022	2021	% Variation	% Variation at constant currency
Oncology	**2,379.5**	**2,153.5**	**10.5%**	**4.7%**	**612.3**	**588.1**	**4.1%**	**-1.1%**
Somatuline®	*1,218.0*	*1,202.7*	*1.3%*	*-5.6%*	*306.1*	*328.3*	*-6.8%*	*-13.3%*
Decapeptyl®	*529.7*	*459.6*	*15.3%*	*12.4%*	*133.7*	*127.0*	*5.3%*	*3.9%*
Cabometyx®	*448.7*	*354.6*	*26.6%*	*23.9%*	*121.0*	*96.0*	*26.1%*	*23.1%*
Onivyde®	*162.4*	*127.4*	*27.4%*	*14.1%*	*40.4*	*34.4*	*17.3%*	*5.9%*
Tazverik®	*12.7*	*0.0*	*—%*	*—%*	*9.9*	*0.0*	*—%*	*—%*
Other Oncology	8.0	9.1	-12.2%	-12.3%	1.1	2.4	-52.0%	-51.6%
Neuroscience	**604.4**	**440.7**	**37.2%**	**29.7%**	**196.7**	**131.1**	**50.1%**	**40.6%**
Dysport®	*593.6*	*434.6*	*36.6%*	*29.4%*	*193.2*	*129.3*	*49.4%*	*40.4%*
Other Neuroscience	*10.8*	*6.1*	*78.8%*	*52.1%*	*3.5*	*1.7*	*99.3%*	*59.7%*
Rare Diseases	**41.1**	**49.1**	**-16.4%**	**-18.3%**	**7.6**	**11.8**	**-36.1%**	**-36.1%**
NutropinAq®	*27.2*	*32.0*	*-15.1%*	*-15.3%*	*6.4*	*7.5*	*-14.8%*	*-14.8%*
Increlex®	*13.9*	*17.1*	*-18.7%*	*-23.8%*	*1.2*	*4.3*	*-73.1%*	*-73.7%*
Total Sales	**3,025.0**	**2,643.3**	**14.4%**	**8.5%**	**816.4**	**731.0**	**11.7%**	**5.8%**

Commentary is based on the performance in FY 2022, unless stated otherwise.

Somatuline

In North America, sales fell by 7.5%[1], despite continued demand growth, with impacts from increased competition and adverse U.S. pricing, driven by an increased level of commercial rebates and unfavorable movements in channel mix, as well as lower wholesaler inventories. In the fourth quarter, Somatuline sales in North America declined by 17.6%[1], augmented by the difference in year-on-year levels of inventories in the U.S. In Europe, sales declined by 11.6%[1], reflecting the larger effects of the launches of generic lanreotide in more markets, including Germany, France, Spain and Italy. Sales in the Rest of the World grew by 36.7%[1], a result of strong performances in several geographies, including the Middle East, Japan, Russia, and Brazil.

Decapeptyl

The performance was mainly driven by continued market-share gains in Europe, primarily in France, the U.K. and Italy, along with higher volumes in the Rest of the World. In China, sales continued to grow, despite the impact of the ongoing effects of the COVID-19 pandemic. Reduced growth in the fourth quarter reflected a particular impact from the response to the COVID-19 pandemic in China, as well as the phasing of various shipments.

Cabometyx

The performance reflected strong volume uptakes in renal cell carcinoma across most geographies, mainly as a second-line monotherapy and, more recently, as a first-line therapy in combination with nivolumab.

Onivyde

Sales growth was primarily driven by a strong performance in the U.S., as well as increased sales to Ipsen's ex-U.S. partner.

(1) At CER, which excludes any foreign-exchange impact by recalculating the performance for the relevant period by applying the exchange rates used for the prior period.

Dysport
The performance was driven by growth in the aesthetics market, including increased sales to Ipsen's partner, Galderma, in North America, Brazil and Australia, and a strong demand in most therapeutics markets. Stronger growth in the second half of the year reflected a recent manufacturing-capacity increase that benefitted supply to meet aesthetics-market demand.

Tazverik
Sales in the U.S. were consolidated for four months from 1 September 2022.

Total sales by geographical area

	Full Year				Fourth Quarter			
(in millions of euros)	2022	2021	% Variation	% Variation at constant currency	2022	2021	% Variation	% Variation at constant currency
North America	1,032.1	916.3	12.6%	0.4%	272.9	266.5	2.4%	-8.7%
Europe [2]	1,237.3	1,205.5	2.6%	2.4%	312.6	318.3	-1.8%	-1.4%
Rest of the World	755.6	521.4	44.9%	36.7%	231.0	146.2	57.9%	47.4%
Total Sales	**3,025.0**	**2,643.3**	**14.4%**	**8.5%**	**816.4**	**731.0**	**11.7%**	**5.8%**

Commentary is based on the performance in FY 2022.

North America
Sales growth of 0.4%[1] was driven by a continued strong performance from Dysport in the therapeutics market and, in the aesthetics market, through Galderma, and from Onivyde, offset by a Somatuline sales decline of 7.5%[1].

Europe
Sales growth of 2.4%[1] mainly reflected strong Cabometyx performance in France, Spain, Poland and Germany, Decapeptyl continued market-share uptakes and Onivyde's performance through Ipsen's partner. Dysport sales grew by 9.8%[1], a result of volume uptakes in the therapeutics market. Following the advance of generic lanreotide in a larger number of European markets, Somatuline sales declined by 11.6%[1].

Rest of the World
Sales growth of 36.7%[1] was driven by a solid volume performance in both Oncology and Neuroscience.

In Oncology, the increase in Decapeptyl sales reflected volume growth in China, with continued share gains in several markets. The strong performance of Cabometyx was also a result of market-share gains across a number of geographies, including Brazil, Taiwan and the Middle East. The performance also reflected strong Somatuline sales, including in the Middle East, Japan and Brazil.

In Neuroscience, the strong growth of Dysport sales was a result of volume uptakes in aesthetics markets, primarily in Latin America, Australia and the Middle East, as well as solid performance in therapeutics markets.

(1) At CER, which excludes any foreign-exchange impact by recalculating the performance for the relevant period by applying the exchange rates used for the prior period.

(2) Defined here as the E.U., the U.K., Iceland, Liechtenstein, Norway and Switzerland.

3.1.2.2 Comparison of core consolidated income statement

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".

	2022		2021		% change
	(in millions of euros)	% of sales	(in millions of euros)	% of sales	
Sales	**3,025.0**	***100%***	**2,643.3**	***100%***	***14.4%***
Other revenues	131.5	*4.3%*	105.4	*4.0%*	*24.7%*
Revenue	**3,156.4**	***104.3%***	**2,748.6**	***104.0%***	***14.8%***
Cost of goods sold	(527.7)	*(17.4)%*	(438.6)	*(16.6)%*	*20.3%*
Selling expenses	(833.4)	*(27.6)%*	(728.1)	*(27.5)%*	*14.5%*
Research and development expenses	(445.3)	*(14.7)%*	(424.4)	*(16.1)%*	*4.9%*
General and administrative expenses	(205.8)	*(6.8)%*	(188.2)	*(7.1)%*	*9.3%*
Other core operating income	0.4	*—%*	13.9	*0.5%*	*n/a*
Other core operating expenses	(29.2)	*(1.0)%*	(0.1)	*—%*	*n/a*
Core Operating Income	**1,115.4**	***36.9%***	**983.1**	***37.2%***	***13.5%***
Net financing costs	(18.5)	*(0.6)%*	(21.8)	*(0.8)%*	*(15.2)%*
Core other financial income and expense	(13.4)	*(0.4)%*	(14.5)	*(0.5)%*	*(7.2)%*
Core income taxes	(210.8)	*(7.0)%*	(207.1)	*(7.8)%*	*1.8%*
Share of net profit/(loss) from equity-accounted companies	(0.3)	—	0.4	*—%*	*n/a*
Core consolidated net profit	**872.4**	***28.8%***	**740.1**	***28.0%***	***17.9%***
- Attributable to shareholders of Ipsen S.A.	873.5	*28.9%*	740.0	*28.0%*	*18.1%*
- Attributable to non-controlling interests	(1.3)	*—%*	0.1	*—%*	*n/a*
Core EPS fully diluted - attributable to Ipsen S.A. shareholders (in € per share)	*10.51*		*8.88*		*18.4%*

Total sales

Total sales grew in 2022 by 8.5% at CER[1], or 14.4% as reported, which included a positive impact from currencies of 5.9%.

Other revenue

Other revenue totaled €131.5m, an increase of 24.7%, reflecting the growth in royalties received from partners, primarily Galderma for Dysport.

Cost of goods sold

Cost of goods sold of €527.7m represented 17.4% of total sales, an increase as a percentage of total sales of 0.9 percentage points (2021: 438.6m, or 16.6%), mainly due to unfavorable mix impact and an increase of royalties paid to Ipsen's Cabometyx partner.

Selling expenses

Selling expenses of €833.4m increased by 14.5%, driven by Epizyme's integration, commercial efforts deployed to support sales growth and the impact of foreign exchange, partly offset by the Company's efficiency program. Selling expenses represented 27.6% of total sales, in line with last year (2021: 27.5%).

Research and development expenses

Research and development expenses totaled €445.3m, representing a growth of 4.9%, with lower investments in Oncology for Onivyde and Cabometyx offset by Epizyme's costs and an increased investment in Neuroscience, notably for next generation neurotoxins, and in Rare Disease for elafibranor. Research and development expenses represented 14.7% of total sales showing a decrease of 1.3 percentage point (2021: 16.1%).

General and administrative expenses

General and administrative expenses increased by 9.3% to €205.8m. The ratio to total sales declined from 7.1% in 2021 to 6.8% in 2022.

Other core operating income and expenses

Other core operating income and expenses amounted to an expense of €28.8m (2021 was an income of €13.8m), reflecting the impact of Ipsen's currency-hedging policy.

Core Operating Income

Core operating income amounted to €1,115.4m, growing by 13.5% with a core operating margin at 36.9% of total sales, a decrease of 0.3 percentage point impacted by the dilutive impact from Epizyme's integration.

(1) At CER, which excludes any foreign-exchange impact by recalculating the performance for the relevant period by applying the exchange rates used for the prior period.

Core net financing costs and other financial income and expenses

The Group incurred net financial expenses of €31.9 million, versus €36.3 million in 2021.

Net financing costs decreased by €3.3 million to €18.5 million, driven by higher interest rate on investment income.

Other financial income and expense decreased by €1.1 million to €13.4 million, mainly from lower foreign exchange impacts on non-commercial transactions.

Core income taxes

Core income tax expense of €210.8 million resulted from a higher profit before tax combined with a lower Core Effective Tax rate of 19.5% (FY 2021: 21.9%) mainly impacted by the reclassification of Orphan Drug tax credits from research and development expenses to income taxes.

Core consolidated net profit

Core consolidated net profit increased by 17.9% to €872.4 million as compared to €740.1 million in 2021.

Core Earning per share

Fully diluted Core EPS came to €10.51, representing a growth of 18.4% (FY 2021: €8.88).

3.1.2.3 From core financial measures to IFRS reported figures

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

The main reconciling items between Core consolidated net profit and IFRS consolidated net profit were:

Reconciliation between Core consolidated net profit and IFRS consolidated net profit

(in millions of euros)	2022	2021
Core consolidated net profit	**872.4**	**740.1**
Amortization of intangible assets (excluding software)	(78.7)	(59.6)
Other operating income and expenses	(105.4)	(36.3)
Restructuring costs	(20.2)	(14.6)
Impairment losses	(86.1)	(6.5)
Others	65.5	23.6
IFRS consolidated net profit	**647.5**	**646.7**
IFRS EPS fully diluted - attributable to Ipsen S.A. shareholders (in € per share)	***€7.81***	***€7.76***

Amortization of intangible assets (excluding software)

Amortization of intangible assets (excluding software) amounted to €103.6 million before tax (2021: €79.4 million before tax). The variation mainly related to the amortization of intangible assets for Cabometyx.

Other operating income and expenses

Other non-core operating expenses of €140.6 million before tax mainly related to Epizyme's acquisition and transaction costs, Ipsen's transformation programs, the CHC divestment, the discontinuation of clinical trials and the change in Onivyde earnouts following the clinical-trial results for new indications.

Other non-core operating expenses in 2021 totaled €50.3 million before tax, mainly related to costs arising from the Group's transformation programs.

Restructuring costs

Restructuring costs came to €26.9 million before tax, mainly related to Epizyme integration costs.

Restructuring costs in 2021 amounted to €19.6 million before tax, mainly related to transformation projects in France and the U.S.

Impairment losses

The Group recognized an impairment loss of €114.3 million before tax, including €55.1 million on palovarotene following the issuance of a Complete Response Letter by U.S. Food and Drug Administration (FDA) and €59.3 million on discontinued R&D studies in Neuroscience and in Oncology following unfavorable results of the clinical studies.

In 2021, the Group recognized an impairment loss of €9.1 million before tax, following an unfavorable result of the clinical study.

Others

Financial income and expenses and income taxes amounted to an income of €11.3 million (2021: €8.1 million).

Net profit from discontinued operations of €55.4 million corresponds to the gain on the Consumer Healthcare divestiture and the contribution of the CHC business in the first half-year.

As a consequence, IFRS reported indicators are:

Operating income

Operating Profit amounted to €729.9 million, decreasing by 11.5% (2021: €824.7 million), mainly due the recognition of impairment losses in 2022.

Consolidated net profit

2022 Consolidated net profit was €647.5 million, in line with last year (2021: €646.7 million).

Earnings Per Share

Fully diluted EPS amounted to €7.81 per share, in line with last year (2021: €7.76 per share).

3.1.3 Net cash flow and financing

2022 opening net cash at €28.0m vs. 2021 closing net debt at -€126.4m thanks to the reclassification of the contingent liabilities (earnout and CVR[1]) - previously part of the net debt definition. In the P&L, the change in earnouts related to probability of success and currency effects, previously impacting the financial result is recognized in non-core operating income and expenses. The effect of unwinding is still presented in the financial result. 2021 was restated from these impacts.

(in millions of euros)	2022	2021
Opening net cash / (debt) including contingent liabilities (earnouts & CVR)	**(126.4)**	**(525.3)**
Contingent liabilities (earnouts & CVR)	154.4	137.2
Opening net cash / (debt)	**28.0**	**(388.0)**

3.1.3.1 Analysis of the consolidated net cash flow statement

The Group had a net cash increase of €370.8 million over 2022, bringing closing net cash to €398.8 million.

(in millions of euros)	2022	2021
Opening net cash / (debt)	**28.0**	**(388.0)**
Core Operating Income	**1,115.4**	**983.1**
Non-cash items	105.1	143.4
Change in operating working capital requirement	(77.6)	10.7
(Increase) decrease in other working capital requirement	77.4	(25.3)
Net capital expenditures (excluding milestones paid)	(140.6)	(109.7)
Dividends received from entities accounted for using the equity method	—	—
Operating Cash Flow	**1,079.6**	**1,002.3**
Other non-core operating income and expenses and restructuring costs	(63.3)	(48.7)
Financial income	(23.6)	(28.9)
Current income tax	(167.2)	(144.8)
Other operating cash flow	(8.3)	0.9
Free Cash Flow	**817.2**	**780.7**
Distributions paid	(100.2)	(83.1)
Net investments (business development and milestones)	(564.5)	(240.4)
Share buyback	(11.3)	(36.7)
FX on net indebtedness	(20.4)	(30.3)
Change in cash / (debt) from discontinued activities	249.0	25.7
Other	1.0	—
Shareholders return and external growth operations	**(446.4)**	**(364.7)**
CHANGE IN NET CASH / (DEBT)	**370.8**	**416.0**
Closing net cash / (debt)	**398.8**	**28.0**

(1) Contingent Value Rights.

Operating Cash Flow

Operating Cash Flow totaled €1,079.6 million, an increase of €77.3 million (+7.7%), driven by higher core operating income (an increase of €132.3m) and better other working capital requirement change (€102.7 million reflecting the reimbursement in 2022 of tax refunds combined with variable compensation increase), partly offset by higher operating working-capital requirements (€88.3m mainly from higher trade receivables), higher capital expenditures (€30.9m including projects to increase capacity and efficiency at industrial sites, as well as IT and digital projects), and lower other non-cash items impacted by transformation projects mostly in the U.S. and to termination of R&D studies.

Free Cash Flow

Free Cash Flow grew by €36.5m to €817.2 million (2021:780.7m), reflecting higher operating cash flow partly offset by an increase in income tax and other non-core expenses and restructuring costs.

Shareholders' return and external growth operations

The distribution payout to Ipsen S.A. shareholders amounted to €100.2 million in 2022, corresponding to a dividend per share at 1.20 euros (2021: €89.2m, for a dividend of €1.00 per share).

Net investments of €564.5 million were mainly related to the acquisition of Epizyme for €400.3 million, and the in-licensing agreement with Marengo Therapeutics for €44.9 million, as well as additional Cabometyx commercial and regulatory milestones paid to Exelixis for €122.8 million and a development milestone for Fidrisertib paid to BluePrint Medecines for €28.5 million.
Net investments in 2021 amounted to €240.4m, mainly driven by investments in external innovation including the upfront related to the licensing agreement for elafibranor and the purchase of shares for a total of €148 million, and Cabometyx commercial milestones of €50.7 million paid to Exelixis.

Foreign Exchange on net indebtedness adversely impacted net debt mainly due to higher U.S. Dollar versus Euro.

3.1.3.2 Reconciliation of cash and cash equivalents and net cash

(in millions of euros)	2022	2021
Current financial assets (derivative instruments on financial operations)	**2.5**	**0.6**
Closing cash and cash equivalents	**1,165.5**	**809.1**
Non-current loans	(581.8)	(562.8)
Other non-current financial liabilities (excluding derivative instruments) (**)	(85.1)	(100.0)
Non-current financial liabilities	**(666.9)**	**(662.8)**
Credit lines and bank loans	—	—
Other current financial liabilities (excluding derivative instruments) (**)	(102.3)	(118.9)
Current financial liabilities	**(102.3)**	**(118.9)**
Debt	**(769.2)**	**(781.8)**
Net cash / (debt) (*)	**398.8**	**28.0**

(*) 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.
(**) Financial liabilities mainly exclude €11.4 million in derivative instruments related to commercial operations in 2022, compared with €10.7 million in 2021.

Analysis of Group cash

On 16 June 2016, Ipsen S.A. issued €300 million in unsecured, seven-year public bonds.

On 24 May 2019, Ipsen S.A. signed an initially five-year Revolving Credit Facility ("RCF") of €1,500 million, which has been extended twice to May 2026.

On 23 July 2019, Ipsen S.A. issued also $300 million through U.S. Private Placement ("USPP") in two tranches of 7 and 10-year maturities.

The Group must comply with a net debt / EBITDA covenant to remain below 3.5 times at each financial closing in both the RCF and the USPP. Ipsen complied with its covenant ratio for the RCF and the USPP. The RCF also includes specific indicators linked to Corporate Social Responsibility ("CSR"), assessed annually.

On 31 December 2022, the RCF was fully undrawn and Ipsen S.A. program of emission of NEU CP – Negotiable EUropean Commercial Paper of €600 million, was drawn for €65 million.

3.1.4 Appendices

3.1.4.1 Appendix 1 – Consolidated income statement

(in millions of euros)	2022	2021 [1]
Sales	**3,025.0**	**2,643.3**
Other revenues	131.5	105.4
Revenue	**3,156.4**	**2,748.6**
Cost of goods sold	(527.7)	(438.6)
Selling expenses	(833.4)	(728.1)
Research and development expenses	(445.3)	(424.4)
General and administrative expenses	(205.8)	(188.2)
Other operating income	32.1	52.5
Other operating expenses	(305.1)	(168.4)
Restructuring costs	(26.9)	(19.6)
Impairment losses	(114.3)	(9.1)
Operating Income	**729.9**	**824.7**
Net financing costs	(18.5)	(21.8)
Other financial income and expenses	(5.5)	(13.8)
Income taxes	(112.3)	(158.3)
Share of net profit/(loss) from equity-accounted companies	(1.5)	0.4
Net profit (loss) from continuing operations	**592.1**	**631.2**
Net profit (loss) from discontinued operations	55.4	15.5
Consolidated net profit (loss)	**647.5**	**646.7**
- Attributable to shareholders of Ipsen S.A.	648.6	646.6
- Attributable to non-controlling interests	(1.1)	0.1
Basic earnings per share, continuing operations (in euros)	*€7.20*	*€7.64*
Diluted earnings per share, continuing operations (in euros)	*€7.14*	*€7.57*
Basic earnings per share, discontinued operations (in euros)	*€0.67*	*€0.19*
Diluted earnings per share, discontinued operations (in euros)	*€0.66*	*€0.19*
Basic earnings per share (in euros)	***€7.87***	***€7.82***
Diluted earnings per share (in euros)	***€7.81***	***€7.76***

[1] The data published for 2021 has been restated to account for the impacts related to the sale of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

3.1.4.2 Appendix 2 – Consolidated balance sheet before allocation of net profit

(in millions of euros)	31 December 2022	31 December 2021 [1] [2]
ASSETS		
Goodwill	579.9	623.2
Other intangible assets	1,585.4	1,370.0
Property, plant & equipment	581.4	647.5
Equity investments	109.8	106.9
Investments in equity-accounted companies	26.4	26.2
Non-current financial assets	0.1	0.1
Deferred tax assets	321.1	258.7
Other non-current assets	6.1	4.3
Total non-current assets	**3,210.3**	**3,036.7**
Inventories	284.1	219.4
Trade receivables	632.5	564.3
Current tax assets	41.2	122.8
Current financial assets	31.0	11.7
Other current assets	239.5	221.0
Cash and cash equivalents	1,169.3	814.7
Total current assets	**2,397.6**	**1,953.8**
TOTAL ASSETS	**5,607.9**	**4,990.5**
EQUITY AND LIABILITIES		
Share capital	83.8	83.8
Additional paid-in capital and consolidated reserves	2,547.4	1,967.7
Net profit (loss) for the period	648.6	646.6
Foreign exchange differences	57.4	37.2
Equity attributable to Ipsen S.A. shareholders	**3,337.3**	**2,735.2**
Equity attributable to non-controlling interests	(0.6)	2.5
Total shareholders' equity	**3,336.7**	**2,737.7**
Retirement benefit obligation	18.7	40.7
Non-current provisions	68.5	64.0
Other non-current financial liabilities	667.0	662.9
Deferred tax liabilities	77.9	101.8
Other non-current liabilities	103.7	155.1
Total non-current liabilities	**935.7**	**1,024.4**
Current provisions	55.6	41.6
Current financial liabilities	113.8	129.7
Trade payables	647.1	594.7
Current tax liabilities	11.8	10.0
Other current liabilities	503.3	446.8
Bank overdrafts	3.8	5.5
Total current liabilities	**1,335.4**	**1,228.4**
TOTAL EQUITY & LIABILITIES	**5,607.9**	**4,990.5**

(1) The financial statements were restated to retroactively apply the IFRIC decision on Software as a Service (SaaS) as from 1 January 2021 (see note 11.1 to the consolidated financial statements for the year ended 31 December 2022).

(2) Data related to 2021 has been restated after changing the presentation of assets and liabilities associated with contingent payments (see note 2.2 of the accounting principles). Assets totaling €42.4 million linked to contingent payments have been reclassified from the "Current financial assets" line item to the "Other current assets" line item. Liabilities totaling €109.3 million linked to contingent payments have been reclassified from the "Non-current financial liabilities" line item to the "Other non-current liabilities" line item and another €45.1 million were reclassified from the "Current financial liabilities" line item to the "Current financial liabilities" line item.

3.1.4.3 Appendix 3 – Cash flow statements

Appendix 3.1 – Consolidated statement of cash flow

(in millions of euros)	2022	2021 [1]
Consolidated net profit	**647.5**	**646.7**
Share of profit/(loss) from equity-accounted companies	1.2	(0.4)
Net profit from discontinued operations	(55.4)	(15.5)
Net profit/(loss) before share from equity-accounted companies	**593.4**	**630.8**
Non-cash and non-operating items:		
- Depreciation, amortization, impairment losses and provisions	336.5	246.4
- Change in fair value of financial derivatives	4.4	0.5
- Net gains or losses on disposals of non-current assets	(7.5)	5.3
- Unrealized foreign exchange differences	(9.5)	2.3
- Net financing costs	18.5	21.8
- Income taxes	111.8	158.3
- Share-based payment expense	26.5	26.9
- Other non-cash items [2]	67.3	(3.6)
Cash flow from operating activities before changes in working capital requirement	**1,141.2**	**1,088.6**
- (Increase)/decrease in inventories	(19.9)	(4.4)
- (Increase)/decrease in trade receivables	(86.8)	(65.8)
- Increase/(decrease) in trade payables	29.1	80.9
- Net change in other operating assets and liabilities	38.5	(24.9)
Change in working capital requirement related to operating activities	***(39.1)***	***(14.2)***
Tax paid	(130.7)	(181.1)
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	**971.4**	**893.3**
Acquisition of property, plant & equipment	(96.6)	(87.7)
Acquisition of intangible assets	(156.3)	(330.2)
Proceeds from disposal of intangible assets and property, plant & equipment	10.0	1.0
Acquisition of shares in non-consolidated companies	(7.8)	(28.4)
Impact of changes in the consolidation scope	(131.5)	17.4
Change in working capital related to investment activities	(89.5)	98.6
Other cash flow related to investment activities	13.2	(2.8)
NET CASH PROVIDED (USED) BY INVESTMENT ACTIVITIES	**(458.6)**	**(332.0)**
Additional long-term borrowings	16.0	29.4
Repayment of long-term borrowings	(1.1)	(0.6)
Additional short-term borrowings	1,212.8	657.0
Repayment of short-term borrowings	(1,262.2)	(965.4)
Capital increase	—	—
Treasury shares	(11.3)	(36.7)
Distributions paid by Ipsen S.A.	(99.3)	(82.9)
Dividends paid by subsidiaries to non-controlling interests	(0.9)	(0.2)
Change in working capital related to financing activities	—	(1.0)
Paid interests	(18.2)	(21.5)
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	**(164.2)**	**(421.8)**
CHANGE IN CASH AND CASH EQUIVALENTS FROM CONTINUING ACTIVITIES	**348.6**	**139.5**
CHANGE IN CASH AND CASH EQUIVALENTS FROM DISCONTINUED ACTIVITIES	**1.9**	**24.1**
OPENING CASH AND CASH EQUIVALENTS	**809.1**	**639.6**
Impact of exchange rate fluctuations	**5.9**	**5.8**
CLOSING CASH AND CASH EQUIVALENTS	**1,165.5**	**809.1**

[1] The data published for 2021 has been restated to account for the impacts related to the sale of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).
[2] Other items without impact on cash and cash equivalents mainly corresponded to a change in fair value of contingent assets and liabilities related to business combinations.

Appendix 3.2 – Consolidated net cash flow statement

(in millions of euros)	2022	2021
Opening net cash / (debt) [1]	**28.0**	**(388.0)**
CORE OPERATING INCOME	**1,115.4**	**983.1**
Non-cash items	105.1	143.4
(Increase) /decrease in inventories	(19.9)	(4.4)
(Increase) / decrease in trade receivables	(86.8)	(65.8)
Increase / (decrease) in trade payables	29.1	80.9
Change in operating working capital requirement	***(77.6)***	***10.7***
Change in income tax liability	38.4	(36.0)
Change in other operating assets and liabilities (excluding milestones received)	39.1	10.7
Other changes in working capital requirement	***77.4***	***(25.3)***
Acquisition of property, plant & equipment	(96.6)	(87.7)
Acquisition of intangible assets (excluding milestones paid)	(46.0)	(30.6)
Disposal of fixed assets	1.5	(0.1)
Change in working capital related to investment activities	0.6	8.6
Net capital expenditures (excluding milestones paid)	***(140.6)***	***(109.7)***
Operating Cash Flow	**1,079.6**	**1,002.3**
Other non-core operating income and expenses and restructuring costs	(63.3)	(48.7)
Financial income	(23.6)	(28.9)
Current income tax	(167.2)	(144.8)
Other operating cash flow	(8.3)	0.9
Free Cash Flow	**817.2**	**780.7**
Distributions paid (including payout to non-controlling interests)	(100.2)	(83.1)
Acquisition of shares in non-consolidated companies	(7.8)	(10.6)
Acquisition of other financial assets	(0.1)	—
Impact of changes in consolidation scope [2]	(400.8)	13.7
Milestones paid [3]	(200.5)	(280.1)
Milestones received	12.5	25.2
Other Business Development operations	32.0	11.5
Net investments (Business Development and milestones)	***(564.5)***	***(240.4)***
Share buyback	(11.3)	(36.7)
FX on net indebtedness	(20.4)	(30.3)
Change in cash / (debt) from discontinued activities	249.0	25.7
Other	1.0	—
Shareholders return and external growth operations	**(446.4)**	**(364.7)**
CHANGE IN NET CASH / (DEBT)	**370.8**	**416.0**
Closing net cash / (debt)	**398.8**	**28.0**

(1) 2022 opening net cash at €28.0m vs. 2021 closing net debt at -€126.4m thanks to the reclassification of the contingent liabilities (earn out and CVR) - previously part of the net debt definition.

(2) In 2022, impact of change in consolidation scope includes the acquisition of Epizyme for €400.3m.
In 2021, impact of change in consolidation scope includes the proceeds from the divestiture in equity-accounted companies for €24.0m and the purchase of an equity investment in BAKX Therapeutics Inc. for €10.3m.

(3) Milestones paid in 2022 correspond to the upfront paid to Marengo Therapeutics for €44.9m, additional Cabometyx commercial and regulatory milestones paid to Exelixis for €122.8m and a development milestone for fidrisertib paid to Blueprint Medicines for €28.5m.
Milestones paid in 2021 correspond to payments subject to the terms and conditions set out in the Group's partnership agreements including €148m related to the partnership with GENFIT and €51.3m milestones paid to Exelixis for Cabometyx.

3.1.4.4 Appendix 4 – Bridges from IFRS consolidated net profit to Core consolidated net profit

(in millions of euros)	IFRS 2022	Amortization of intangible assets (excl software)	Other operating income or expenses	Restructuring	Impairment losses	Other	CORE 2022
Sales	**3,025.0**	**—**	**—**	**—**	**—**	**—**	**3,025.0**
Other revenues	131.5	—	—	—	—	—	131.5
Revenue	**3,156.4**	**—**	**—**	**—**	**—**	**—**	**3,156.4**
Cost of goods sold	(527.7)	—	—	—	—	—	(527.7)
Selling expenses	(833.4)	—	—	—	—	—	(833.4)
Research and development expenses	(445.3)	—	—	—	—	—	(445.3)
General and administrative expenses	(205.8)	—	—	—	—	—	(205.8)
Other operating income	32.1	—	(31.7)	—	—	—	0.4
Other operating expenses	(305.1)	103.6	172.3	—	—	—	(29.2)
Restructuring costs	(26.9)	—	—	26.9	—	—	—
Impairment losses	(114.3)	—	—	—	114.3	—	—
Operating Income	**729.9**	**103.6**	**140.6**	**26.9**	**114.3**	**—**	**1,115.4**
Net financing costs	(18.5)	—	—	—	—	—	(18.5)
Other financial income and expense	(5.5)	—	—	—	—	(7.9)	(13.4)
Income taxes	(112.3)	(24.9)	(35.1)	(6.8)	(28.3)	(3.4)	(210.8)
Share of profit/(loss) from equity-accounted companies	(1.5)	—	—	—	—	1.2	(0.3)
Net profit/(loss) from continuing operations	**592.1**	**78.7**	**105.4**	**20.2**	**86.1**	**(10.1)**	**872.4**
Net profit/(loss) from discontinued operations	55.4	—	—	—	—	(55.4)	—
Consolidated net profit	**647.5**	**78.7**	**105.4**	**20.2**	**86.1**	**(65.5)**	**872.4**
– Attributable to shareholders of Ipsen S.A.	648.6	78.7	105.4	20.2	86.1	(65.5)	873.5
– Attributable to non-controlling interests	(1.1)	—	—	—	—	(0.1)	(1.3)
Earnings per share fully diluted – attributable to Ipsen S.A. shareholders (in € per share)	**7.81**	**0.95**	**1.27**	**0.24**	**1.04**	**(0.79)**	**10.51**

The reconciliation items between core consolidated net profit and IFRS consolidated net profit are described in the paragraph “From core financial measures to IFRS reported figures”.

(in millions of euros)	IFRS 2021	Amortization of intangible assets (excl software)	Other operating income or expenses	Restructuring	Impairment losses	Other	CORE 2021
Sales	**2,643.3**	**—**	**—**	**—**	**—**	**—**	**2,643.3**
Other revenues	105.4	—	—	—	—	—	105.4
Revenue	**2,748.6**	**—**	**—**	**—**	**—**	**—**	**2,748.6**
Cost of goods sold	(438.6)	—	—	—	—	—	(438.6)
Selling expenses	(728.1)	—	—	—	—	—	(728.1)
Research and development expenses	(424.4)	—	—	—	—	—	(424.4)
General and administrative expenses	(188.2)	—	—	—	—	—	(188.2)
Other operating income	53.1	—	(39.2)	—	—	—	13.9
Other operating expenses	(169.0)	79.4	89.5	—	—	—	(0.1)
Restructuring costs	(19.6)	—	—	19.6	—	—	—
Impairment losses	(9.1)	—	—	—	9.1	—	—
Operating Income	**824.7**	**79.4**	**50.3**	**19.6**	**9.1**	**—**	**983.1**
Net financing costs	(21.8)	—	—	—	—	—	(21.8)
Other financial income and expense	(13.8)	—	—	—	—	(0.7)	(14.5)
Income taxes	(158.3)	(19.7)	(14.1)	(5.0)	(2.6)	(7.4)	(207.1)
Share of profit/(loss) from equity-accounted companies	0.4	—	—	—	—	—	0.4
Net profit/(loss) from continuing operations	**631.2**	**59.6**	**36.3**	**14.6**	**6.5**	**(8.1)**	**740.1**
Net profit/(loss) from discontinued operations	15.5	—	—	—	—	(15.5)	—
Consolidated net profit	**646.7**	**59.6**	**36.3**	**14.6**	**6.5**	**(23.6)**	**740.1**
– Attributable to shareholders of Ipsen S.A.	646.6	59.6	36.3	14.6	6.5	(23.6)	740.0
– Attributable to non-controlling interests	0.1	—	—	—	—	—	0.1
Earnings per share fully diluted – attributable to Ipsen S.A. shareholders (in € per share)	**7.76**	**0.72**	**0.44**	**0.18**	**0.08**	**(0.28)**	**8.88**

3.1.5 Subsequent events

9 JANUARY, 2023

Ipsen and Albireo (Nasdaq: ALBO) announced that they have entered into a definitive merger agreement under which Ipsen will acquire Albireo, a leading innovator in bile-acid modulators to treat pediatric and adult cholestatic liver diseases. The anticipated acquisition will enrich Ipsen's Rare Disease portfolio and pipeline.

Under the terms of the agreement and plan of merger, Ipsen, through a fully-owned subsidiary, will initiate a tender offer to acquire all outstanding shares of Albireo at a price of $42.00 per share in cash at the closing of the transaction, for an initial estimated aggregate consideration of $952 million plus one contingent value right (CVR) per share. Each CVR will entitle its holder to deferred cash payments of $10.00 per CVR payable upon the U.S. Food and Drug Administration (FDA) approval of Bylvay in the Biliary Atresia indication at the latest by 31 December 2027, allowing for a potential increase in the number of patients in the BOLD study.

The $42.00 per-share cash consideration represents a premium of 104% compared to Albireo's 1-month volume-weighted average price of $20.60 preceding announcement of the transaction. The transaction will be fully financed by Ipsen's existing cash and lines of credit. The Board of Directors of Albireo has unanimously approved the transaction and recommended that the stockholders of Albireo tender their shares in the tender offer.

The closing of the tender offer will be subject to customary conditions, including the tender of shares which represent at least a majority of the total number of Albireo's outstanding shares, the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and the receipt of consents of, or filings with, any governmental body or pursuant to certain foreign antitrust laws and the expiration of any applicable waiting period and other customary conditions. Upon the successful completion of the tender offer, Ipsen would acquire all shares not acquired in the tender offer through a second-step merger for the same consideration that the tendering stockholders will receive in the tender offer. It is anticipated the transaction will close by end of Q1, 2023.

JANUARY 27, 2023

Ipsen announced that the Committee for Medicinal Products for Human Use (CHMP) of the European Medicines Agency (EMA) has recommended not to grant marketing authorization for investigational palovarotene as a treatment for the ultra-rare bone disease, fibrodysplasia ossificans progressiva (FOP). In the E.U. there are currently only symptomatic treatments for FOP, which do not reduce the formation of extra-skeletal bone in patients with the condition. Ipsen will be requesting a re-examination of the CHMP opinion, based on scientific data available from the existing palovarotene clinical trial program.

3.1.6 Group outlook

2023 Financial guidance

Ipsen has set the following financial guidance for FY 2023, including the acquisition of Albireo:

- total-sales growth greater than 4.0%, at constant currency. Based on the average level of exchange rates in January 2023, an anticipated adverse impact on total sales of around 2% from currencies;
- core operating margin around 30% of total sales, excluding any potential impact of incremental investments from future external-innovation transactions.

Following the acquisition of Albireo, and waiting for a number of pipeline milestones, Ipsen intends to provide a mid-term outlook before the end of 2023.

3.1.7 Subsequent events following the Accounts Settlement Date of 31 December 2021

Acquisitions and Agreements

2 MARCH, 2023

Ipsen announced it has completed the acquisition of Albireo Pharma, Inc., a leading innovator in bile-acid modulators to treat rare liver conditions. The acquisition enriches Ipsen's Rare Disease portfolio, with promising therapeutics for pediatric and adult rare cholestatic-liver diseases, innovative pipeline potential, as well as scientific and commercial capabilities. Pursuant to the transaction, Ipsen acquires all the issued and outstanding shares at a price of $42.00 per share in cash plus one non-transferable contingent value right (CVR) of $10.00 per share.

Regulatory

16 MARCH, 2023

Ipsen announced that the U.S. Food and Drug Administration (FDA) Prescription Drug User Fee Act (PDUFA) goal date, for the resubmitted New Drug Application (NDA) for investigational palovarotene as a potential treatment for fibrodysplasia ossificans progressiva (FOP), is 16 August 2023. Additional information on palovarotene clinical trial data, requested in a complete response letter to Ipsen in December 2022, will be reviewed as part of this resubmission process.

Furthermore, Ipsen has requested a re-examination of the European Medicines Agency's January 2023 Committee for Medicinal Products for Human Use (CHMP) opinion on palovarotene.

Palovarotene is authorized for use in appropriate patients in Canada where it is marketed as Sohonos™ (palovarotene capsules). It also has conditional approval in United Arab Emirates. Investigational palovarotene is under review with several regulatory authorities.

3.2 CONSOLIDATED FINANCIAL STATEMENTS 2022

3.2.1 Consolidated income statement

(in millions of euros)	Notes	2022	2021 [1]
Sales	**5.1 & 5.2**	**3,025.0**	**2,643.3**
Other revenues	5.3	131.5	105.4
Revenue		**3,156.4**	**2,748.6**
Cost of goods sold	6.1	(527.7)	(438.6)
Selling expenses		(833.4)	(728.1)
Research and development expenses	6.2	(445.3)	(424.4)
General and administrative expenses		(205.8)	(188.2)
Other operating income	6.3	32.1	52.5
Other operating expenses	6.3	(305.1)	(168.4)
Restructuring costs	6.4	(26.9)	(19.6)
Impairment losses	6.5	(114.3)	(9.1)
Operating Income		**729.9**	**824.7**
Net financing costs	8	(18.5)	(21.8)
Other financial income and expenses	8	(5.5)	(13.8)
Income taxes	9.1	(112.3)	(158.3)
Share of net profit/(loss) from equity-accounted companies	14	(1.5)	0.4
Net profit/(loss) from continuing operations		**592.1**	**631.2**
Net profit/(loss) from discontinued operations	3.2	55.4	15.5
Consolidated net profit		**647.5**	**646.7**
- Attributable to shareholders of Ipsen S.A.		648.6	646.6
- Attributable to non-controlling interests		(1.1)	0.1
Basic earnings per share, continuing operations (in euros)	18.2	7.20	7.64
Diluted earnings per share, continuing operations (in euros)	18.2	7.14	7.57
Basic earnings per share, discontinued operations (in euros)	18.2	0.67	0.19
Diluted earnings per share, discontinued operations (in euros)	18.2	0.66	0.18
Basic earnings per share (in euros)	18.2	7.87	7.82
Diluted earnings per share (in euros)	18.2	7.81	7.76

[1] The data published for 2021 has been restated to account for the impacts related to the sale of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

Comprehensive income statement

(in millions of euros)	2022	2021 [1]
Profit from continuing operations	*592.1*	*631.2*
Profit from discontinued operations	*55.4*	*15.5*
Consolidated net profit	**647.5**	**646.7**
Actuarial gains/(losses), net of taxes	11.8	5.5
Financial assets at fair value through other items of comprehensive income (OCI), net of taxes	1.3	(15.8)
Other items of comprehensive income that will not be reclassified to the income statement	**13.1**	**(10.2)**
Revaluation of financial derivatives for hedging, net of taxes	2.8	(23.1)
Foreign exchange differences, net of taxes	33.8	98.8
Other items of comprehensive income likely to be reclassified to the income statement	**36.6**	**75.8**
Other items of comprehensive income from continuing operations	*43.1*	*59.8*
Other items of comprehensive income from discontinued operations	*6.6*	*5.7*
Comprehensive income: consolidated net profit (loss) and gains and (losses) recognized directly in equity [2]	**49.7**	**65.5**
Comprehensive income from continuing operations	*635.2*	*691.0*
Comprehensive income from discontinued operations	*61.9*	*21.2*
Group Consolidated Comprehensive income	**697.1**	**712.2**
- Attributable to shareholders of Ipsen S.A.	698.0	711.9
- Attributable to non-controlling interests	(0.8)	0.3

(1) The data published for 2021 has been restated to account for the impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).
(2) Impacts from taxes on other items of comprehensive income amounted to -€9.8 million for 2022 and €2.6 million for 2021.

3.2.2 Consolidated balance sheet before allocation of net profit

(in millions of euros)	Notes	31 December 2022	31 December 2021 [1][2]
ASSETS			
Goodwill	10	579.9	623.2
Other intangible assets	11	1,585.4	1,370.0
Property, plant & equipment	12	581.4	647.5
Equity investments	13	109.8	106.9
Investments in equity-accounted companies	14	26.4	26.2
Non-current financial assets	20.1	0.1	0.1
Deferred tax assets	9.2	321.1	258.7
Other non-current assets	15	6.1	4.3
Total non-current assets		**3,210.3**	**3,036.7**
Inventories	16.1	284.1	219.4
Trade receivables	16.2	632.5	564.3
Current tax assets	9	41.2	122.8
Current financial assets	20.1	31.0	11.7
Other current assets	16.4	239.5	221.0
Cash and cash equivalents	17	1,169.3	814.7
Total current assets		**2,397.6**	**1,953.8**
TOTAL ASSETS		**5,607.9**	**4,990.5**
EQUITY AND LIABILITIES			
Share capital	18.1	83.8	83.8
Additional paid-in capital and consolidated reserves		2,547.4	1,967.7
Net profit/(loss) for the period		648.6	646.6
Foreign exchange differences		57.4	37.2
Equity attributable to Ipsen S.A. shareholders		**3,337.3**	**2,735.2**
Equity attributable to non-controlling interests		(0.6)	2.5
Total shareholders' equity		**3,336.7**	**2,737.7**
Retirement benefit obligation	7.3.2.2	18.7	40.7
Non-current provisions	19	68.5	64.0
Non-current financial liabilities	20.2	667.0	662.9
Deferred tax liabilities	9.2	77.9	101.8
Other non-current liabilities	15	103.7	155.1
Total non-current liabilities		**935.7**	**1,024.4**
Current provisions	19	55.6	41.6
Current financial liabilities	20.2	113.8	129.7
Trade payables	16.3	647.1	594.7
Current tax liabilities		11.8	10.0
Other current liabilities	16.5	503.3	446.8
Bank overdrafts	17	3.8	5.5
Total current liabilities		**1,335.4**	**1,228.4**
TOTAL EQUITY & LIABILITIES		**5,607.9**	**4,990.5**

(1) The financial statements were restated to retroactively apply the IFRIC decision on Software as a Service (SaaS) as from 1 January 2021 (see note 11.1 to the consolidated financial statements for the year ended 31 December 2022).

(2) Data related to 2021 has been restated after changing the presentation of assets and liabilities associated with contingent payments (see note 2.2 of the accounting principles). Assets totaling €42.4 million linked to contingent payments have been reclassified from the “Current financial assets” line item to the “Other current assets” line item. Liabilities totaling €109.3 million linked to contingent payments have been reclassified from the “Non-current financial liabilities” line item to the "Other non-current liabilities" line item and another €45.1 million were reclassified from the “Current financial liabilities” line item to the “Other current liabilities” line item.

3.2.3 Consolidated statement of cash flow

(in millions of euros)	Notes	2022	2021 [2]
Consolidated net profit		**647.5**	**646.7**
Share of net profit/(loss) from equity-accounted companies	14	1.2	(0.4)
Net profit from discontinued operations	3.2	(55.4)	(15.5)
Non-cash and non-operating items:			
- Depreciation, amortization, provisions	11, 12.1, 19	336.5	246.4
- Change in fair value of financial derivatives	20 & 21	4.4	0.5
- Net gains or losses on disposals of non-current assets		(7.5)	5.3
- Unrealized foreign exchange differences		(9.5)	2.3
- Net financing costs	8	18.5	21.8
- Tax expenses	9.2	111.8	158.3
- Share-based payment expense	7.4	26.5	26.9
Other non cash items [1]	6.3 & 8	67.3	(3.6)
Cash flow from operating activities before changes in working capital requirement		***1,141.2***	***1,088.6***
- (Increase)/decrease in inventories	16	(19.9)	(4.4)
- (Increase)/decrease in trade receivables	16	(86.8)	(65.8)
- Increase/(decrease) in trade payables	16	29.1	80.9
- Net change in other operating assets and liabilities	16	38.5	(24.9)
Change in working capital requirement related to operating activities		***(39.1)***	***(14.2)***
- Taxes paid		(130.7)	(181.1)
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES		**971.4**	**893.3**
Acquisition of property, plant & equipment	12.1	(96.6)	(87.7)
Acquisition of intangible assets	11	(156.3)	(330.2)
Proceeds from disposal of intangible assets and property, plant & equipment		10.0	1.0
Acquisition of shares in non-consolidated companies	13	(7.8)	(28.4)
Impact of changes in the consolidation scope	3.1 & 3.2	(131.5)	17.4
Change in working capital related to investment activities	16	(89.5)	98.6
Other cash flow related to investment activities		13.2	(2.8)
NET CASH PROVIDED (USED) BY INVESTMENT ACTIVITIES		**(458.6)**	**(332.0)**
Additional long-term borrowings	20	16.0	29.4
Repayment of long-term borrowings	20	(1.1)	(0.6)
New short-term borrowings	20	1,212.8	657.0
Repayment of short-term borrowings	20	(1,262.2)	(965.4)
Contingent payments related to acquisitions		—	0.1
Capital increase		—	—
Treasury shares		(11.3)	(36.7)
Distributions	18.3	(99.3)	(82.9)
Dividends paid by subsidiaries to non-controlling interests		(0.9)	(0.2)
Change in working capital related to financing activities		—	(1.0)
Paid financial interest		(18.2)	(21.5)
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES		**(164.2)**	**(421.8)**
CHANGE IN CASH AND CASH EQUIVALENTS FROM CONTINUING OPERATIONS		**348.6**	**139.5**
CHANGE IN CASH AND CASH EQUIVALENTS FROM DISCONTINUED OPERATIONS		**1.9**	**24.1**
OPENING CASH AND CASH EQUIVALENTS	**17**	**809.1**	**639.6**
Impact of exchange rate fluctuations		5.9	5.8
CLOSING CASH AND CASH EQUIVALENTS	**17**	**1,165.5**	**809.1**

[1] Other items without impact on cash and cash equivalents mainly corresponded to a change in fair value of contingent assets and liabilities related to business combinations.
[2] Data published for 2021 has been restated to account for the impact of selling the Consumer Healthcare Business (see note 3.2 of the notes to the consolidated financial statements for year ended 31 December 2022).

3.2.4 Statement of change in consolidated shareholders' equity

(in millions of euros)	Share capital	Share premiums or contributions	Consolidated reserves [2]	Foreign exchange differences	Reserves related to retirement benefit obligations	Cash flow hedge reserves	Treasury shares	Net profit/ (loss) for the period	Total Group equity	Equity attributable to non-controlling interests	Total equity
Balance at 1 January 2022	**83.8**	**122.3**	**1,989.2**	**37.2**	**(23.2)**	**2.4**	**(123.1)**	**646.6**	**2,735.2**	**2.5**	**2,737.7**
Consolidated net profit/(loss) for the period	—	—	—	—	—	—	—	648.6	**648.6**	(1.1)	**647.5**
Gains and (losses) recognized directly in equity [1]	—	—	1.3	33.4	11.8	2.8	—	—	**49.3**	0.3	**49.7**
Consolidated net profit/(loss) and gains and losses recognized directly in equity	**—**	**—**	**1.3**	**33.4**	**11.8**	**2.8**	**—**	**648.6**	**698.0**	**(0.8)**	**697.1**
Allocation of net profit (loss) from the prior period	—	—	646.4	0.2	—	—	—	(646.6)	**—**	—	**—**
Capital increases/ (decreases)	—	—	—	—	—	—	—	—	**—**	—	**—**
Share-based payments	—	—	0.7	—	—	—	26.7	—	**27.3**	—	**27.3**
Own share purchases and disposals	—	—	—	—	—	—	(10.7)	—	**(10.7)**	—	**(10.7)**
Distributions	—	—	(99.3)	—	—	—	—	—	**(99.3)**	(0.9)	**(100.2)**
Change of consolidation scope	—	—	—	(13.4)	0.2	—	—	—	**(13.2)**	(1.4)	**(14.6)**
Other changes	—	—	—	—	—	—	—	—	**—**	—	**—**
Balance at 31 December 2022	**83.8**	**122.3**	**2,538.2**	**57.4**	**(11.2)**	**5.3**	**(107.2)**	**648.6**	**3,337.3**	**(0.6)**	**3,336.7**

(1) Detailed items in the note "Comprehensive income statement".
(2) The main sources of consolidated reserves were as follows:
- Reserves on financial assets at fair value through other items of comprehensive income;
- Retained earnings.

(in millions of euros)	Share capital	Share premiums or contributions	Consolidated reserves [2]	Foreign exchange differences	Reserves related to retirement benefit obligations	Cash flow hedge reserves	Treasury shares	Net profit/ (loss) for the period	Total Group equity	Equity attributable to non-controlling interests	Total equity
Balance at 31 December 2020	**83.8**	**122.3**	**1,547.6**	**(59.6)**	**(34.4)**	**25.5**	**(102.1)**	**548.0**	**2,131.2**	**2.7**	**2,133.8**
Application of IFRIC's decision related to IAS19 Employee benefits	0.0	0.0	(16.3)	—	0.0	0.0	0.0	0.0	**(16.3)**	0.0	**(16.3)**
Balance at 1 January 2021	**83.8**	**122.3**	**1,531.4**	**(59.6)**	**(34.4)**	**25.5**	**(102.1)**	**548.0**	**2,114.9**	**2.7**	**2,117.6**
Consolidated net profit/ (loss) for the period	—	—	—	—	—	—	—	646.6	**646.6**	0.1	**646.7**
Gains and (losses) recognized directly in equity [1]	—	—	(15.8)	98.6	5.5	(23.1)	—	—	**65.3**	0.2	**65.5**
Consolidated net profit/(loss) and gains and losses recognized directly in equity	**—**	**—**	**(15.8)**	**98.6**	**5.5**	**(23.1)**	**—**	**646.6**	**711.9**	**0.3**	**712.2**
Allocation of net profit (loss) from the prior period	—	—	549.0	(1.0)	—	—	—	(548.0)	**—**	—	**—**
Capital increases/ (decreases)	—	—	—	—	—	—	—	—	**—**	—	**—**
Share-based payments	—	—	13.0	—	—	—	21.8	—	**34.8**	—	**34.8**
Own share purchases and disposals	—	—	—	—	—	—	(42.8)	—	**(42.8)**	—	**(42.8)**
Distributions	—	—	(82.9)	—	—	—	—	—	**(82.9)**	(0.2)	**(83.1)**
Change of consolidation scope	—	—	(5.5)	—	5.8	—	—	—	**0.3**	(0.3)	**—**
Other changes	—	—	—	(0.8)	(0.1)	—	—	—	**(0.9)**	(0.1)	**(1.0)**
Balance at 31 December 2021	**83.8**	**122.3**	**1,989.2**	**37.2**	**(23.2)**	**2.4**	**(123.1)**	**646.6**	**2,735.2**	**2.5**	**2,737.7**

(1) Detailed in section 3.2.1 "Comprehensive income statement".
(2) The main sources of consolidated reserves were as follows:
- Reserves on financial assets at fair value through other comprehensive income;
- Retained earnings.

3.2.5 Notes

Introduction

- Ipsen is a global biopharmaceutical group focused on innovation and Specialty Care.
- Its registered office is located at 65 Quai Georges Gorse, 92100 Boulogne-Billancourt, France.
- These notes form an integral part of Ipsen Group's consolidated financial statements (hereafter the "consolidated financial statements").
- All amounts are expressed in millions of euros unless otherwise specified.
- The consolidated financial statements are closed on 31 December every year. Individual statements included in the consolidated financial statements are prepared on the closing date of the consolidated financial statements, 31 December, and cover the same period.
- The Group's Board of Directors approved the Ipsen S.A. consolidated financial statements on 8 February 2023. They will be submitted to the Shareholders' Meeting for approval on 31 May 2023.

Note 1 Significant events and transactions during the period that had an impact on the consolidated financial statements as of 31 December 2022

Note 1.1 Sale of the Consumer Healthcare Business

On 28 July 2022, Ipsen announced that the Group finalized the divestment of its Consumer Healthcare Business to Mayoly Spindler. Exclusive negotiations for the sale began in February 2022, with the two groups agreeing to an enterprise value of €350 million, including a €50 million contingent payment.

The sale price of the Consumer Healthcare Business amounted to €264 million. The total capital gains from the sale before tax totaled €52 million. The accounting impacts and restatement of the comparative 2021 period are shown in note 3.2 to the consolidated financial statements.

Note 1.2 Acquisition of Epizyme

On 27 June 2022, Ipsen and Epizyme finalized a merger agreement under which Ipsen acquired Epizyme, whose main drug, Tazverik (tazemetostat), a first-in-class chemotherapy-free EZH2a inhibitor, was approved by the United States Food and Drug Administration in 2020.

On 12 August 2022, Ipsen finalized the sale and purchased all outstanding shares of Epizyme at a price of US $1.45 per share in cash at the closing of the transaction, for an initial estimated aggregate price of $247 million, plus one contingent value right (CVR) per share that can reach $1 per share—an additional maximum amount of €171 million.

The Group used its own funds to finance this agreement.

The purchase price amounted to €541 million. This acquisition generated a goodwill for €28 million (note 3.1).

Note 1.3 Onivyde

1.3.1 Results of Phase III NAPOLI 3 trial

On 9 November 2022, the Phase III NAPOLI 3 trial of Onivyde® in association with 5 fluorouracil/leucovorin and oxaliplatin met its primary endpoint demonstrating clinically meaningful and statistically significant improvement in overall survival compared to nab-paclitaxel plus gemcitabine in previously untreated patients with metastatic pancreatic ductal adenocarcinoma (mPDAC) (note 16.5).

Key secondary efficacy outcome of progression-free survival (PFS) also showed significant improvement over the comparator arm.

Ipsen intends to file a supplemental New Drug Application with the U.S. Food and Drug Administration for Onivyde in combination with oxaliplatin plus 5- fluorouracil/leucovorin for the treatment of patients with previously untreated mPDAC following the Fast Track Designation granted in 2020.

1.3.2 Results of the Phase III RESILIENT trial

On 3 August 2022, Ipsen announced that the Phase III RESILIENT trial evaluating Onivyde® in second-line monotherapy for small cell lung cancer (SCLC) did not meet its primary endpoint of overall survival (OS) compared to topotecan.

RESILIENT is a Phase III trial conducted in two parts; the first part read out in 2020 confirming the safety, dosing and efficacy of Onivyde; part two is evaluating the efficacy of Onivyde versus topotecan.

Note 1.4 Palovarotene

On 29 June 2022, Ipsen announced that U.S. authorities (the Food and Drug Administration – FDA) granted fast-track status to investigational drug palovarotene to treat fibrodysplasia ossificans progressiva (FOP), an extremely rare genetic disease.

On 25 October 2022, U.S. authorities (FDA) decided to postpone the scheduled Advisory Committee Meeting on Endocrine and Metabolic Diseases involving the investigational drug palovarotene. The FDA notified Ipsen that the delay was due to a new request for information from the FDA regarding palovarotene clinical trial data, and that it does not concern any safety profile for the drug.

On 23 December 2022, U.S. regulatory authorities (FDA) published a Complete Response Letter about the new drug application for palovarotene. Ipsen anticipates responding to the request in the first quarter of 2023 with an expected six-month FDA review cycle. The FDA has not announced a rescheduled date for the Endocrine and Metabolic Drugs Advisory Committee Meeting for investigational palovarotene.

On 27 January 2023, Ipsen announced that the European Medicines Agency's (EMA) Committee for Medicinal Products for Human Use (CHMP) has recommended not to grant marketing authorization for investigational palovarotene as a treatment for the ultra-rare bone disease, fibrodysplasia ossificans progressiva (FOP).

Note 1.5 Russia – Ukraine War

Russia's invasion of Ukraine and the resulting sanctions have led Ipsen to assess the potential impacts of the war on the Group's business, outlook and financial position.

The Group continued doing business in Russia and in Ukraine so patients had continued access to their medications—sales in these two countries accounted for around 4% of the Group's business in 2022.

In terms of exposure, net assets in Russia and in Ukraine total €90 million (€21 million of which was cash and cash equivalents) and €0.2 million in Ukraine.

Despite stronger controls on financial transactions, the Group has not encountered any specific difficulties receiving payment from commercial transactions.

At this time, the events and circumstances related to the Russia - Ukraine War have not led the Group to change the value of its subsidiaries' assets or liabilities in these two countries.

Ipsen continues to closely monitor the situation and potential impacts of the war to predict risks the Group could be exposed to, and to allow operations to continue under the best conditions possible.

Note 2 Accounting principles and methods, and compliance statement

Note 2.1 General principles and compliance statement

The main accounting methods used to prepare the consolidated financial statements are described below. Unless otherwise stated, these methods were used consistently for all financial years presented.

In compliance with European regulation No. 1606 / 2002 adopted on 19 July 2002 by the European Parliament and the European Council, the Group's consolidated financial statements for 2022 were prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union as of the date the Group prepared these consolidated financial statements. The IFRS as endorsed by the European Union differ in certain aspects from the IFRS published by the IASB. Nevertheless, the Group has verified that the financial information for the periods presented would not have been substantially different if it had applied IFRS as published by the IASB.

International accounting standards include International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), as well as the interpretations issued by the Standing Interpretations Committee (SIC), and the International Financial Reporting Standards Interpretations Committee (IFRIC).

All the standards adopted by the European Union are available on the European Commission's website:

https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/financial-reporting_en#ifrs-endorsement-process.

The consolidated financial statements are prepared using the historical cost principle, except for certain asset and liability classes, in accordance with IFRS. The related classes are described in the notes below.

Note 2.2 Changes in the presentation of assets and liabilities related to contingent payments

In order to align the Group toward industry practices and make it easier to compare the Group's consolidated financial statements with its peers, assets and liabilities related to contingent payments, and particularly those recognized during business combinations (already in existence or created) and shown under financial assets and liabilities, have been reclassified to operating assets and liabilities.

Impacts from measuring fair value of these assets and liabilities related to changing assumptions (probability of occurrence, estimates, foreign currency) are now recognized in operating income rather than in financial income. Only the impact of discounting assets and liabilities are still recorded in financial income. This reclassification does not have a material impact on the presentation of the income statement for 2021.

Note 2.3 Climate change

The Group joined the "Business Ambition for 1.5°C" initiative in 2021 and committed to reducing greenhouse gas (GHG) emissions in 2030 in particular, by:

- halving absolute GHG emissions from the Group's infrastructure and automotive fleet;
- working with partners upstream and downstream to reduce indirect GHG emissions.

Ipsen has already sped up efforts to combat climate change. More than 85% of its electricity consumption worldwide comes from renewable energy sources.

The Group is also working to improve the energy efficiency of its facilities, optimize the energy mix of its fleet and invest in innovative heat recovery technologies.

To achieve net zero emissions, Ipsen has also committed to offset any of its carbon footprint left that hasn't already been eliminated in its value chain by 2030.

The roll-out of these programs is reflected in the Group's financial statements under expenses and operating investments made during the year and have been accounted for, where applicable, in the accounting assumptions formulated by management when preparing these financial statements, especially when estimating the 2023 budget and the medium-term forecast used by the Group to make the business plan the Group used for 2022 annual impairment tests (notes 10.2 and 11.2). No other material impact related to the climate is reflected in the 2022 financial statements.

Note 2.4 IFRIC decision on recognizing costs to configure or customize an SaaS (Software as a Service) application

Following an IFRIC decision handed down in April 2021, the Group finalized a review of SaaS application configuration and customization costs in early 2022. The impact of this decision is shown in note 11.1.2.

Note 2.5 Standards, amendments and interpretations that took effect on 1 January 2022

The mandatory standards, amendments and interpretations published by the IASB and applicable as of the 2022 financial year are listed below:

- Amendments to IAS 16 – *Property, Plant and Equipment – Proceeds before Intended Use;*
- Amendments to IAS 37 – *Provisions, Contingent Liabilities and Contingent Assets – Cost of Fulfilling an Onerous Contract;*
- Amendments to IFRS 3 – *Business Combinations – Reference to the Conceptual Framework;*
- 2018-2020 annual improvement cycle.

The Group reviewed legislation that took effect on 1 January 2022 and concluded that there is no material impact on the Group's consolidated financial statements.

Note 2.6 Standards, amendments and interpretations endorsed by the European Union and not adopted early by the Group

The Group did not opt for early adoption of the standards, amendments and improvements endorsed by the European Union for which the application was not mandatory on 1 January 2022, namely:

- Amendment to IAS 1 – *Presentation of the Financial Statements – Disclosure of Material Accounting Policy Information*;
- Amendment to IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates;*
- IFRS 17 – *Insurance Contracts and amendments;*
- IAS 12 – Income Taxes – *Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction.*

The Group was still reviewing the impact of these standards and amendments as of date these consolidated financial statements were approved.

Note 2.7 Standards, amendments and interpretations published but not yet endorsed by the European Union

Note 2.7.1 IASB publications not yet endorsed by the European Union

The standards, amendments and interpretations published but not yet endorsed by the European Union are listed below:

- Amendment to IAS 1 – *Presentation of Financial Statements – Classifying Liabilities as Either Current or Non-Current and Non-Current Liabilities with Covenants;*
- Amendment to IFRS 16 – *Lease Liability in a Sale and Leaseback.*

The two latest amendments are applicable to financial years opening on 1 January 2024, provided the amendments are endorsed by the European Union.

The Group was still reviewing the impact of these standards and amendments as of date these consolidated financial statements were approved.

Note 2.7.2 IASB publications after the closing date

No standard or interpretation was published by the IASB since the closing date or up to the date these consolidated financial statements were approved.

Note 2.8 Use of estimates

Preparing financial statements in accordance with international financial reporting standards requires Group management to make estimates and use certain assumptions that are likely to impact the carrying value of assets and liabilities, shareholders' equity, income and expense items, and information provided in the notes to the financial statements.

Group management has regularly made these estimates and assumptions based on its past experience and other factors deemed reasonable. Changing assumptions, in particular as a result of the economic or financial environment, which could weaken some of the Group's partners and make it difficult to estimate future outlook, could ultimately lead to different amounts.

The estimates were made based on information available at the closing date, after taking into account subsequent events.

The main material estimates made by Group management concern changes to how employee benefits are measured (see note 7), any impairment of goodwill (see note 10) or intangible assets (see note 11), deferred tax asset assessments (see note 9), measuring the value of contingent payments to be paid or earnouts to be received (see notes 15 and 16) as well as measuring the value of provisions (see note 19).

Note 2.9 Translation of financial statements in foreign currencies

The Group's consolidated financial statements are denominated in euros. In accordance with IAS 21, the assets and liabilities of subsidiaries whose functional currency is not the euro are translated at the exchange rates prevailing on the closing date. No Group entity operates in a hyper-inflationary economy. Their income statements and the items in their cash flow statement are translated at the average rate for the year, which comes close to the prevailing exchange rate as of the date of the different transactions, as long as there are no significant fluctuations.

Exchange differences from translating balance sheets and income statements are recorded under the "Cumulative translation reserves" line item, which forms an integral part of shareholders' equity, and under "Non-controlling interests" for the share attributable to third parties. These differences arise from:

- any difference between the exchange rates used for the opening and closing balance sheets found when translating balance sheet items;
- any difference between the year's average rate and closing rate.

Goodwill and fair value adjustments arising when a foreign entity is acquired are treated as the foreign entity's assets and liabilities. As such, they are expressed in the entity's functional currency and translated at the exchange rate prevailing on the closing date.

During consolidation, exchange differences due to the translation of net investments in businesses abroad and of loans and other exchange instruments designated as hedging instruments for these investments are recognized in equity. When a foreign entity is disposed of, these translation differences, initially recognized as equity, are recorded in profits or losses on disposals.

Note 2.10 Translation of receivables, payables, transactions, and flows denominated in foreign currencies

Receivables and payables denominated in foreign currencies are initially translated at the exchange rates prevailing on the transaction date and then revalued at the closing rates prevailing on the reporting date.

Exchange differences on monetary assets denominated in foreign currencies are recognized in the income statement.

Exchange differences arising from eliminating foreign currency transactions between fully consolidated companies are recorded in "cumulative translation reserves" under shareholders' equity and under "non-controlling interests" for the share attributable to third parties, to eliminate their impact on consolidated results. Exchange differences arising from foreign currency cash flow movements between fully-consolidated companies are accounted for under a separate line item in the consolidated statement of cash flows.

Note 3 Changes in the scope of consolidation

Note 3.1 Business Combinations

Note 3.1.1 Accounting Principles

Business combinations are accounted for using the purchase method.

The cost of an acquisition is based on the fair value of the assets acquired, equity instruments issued, and liabilities incurred or assumed from the previous owners on the acquisition date. The costs directly attributable to the combination are accounted for as "Other operating expenses" in the period they are incurred.

As a result, when an exclusively-controlled company is consolidated for the first time, identifiable assets and liabilities are valued at their fair value, apart from exceptions specifically provided for in IFRS 3 – *Business Combinations*.

Under business combinations, other intangible assets acquired related to Research and Development in progress that can be reliably measured are identified separately in goodwill and recorded under "Other intangible assets" in accordance with IFRS 3 - *Business Combinations,* and IAS 38 - *Intangible Assets*. A related deferred tax liability is also recorded, if applicable.

When the value of the assets and liabilities is recognized on a provisional basis, adjustments resulting from facts and circumstances existing on the transaction date are recorded on the balance sheet as a retroactive adjustment in accordance with IFRS 3 - *Business Combinations.*

Note 3.1.2 Acquisition of Epizyme Inc.

Epizyme is a fully integrated, commercial-stage biopharmaceutical company committed to its mission of rewriting treatment for cancer through novel epigenetic medicines.

On 12 August 2022, the Group finalized the purchase of Epizyme Inc. by acquiring 100% of the company's share capital and took control of the company on this date. The purchase is considered a business combination.

The Group allocated the acquisition price and the resulting impacts were included in the consolidated financial statements as of 31 December 2022. The Group may adjust this allocation within the 12 months following the purchase.

Costs related to this acquisition have been recognized in Operating income and totaled €52.7 million. It mainly included attorney fees, bank fees and consolidation fees.

Details of the acquisition price are as follows:

(in millions of euros)	
Price paid to purchase tendered shares as part of a merger	245.2
Price paid to purchase regulated shares and stock options	2.6
Price paid to reimburse loans existing before the merger	239.0
Fair value of contingent consideration (Contingent Value Rights)	54.2
Acquisition price	**541.0**

The business combination relating to the purchase of Epizyme Inc. led the Group to recognize €28 million in goodwill.

(in millions of euros)	
Acquisition price	**541.0**
Intellectual Property - Tazverik	(325.0)
Other assets (intangible, tangible, financial)	(13.7)
Deferred tax asset	(16.7)
Inventories	(86.4)
Trade receivables	(8.9)
Other current assets	(31.1)
Cash and cash equivalents	(115.1)
Financial liabilities	13.5
Deferred tax liability	16.7
Current liabilities	53.5
Goodwill	**28.0**

Net outflows totaled €371.8 million.

(in millions of euros)	
Price paid to purchase tendered shares as part of a merger	245.2
Price paid to purchase regulated shares and stock options	2.6
Price paid to reimburse loans existing before the merger	239.0
Cash and cash equivalents received	(115.1)
Net cash inflows	**371.8**

Note 3.2 Disposals, non-current assets held for sale and discontinued operations

Note 3.2.1 Accounting Principles

A non-current asset, or group of assets and liabilities, is classified as held for sale if its carrying value will be recovered mainly through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group held for sale must be available for immediate sale and the sale must be highly likely.

For the sale to be highly likely, the appropriate level of management must be committed to a plan to sell the asset (or disposal group), and an active program to locate a buyer and complete the plan must be initiated.

An operation is classified as discontinued if it is a business the Group has sold or is classified as held for sale, and:

- it represents a principal and distinct business line or geographic region;
- it is part of a specific and coordinated plan to dispose of a principal and distinct business line or geographic region; or
- it is a subsidiary acquired exclusively for resale.

During the sale of a business or subsidiary, the loss of exclusive control leads to derecognizing assets and liabilities (including goodwill) as well as non-controlling interests. As of the date control is lost, the total income from the sale is determined by comparing proceeds from the sale to the carrying amount of the sold asset. This is shown in the income statement under the "Income from discontinued operations" line item.

Note 3.2.2 Sale of the Consumer Healthcare Business

After the sales agreement was finalized on 27 July 2022, the assets and liabilities from the Consumer Healthcare Business, which had been classified under "Assets held for sale" since 10 February 2022 in accordance with IFRS 5, were derecognized.

Investments in the following entities have no longer been consolidated since 27 July 2022:

- Ipsen CHC S.A.S. (100%),
- Beaufour Ipsen (Tianjin) Pharmaceutical Co. Ltd (96%),
- Beaufour Ipsen Industrie S.A.S. (100%),
- Ipsen CHC S.r.l (100%),
- Ipsen Consumer Healthcare LLC (100%).

Total capital gains from the sale before tax totaled €52 million and breaks down as follows:

- the sale price of the Consumer Healthcare Business totaling €264 million;
- the €219 million net carrying amount on the sale date, €97 million of which was goodwill;
- a €7 million gain on other items related to the sale, including foreign exchange differences recycled on the income statement recorded under other items of comprehensive income attributable to the Group totaling €13 million.

In the consolidated financial statements, €55 million in net income from discontinued operations includes:

- Comprehensive income net of tax and costs directly related to operations (€46 million);
- Net profit/(loss) from the Consumer Healthcare Business in 2022 until the sale date (€9 million).

This transaction led to a net €240 million cash inflow into the Group's consolidated cash flow statement for the year, including transferred net cash for €7 million.

Net income from discontinued operations

The Consumer Healthcare Business's contribution until the date the Group relinquished control of the company breaks down as follows:

(in millions of euros)	2022	2021
Sales	125.5	225.6
Operating Income	13.1	24.8
Net financial income / (expenses)	0.4	0.6
Income taxes	(4.0)	(9.9)
Net profit/(loss) from the sale of the Consumer Healthcare Business	45.9	—
Net profit/(loss) from discontinued operations	**55.4**	**15.5**

Cash flow from discontinued operations
The Consumer Healthcare Business's contribution until the date the Group relinquished control breaks down as follows:

(in millions of euros)	2022	2021
Net cash provided (used) by operating activities	5.8	37.6
Net cash provided (used) by investing activities	(5.3)	(12.3)
Net cash provided (used) by financing activities	1.4	(1.2)
Change in cash and cash equivalents	**1.9**	**24.1**

Note 3.3 Other changes in scope

In 2022, the Group created the wholly-owned Ipsen Austria subsidiary. It has been fully consolidated into the Group's scope since 1 September 2022.

The Ipsen Colombia S.A.S subsidiary (founded in 2021) was included in the Group's scope of consolidation on 1 March 2022.

Note 4 Segment reporting

In accordance with IFRS 8 – Operating Segments, the segment reporting shown was prepared based on management data the Executive Leadership Team (the chief operating decision maker) uses to analyze operating performance and to decide how to allocate resources.

The Group only uses one operating segment now—the Specialty Care segment. The Group no longer reports the Consumer Healthcare Business as an operating segment because it was sold in July 2022.

The Group now allocates corporate overhead costs and the impact of currency hedging to the only operating segment—Specialty Care.

The Group uses Core Operating Income to measure its performance and to allocate resources. Core Operating Income is operating income that excludes amortization expenses for intangible assets (excluding software), restructuring costs, impairment losses on intangible assets and property, plant and equipment, as well as other items arising from significant events that could distort the reading of the Group's performance from one year to another.

This performance indicator does not replace IFRS indicators and should not be viewed as such. It is used in addition to IFRS indicators.

Note 4.1 Core Operating Income

(in millions of euros)	2022	2021 [1]
Sales	3,025.0	2,643.3
Revenue	3,156.4	2,748.6
Core Operating Income	1,115.4	983.1
% of net sales	**36.9%**	**37.2%**

[1] The data published for 2021 has been restated to account for the impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

A reconciliation between Core Operating Income and Operating Income is presented in the table below:

(in millions of euros)	2022	2021 [1]
Core Operating Income	**1,115.4**	**983.1**
Amortization of intangible assets, excluding software	(103.6)	(79.4)
Other operating income and expenses [2]	(140.6)	(50.3)
Restructuring costs	(26.9)	(19.6)
Impairment losses	(114.3)	(9.1)
Operating Income	**729.9**	**824.7**

[1] The data published for 2021 has been restated to account for the impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).
[2] Other operating expenses of €140.6 million mainly related to Epizyme's acquisition and transaction costs, Ipsen's transformation programs, the CHC divestment, the discontinuation of clinical trials and the change in Onivyde earnouts following the clinical-trial results for new indications.

Note 5 Revenue and other operating income

The Group's revenue mainly includes pharmaceutical sales. It is recognized when control of the goods or services are transferred to the customer. Revenue is recorded for the amount that the Group expects to receive:

- proceeds from the pharmaceutical sale are recognized when transfer of control occurs, in most agreements, when products are physically transferred (delivery), in accordance with the delivery and acceptance terms agreed upon with the customer;
- revenue from product sales comes from pharmaceutical sales net of returns, rebates and discounts granted to customers as well as certain payments due to public health authorities determined based on sales. The Group recognizes rebates and discounts at the same time as the sales and identifies them as being a variable pricing element pursuant to IFRS 15.

Regarding agreements signed with distributors, sales are recorded when the products are physically transferred to the distributors if the agreement is a consignment agreement, or when the distributor is an agent. In this case, the sale is recognized on the date control is transferred to the end customer. The commissions paid are recorded under the "selling costs" line item.

Note 5.1 Sales by geographical region

	2022		2021 (1)	
(in millions of euros)	Amounts	% share	Amounts	% share
North America	1,032.1	34%	916.3	35%
Europe	1,237.3	41%	1,205.5	46%
Rest of the World	755.6	25%	521.4	20%
Group Sales	**3,025.0**	**100%**	**2,643.3**	**100%**

(1) The data published for 2021 has been restated to account for impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the onsolidated financial statements for the year ended 31 December 2022).

Note 5.2 Sales by therapeutic area and product

(in millions of euros)	2022	2021 (1)
Oncology	**2,379.5**	**2,153.5**
Somatuline®	*1,218.0*	*1,202.7*
Decapeptyl®	*529.7*	*459.6*
Cabometyx®	*448.7*	*354.6*
Onivyde®	*162.4*	*127.4*
Other Oncology products	*20.7*	*9.1*
Neurosciences	**604.4**	**440.7**
Dysport®	*593.6*	*434.6*
Rare Diseases	**41.1**	**49.1**
NutropinAq®	*27.2*	*32.0*
Increlex®	*13.9*	*17.1*
Group Sales	**3,025.0**	**2,643.3**

(1) The data published for 2021 has been restated to account for impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

Note 5.3 Other revenue

Other revenue includes:

- royalties received;
- revenue received for license agreements signed with partners, and miscellaneous services.

5.3.1 Royalties received

Royalties received are recorded under "Other revenue" according to the revenue generated over the period by partners and contractual royalty rates.

5.3.2 Revenue received under licensing agreements with partners ("upfront payments" or "milestone payments")

Revenue received under licensing agreements break down into two distinct types, as follows:

- Revenue from static licenses when control has been transferred to the customer and under which the Group has an enforceable payment right. This revenue is recognized on the date when control of the licensed asset is transferred;
- Revenue received from dynamic licenses correspond to either the right held by the customer to use an intangible asset without a transfer of control (commercialization right for a defined period of time), or to a situation where the licensing agreement cannot be separated from the sale of the goods or services. This type of revenue is spread over the lifespan of the licensing agreement.

Off balance-sheet commitments to be received as milestone payments defined in the Group's main agreements are presented in note 23.1.2. Payments received for these milestones are recognized on the date when the regulatory triggering event occurs and after both parties give their approval.

5.3.3 Miscellaneous services

Revenue generated by various services provided are recognized based on the goods or services delivered to the other contracting party.

(in millions of euros)	2022	2021 [1]
Royalties received	113.8	95.6
Milestone payments – Licenses	17.6	8.2
Other (co-promotion revenues, re-billings)	0.1	1.6
Other revenues	**131.5**	**105.4**

[1] The data published for 2021 has been restated to account for impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

Other revenue amounted to €131.5 million in 2022 (€105.4 million reported in 2021). This change was due to an increase in royalties received from Galderma for Dysport®.

Note 6 Operating income

Note 6.1 Cost of sales

Cost of sales primarily includes the industrial cost of goods sold and royalties paid under licenses. The industrial cost of goods sold includes the cost of raw materials consumed, including in-bound freight costs, direct and indirect costs for manufacturing services, personnel, manufacturing-related depreciation, all types of external costs related to manufacturing activities, such as electricity, water, maintenance, and equipment costs, and indirect costs, such as the share of purchasing, human resources and IT costs. Manufacturing costs also include quality control, production quality assurance, engineering, and third-party logistics expenses.

Note 6.2 Research and Development

Note 6.2.1 Research costs

Internal pharmaceutical development costs are recorded under expenses when they are incurred.

Note 6.2.2 Development costs

In-house pharmaceutical development costs are expensed in the period during which they are incurred as long as capitalization criteria are not deemed to be met.

In accordance with IAS 38, internal development costs are recognized as intangible assets only if the following six criteria have been met:

- the development project is technically feasible;
- the Group intends to complete the project;
- the Group is able to use the intangible asset;
- the Group can demonstrate the probable future economic benefit of the asset;
- the Group has the technical, financial and other resources to complete the project; and
- the Group can reliably measure development costs.

Due to the risks and uncertainties associated with regulatory approvals and the research and development process, the six criteria for intangible assets are not deemed to be fulfilled until marketing authorization for the drugs has been granted, *i.e.* approval of the Marketing Authorization Application (MAA).

As a result, internal development expenses, primarily consisting of clinical study costs arising before approval of the MAA, are generally recognized in "Research and development expenses" as soon as they are incurred.

Note 6.2.3 Research and Development Tax Credits in France

The Research tax credit in France is classified as an operating grant, which is common practice within the pharmaceutical industry. In accordance with IAS 20 – *Accounting for Government Grants*, operating grants are recognized in operating income, after the R&D expenses to which they are directly linked have been deducted.

Research and Development tax credits in the Group's other tax jurisdictions are typically accounted for by deducting the tax expense as they can only be deducted and are not refundable.

Note 6.3 Other operating income and expenses

Other operating income and expenses primarily include amortization expenses for intangible assets (excluding software), the impact of cash flow hedges related to commercial operations, capital gains and losses on asset disposals, and any item not directly related to operations.

(in millions of euros)	2022	2021 [1]
Other operating income	**32.1**	**52.5**
of which group transformation projects	18.0	25.5
of which adjustment of the fair value of contingent assets and liabilities	2.3	—
of which cash flow hedges	—	13.6
Other operating expenses	**(305.1)**	**(168.4)**
of which amortization of intangible assets (excluding software)	(103.6)	(79.4)
of which group transformation projects	(90.0)	(58.2)
of which adjustment of the fair value of contingent assets and liabilities	(56.2)	—
Other operating income/(expenses)	**(273.0)**	**(115.9)**

[1] The data published for 2021 has been restated to account for the impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

Other operating income and expenses accounted for a €273.0 million net expense in 2022, mainly related to amortizing the Cabometyx and Onivyde intangible assets, Epizyme's acquisition and transaction costs, Ipsen's transformation programs, Consumer HealthCare divestment, the discontinuation of clinical trials and the change in Onivyde earnouts following the clinical-trial results for new indications.

In 2021, other operating income and expenses came to €115.9 million in expenses. The expenses were mainly associated with amortization expenses on the Cabometyx and Onivyde intangible assets and costs from the Group's transformation programs.

Note 6.4 Restructuring costs

Restructuring costs accounted for €26.9 million in expenses and primarily pertained to restructuring projects in the United States due to the integration of Epizyme.

In late December 2021, this expense totaled €19.6 million. It was mainly impacted by transformation projects in France and in the United States.

Note 6.5 Impairment losses

Impairment losses during the year corresponded to:

- Impairment of the intangible asset, palovarotene, for €55 million, the details of which are provided in note 11.2;
- Impairment of intangible assets related to Research and Development programs following strategic decisions and/or negative results obtained from clinical trials in progress.

Note 6.6 Operating income per nature of expenses

(in millions of euros)	2022	2021 [1]
Revenue	**3,156.4**	**105.4**
Personnel expenses [2]	(771.8)	(678.3)
Net provisions	(25.1)	(40.2)
Net depreciation and amortization of property, plant and equipment and software	(94.5)	(114.1)
Amortization of intangible assets (excluding software)	(103.6)	(79.4)
Impairment losses on intangible assets (excluding software)	(114.3)	(9.1)
Others	(1,317.2)	(1,002.8)
Total operating income/(expense)	**729.9**	**824.7**

(1) The data published for 2021 has been restated to account for the impacts related to selling the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).
(2) Personnel expenses are detailed in note 7 to the consolidated financial statements.

Note 7 Personnel

Note 7.1 Headcount

At the end 2022, the Group totaled 5,072 employees, compared to 5,744 at the end of 2021.

The average headcount in 2022 was 5,415 employees, compared to 5,671 in 2021.

Note 7.2 Employee expenses

Employee expenses, which are included in the cost of goods sold, selling costs, corporate overheads, research and development expenses, and restructuring costs, encompass the following items:

(in millions of euros)	2022	2021 [1]
Wages and salaries	(553.1)	(479.2)
Employer's Social security contributions and payroll taxes	(169.3)	(150.3)
Interest on employee benefits	(4.3)	(3.1)
Share-based payment expenses	(27.8)	(29.9)
Employee profit-sharing	(13.9)	(13.7)
Other personnal charges	(3.3)	(2.0)
Total - Employee expenses	**(771.8)**	**(678.3)**

[1] The data published for 2021 has been restated to account for the impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

In 2022, the average rate of Social security contributions and payroll taxes amounted to 30.6% of gross payroll, compared to 31.4% in 2021.

Note 7.3 Long-term employee benefits

Note 7.3.1 Benefit Plans

Note 7.3.1.1 Retirement benefit obligations

In some countries, the Group's employees are eligible for:

- supplementary retirement in the form of pension payments paid out after the employee retires;
- or a retirement payment upon departure paid out in a lump sum at time of retirement.

The main countries that have defined benefit plans are France and the United Kingdom. In France, a small number of employees also receive a supplementary pension plan.

The corresponding commitments are taken into account according to rights acquired by the beneficiaries either as:

- contributions to independent organizations (insurance companies) responsible for paying the pensions and other benefits (defined contribution plans);
- provisions (defined benefit plans).

For basic plans and other defined contribution plans, the Group recognizes contributions to be paid under expenses when they are due, as the Group has no commitment beyond the contributions paid out.

For defined benefit plans, pension expenses are determined by third-party actuaries using the projected unit credit method.

Note 7.3.1.2 Other long-term commitments

The Group also pays out amounts to reward employees for their years of service in the form of bonuses. Essentially they are long service awards, mostly in France.

These commitments are provisioned for by the Group.

Note 7.3.2 Measuring and recognizing commitments

The Group's obligations regarding all of its services are calculated by an outside actuary using applicable assumptions in the countries where the plans are located.

Discount rates are determined by referring to market rates based on high quality corporate bonds. The main reference index used for the euro zone and the United Kingdom is the iBoxx Corporate AA Benchmark Indices.

Assumptions for staff turnover and mortality rates are specific to each country.

Some commitments are covered by financial assets corresponding to funds invested with insurance companies (plan assets).

The impact of profit from asset returns used to cover plans on the income statement is determined based on the discount rate of the commitments.

Unfinanced commitments and underfunded plans are recorded under "Provisions for employee commitments" on the balance sheet.

Note 7.3.2.1 Assumptions used

The main actuarial assumptions the Group used as of 31 December 2022 are described below:

	31 December 2022		
	Europe (excluding UK)	United Kingdom	Asia-Oceania
Discount rate	3.74%	4.77%	3.74%
Inflation rate	2.0%	3.25%	N/A
Rate of increase in salaries, net of inflation	Varies by professional category	N/A	5.6%
Rate of increase in pensions	N/A	3.05%	N/A

A 1.0% increase in the discount rate would result in a 8.5% decrease in commitments in France, a 16.4% decline in commitments in the United Kingdom and a 10.2% decrease in commitments in the Asia-Oceania region.

Note 7.3.2.2 Reconciliation between balance sheet assets and liabilities

(in millions of euros)	31 December 2022			31 December 2021
	Post-employment benefits	Other long-term benefits	Total long-term personnel benefits	Total long-term personnel benefits
Defined benefit plan obligations - Opening balance	**71.0**	**5.4**	**76.4**	**76.5**
Current service costs	4.2	0.7	4.9	5.4
Past service costs (plan amendments and curtailments)	—	—	—	(1.8)
Interest expense on obligations	0.9	(1.0)	(0.1)	(0.2)
Actuarial gains and (losses) - changes to demographic assumptions	(0.5)	—	(0.5)	1.2
Actuarial gains and (losses) - changes to discount rate	(21.9)	—	(21.9)	(6.4)
Actuarial gains and (losses) - experience adjustments	—	—	—	1.2
Benefits paid	(1.8)	(0.1)	(1.9)	(2.2)
Changes in scope	(4.2)	(1.4)	(5.5)	—
Exchange differences	(1.0)	—	(1.0)	1.7
Other	(0.3)	—	(0.3)	1.0
Defined benefit plan obligations - Closing balance	**46.5**	**3.6**	**50.1**	**76.4**
Fair value of assets allocated to plans – Opening balance	**35.7**	**—**	**35.7**	**29.1**
Interest income on plan assets	0.5	—	0.5	0.3
Actuarial gains/(losses) on plan assets	(6.7)	—	(6.7)	3.4
Employee contributions to plan assets	—	—	—	—
Employer's contributions to plan assets	3.6	—	3.6	2.5
Benefits paid from plan assets	(0.3)	—	(0.3)	(0.8)
Changes in scope	(0.5)	—	(0.5)	—
Exchange differences	(1.0)	—	(1.0)	1.3
Other	—	—	—	—
Fair value of assets allocated to plans – Closing balance	**31.5**	**—**	**31.5**	**35.7**
Closing net liability recognized in the balance sheet	**15.1**	**3.6**	**18.7**	**40.7**
Impact on comprehensive income				
Operating expenses	(4.2)	(0.7)	(4.9)	(3.6)
Interest expenses recognized in financial result	(0.4)	1.0	0.6	0.5
Other	—	—	—	—
Income statement expenses	**(4.6)**	**0.3**	**(4.3)**	**(3.1)**
Actuarial gains/(losses) on defined benefit obligations	22.3	—	22.3	4.0
Actuarial gains/(losses) on plan assets	(6.7)	—	(6.7)	3.4
Items recognized in comprehensive income	**15.6**	**—**	**15.6**	**7.4**
Impact on comprehensive income	**11.0**	**0.3**	**11.4**	**4.3**

Note 7.3.2.3 Asset allocation to finance plans

(in millions of euros)	31 December 2022			Total
	Shares	Bonds	Other [1]	
Europe (excluding UK)	9.6	3.2	4.0	16.8
United Kingdom	7.7	4.9	0.6	13.1
Asia-Oceania	1.3	0.2	—	1.5
Total	**18.5**	**8.2**	**4.6**	**31.3**
Total (as a percentage)	**59%**	**26%**	**15%**	**100%**

[1] Real Estate, cash and other.

Financial assets as of 31 December 2022 primarily break down in the following countries: 44% in France and 42% in the United Kingdom.

(in millions of euros)	31 December 2021			Total
	Shares	Bonds	Other [1]	
Europe (excluding UK)	8.2	4.6	1.8	14.6
United Kingdom	12.0	7.5	0.9	20.4
Asia-Oceania	0.6	0.1	—	0.7
Total	**20.7**	**12.3**	**2.7**	**35.7**
Total (as a percentage)	**58%**	**34%**	**8%**	**100%**

[1] Real Estate, cash and other.

Note 7.3.2.4 Future probable plan benefits

(in millions of euros)	31 December 2022		Total
	Post-employment benefits	Other long-term benefits	
2023	7.4	0.6	8.0
2024	1.0	0.7	1.7
2025	1.9	0.6	2.5
2026	3.0	0.5	3.5
2027	1.1	0.6	1.7
2028-2032	11.2	2.9	14.1

Note 7.4 Share-based payments

Bonus share plans are granted to Group directors and executives as well as certain Group employees. This incentive policy results in bonus shares being granted. They vest when:

- in-house and outside performance conditions as well as financial and non-financial performance conditions plus continued employment conditions are met;
- continued employment conditions are complied without performance conditions.

In accordance with IFRS 2 – Share-based payments, these options and shares are measured at fair value on the grant date, which is determined using the valuation method that most suits the payment and features of each bonus share plan granted "Black & Scholes" or "Monte Carlo").

This value is recorded under personnel expenses (broken down by destination in the income statement), on a straight-line basis over the vesting period (period between the grant date and the plan maturity date) with a direct counterparty in shareholders' equity.

At each closing date, the Group reassesses the number of options likely to be exercised and the number of shares that could be distributed. If applicable, the impact of revising the estimates is recognized in the income statement with a corresponding adjustment in shareholders' equity.

Note 7.4.1 Bonus share grants

Ipsen granted various bonus share plans within the scope of IFRS 2 – *Share-Based Payments,* that were still vesting as of 31 December 2022.

2022 expense amounted to €26.2 million, compared to €26.5 million in 2021.

(in millions of euros/number of shares)	Vesting period	Number of granted shares	Number of granted shares alive	Value of shares on date granted	Fair value of bonus share	2022	2021
Plan dated March 27, 2017	4 years	37,980	n/a	€93.40	€99.27		-0.1
Plan dated May 28, 2018	3 years	85,875	n/a	€134.40	€133.37		0.2
Plan dated February 13, 2019	2 years	25,880	n/a	€109.60	€109.60		-0.1
Plan dated May 28, 2019	2/3 years	288,880	n/a	€112.10	€97.84	-0.3	-6.0
Plan dated February 12, 2020	2 years	71,650	n/a	€109.60	€109.60	0.2	-0.5
Plan dated May 29, 2020		**520,268**	**335,168**			**-7.2**	**-11.3**
Shares non subject to performance conditions	2 years	223,154	141,993	€72.00	€69.98		
Shares non subject to performance conditions	3 years	120,243	70,381	€72.00	€68.71		
Shares subject to performance conditions	3 years	176,871	122,794	€72.00	€62.02		
Plan dated July 29, 2020 - Chief Executive Officer		**37,829**	**37,829**			**0.0**	**0.0**
Shares non subject to performance conditions	3 years	37,829	37,829	€81.75	€74.83		
Plan dated May 27, 2021		**427,333**	**337,183**			**-11.2**	**-8.1**
Shares non subject to performance conditions	2 years	172,930	129,755	€85.78	€83.76		
Shares non subject to performance conditions	3 years	93,090	68,040	€85.78	€82.74		
Shares subject to performance conditions	3 years	161,313	139,388	€85.78	€84.37		
Plan dated May 27, 2021		**24,400**	**19,715**			**-0.8**	**-0.5**
Shares non subject to performance conditions	2 years	24,400	19,715	€85.78	€83.76		
Plan dated May 24, 2022		**323,999**	**307,283**			**-7.0**	**0.0**
Shares non subject to performance conditions	2 years	131,149	122,791	€94.00	€91.61		
Shares non subject to performance conditions	3 years	70,513	65,690	€94.00	€90.50		
Shares subject to performance conditions	3 years	122,337	118,802	€94.00	€91.14		
TOTAL						**-26.2**	**-26.5**

Note 7.4.2 Bonus share plans as part of the Consumer Healthcare Business sale

On 24 May 2022, the Board of Directors set up a specific plan to award 9,762 bonus shares as part of the sale of the Consumer Healthcare Business to Mayoly Spindler group.

This plan resulted in the award of Ipsen bonus shares. Vesting will be subject to performance conditions measured at the end of 2022 and related to:

- Total Sales, and
- Core Operating Income (generated by discontinued operations).

The condition of presence of shares granted to employees of the Consumer Healthcare activities was lifted at the same time as the disposal, for all existing plans.

The expense for the year for the residual cost of these shares amounted to €2.6 million.

Note 8 Net financial income/expense

(in millions of euros)	2022	2021 [1]
Investment income	5.3	1.9
Financing costs	(23.8)	(23.7)
Net financing costs	**(18.5)**	**(21.8)**
Foreign exchange gain / (loss) on non-operating activities	9.2	(0.9)
Change in fair value of equity investments	2.6	3.1
Net interest on employee benefits	0.5	0.1
Change in fair value of contingent assets and liabilities	(6.7)	(8.4)
Other financial liabilities	(11.1)	(7.7)
Other financial income and expenses	**(5.5)**	**(13.8)**
Financial income/(expenses)	**(24.0)**	**(35.6)**
of which total financial income	*157.5*	*91.7*
of which total financial expense	*(181.5)*	*(127.3)*

[1] The data published for 2021 has been restated to account for the impacts related to the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

Other financial liabilities included the cost of the Group's currency hedges.

Note 9 Income taxes

Tax expense for the year comprises:

- Current tax expense,
- Deferred tax expense.

The Group has elected to recognize the CVAE, the business tax (*Cotisation sur la Valeur Ajoutée des Entreprises*) as an income tax expense in the income statement. In accordance with IAS 12, the total amount of the current and deferred expenses related to the CVAE is presented on the "Income Tax" line item.

The tax credits that are not used in determining taxable income and that are reimbursed by the tax authorities when they are not deducted from corporate income tax, are recognized as subsidies and deducted as expenses under their corresponding line item.

Applying the variable carryover method, deferred taxes are recorded on all temporary differences between the carrying value and tax base of assets and liabilities, and on tax loss carryforwards.

The main temporary differences in the Group's consolidated financial statements stem from tax loss carryforwards, restatements to eliminate internal margins on inventory and provisions for retirement benefits.

The Group only recognizes deferred tax assets for deductible temporary differences when it is likely that taxable profits will be available for the temporary differences to be offset.

Deferred tax assets and liabilities are valued using the expected tax rate for the period in which the asset will be realized and the liability will be settled, based on the tax rates enacted or virtually enacted as of the balance sheet date. Deferred tax assets undergo a recoverability analysis based on Group forecasts.

Deferred tax assets and liabilities are not discounted, in accordance with IAS 12 – *Income Taxes*.

The Group calculates the amount of deferred taxes to recognize in the Group's consolidated financial statements per entity included in the scope of consolidation.

Note 9.1 Tax expenses

Note 9.1.1 Effective tax rate

(in millions of euros)	2022	2021
Net profit/(loss) from continuing operations	592.1	631.2
Share of net profit/(loss) from equity-accounted companies	(1.5)	0.4
Net profit/(loss) from continuing operations before share of results from equity-accounted companies	**593.6**	**630.8**
Current tax	(167.7)	(145.2)
Deferred tax	55.4	(13.1)
Income taxes	**(112.3)**	**(158.3)**
Pre-tax profit from continuing operations before share of results from equity-accounted companies	**705.9**	**789.1**
Effective tax rate	**15.9%**	**20.1%**

In 2022, €112.3 million in income tax expenses resulted in an effective tax rate of 15.9% on pre-tax profit from continuing operations, excluding the share of profit/(loss) from equity-accounted companies.

In 2021, €158.3 million in income tax expenses resulted in an effective tax rate of 20.1% on pre-tax profit from continuing operations, excluding the share of profit/(loss) from equity-accounted companies.

Note 9.1.2 Reconciliation between the effective and nominal tax expense

The following table shows the reconciliation between the effective tax expense and nominal tax expense based on pre-tax profit from continuing operations taxed at the standard French rate of 25.82% for the two years presented:

(in millions of euros)	2022	2021
Pre-tax profit from continuing operations before share of results from equity-accounted companies	705.9	789.1
Group tax rate	25.8%	28.4%
Nominal tax expense	**(182.3)**	**(224.2)**
(Increase)/Decrease in tax expense arising from:		
- Tax credits	48.2	13.4
- Non-recognition of tax impact on certain losses during the year	(24.8)	(31.9)
- Utilization of tax losses not recognized as deferred tax assets	—	—
- Recognition of deferred tax assets	3.7	38.8
- Other permanent differences	42.8	45.6
Effective tax expense	**(112.3)**	**(158.3)**
Effective tax rate	**15.9%**	**20.1%**

Items impacting tax expenses in 2022 included:

- research tax credits essentially in the United States, including €25 million resulting from a legal restructuring;
- an expense related to non-recognition of the tax effect on certain tax losses generated during the year in Canada;
- other permanent differences, which included differences in the effective tax rate of 25.82% and the effective tax rates where the Group's subsidiaries are located, as well as tax costs from the Group's legal restructuring.

Items impacting tax expenses in 2021 included:

- an expense related to non-recognition of the tax effect on certain tax losses generated during the year in Canada and in Germany;
- the income recorded from recognizing deferred net tax assets mainly due to losses generated in France in 2020;
- other permanent differences, which included differences in the effective tax rate of 28.41% and the effective tax rates where the Group's subsidiaries are located, as well as tax costs from the Group's legal restructuring.

Note 9.2 Deferred tax assets and liabilities

Changes in deferred tax assets and liabilities in 2022 broke down as follows:

(in millions of euros)	31 December 2021	(Loss) / profit in income statement	Deferred taxes recorded directly to reserves	Foreign Exchange differences	Transfers and other movements	31 December 2022
Deferred tax assets	258.7	35.1	(3.7)	2.2	18.4	321.1
Deferred tax liabilities	(101.8)	18.3	(1.3)	(4.0)	25.3	(77.9)
Net deferred tax assets	**156.9**	**53.5**	**(5.0)**	**(1.9)**	**43.7**	**243.2**

Changes in “Income statement income/(expenses)” totaling €53.5 million mainly included:

- €35.1 million in income primarily related to deferred tax assets related to inventory internal profit margin elimination;
- €18.3 million in net income for deferred tax liabilities mainly due to a €14.6 million reversal in income related to deferred tax liabilities correlated to amortization of the intangible asset palovarotene.

Changes in deferred tax assets and liabilities in 2021 break down as follows:

(in millions of euros)	31 December 2020	IFRIC related to Software as a Service [1]	1 January 2021 restated	(Loss) / profit in income statement	Foreign exchange differences	Transfers and other movements	31 December 2021
Deferred tax assets	243.2	5.7	248.8	5.5	4.8	(0.3)	258.7
Deferred tax liabilities	(79.9)	—	(79.9)	(21.7)	(7.4)	(0.1)	(101.8)
Net deferred tax assets	**163.2**	**5.7**	**168.9**	**(16.2)**	**(2.6)**	**(0.4)**	**156.9**

[1] The financial statements have been restated for the retroactive application of the IFRIC's decision relating to software used as a service (SaaS) as of 1 January 2021 (see note 11.1 to the consolidated financial statements for the year ended 31 December 2022).

Changes in "Income statement income/(expenses)" totaling -€16.2 million mainly included a €21.7 million net expense for deferred tax liabilities primarily due to updating deferred tax liabilities in the United Kingdom after the tax rose from 19% to 25%.

Note 9.3 Type of deferred taxes recognized on the balance sheet and the income statement

(in millions of euros)	31 December 2022	31 December 2021
Deferred tax related to employee benefits	7.7	14.4
Deferred tax related to internal profit margin elimination	129.4	97.0
Deferred tax assets related to tax loss carry forward	81.0	90.6
Other deferred tax assets	150.4	94.8
Offset of deferred tax assets and liabilities by fiscal entity	(47.5)	(38.1)
Deferred tax assets	**321.1**	**258.7**
Deferred tax liabilities related to the remeasurement of acquired intangibles assets	(65.8)	(81.6)
Other deferred tax liabilities	(59.5)	(58.3)
Offset of deferred tax assets and liabilities by fiscal entity	47.5	38.1
Deferred tax liabilities	**(77.9)**	**(101.8)**

The Group recognized €81.0 million in tax loss carryforwards as of 31 December 2022 (compared to €90.6 million in 2021). This decrease mainly stemmed from using deferred tax assets from losses generated in France, which were partially offset by recording deferred taxes in the United States.

Deferred tax assets are recognized based on results forecasts for each tax consolidation group. These forecasts are in line with Ipsen's long- and medium-term plans and take into account the time frames in relation to the duration of the tax loss carryforwards and the specific situation of each tax consolidation group.

The "Deferred taxes related to the remeasurement of acquired intangible assets" line item mainly included the amount of deferred tax liabilities recorded for palovarotene intangible assets.

Note 10 Goodwill

Note 10.1 Changes in Goodwill

Goodwill recorded in the consolidated balance sheet represents the difference between:

- the total amount of the following items:
  - the acquisition cost on the date when control is obtained;
  - the total non-controlling interests in the acquired company determined either at fair value on the acquisition date (full goodwill method), or based on their share in the fair value of the identifiable net assets acquired and liabilities assumed (partial goodwill method). The Group reviews this option on a transaction-by-transaction basis;
  - for business combinations achieved in stages, the fair value of the share held by the Group on the acquisition date, but before the date when control is obtained;
  - and the estimated impact of any adjustments in the acquisition cost, such as earnouts. These contingent earnouts are measured by applying the criteria set out in the purchase agreement, such as sales and earnings targets, to forecasts deemed to be highly probable. The contingent earnouts are then re-measured at each closing date, with any changes recognized on the income statement after the acquisition date (including the one-year period following the acquisition date, as long as they do not result from existing facts and circumstances as of the transaction date). They are discounted over their useful life if the impact is material. Any discounting adjustments to the carrying amount of the liability are recognized in "Other financial income and expenses";
- and the net amount of identifiable assets acquired and identifiable liabilities assumed are measured at their fair value as of the acquisition date.

(in millions of euros)	Net goodwill
1 January 2021	**592.8**
Changes in consolidation scope	—
Foreign exchange differences	30.3
31 December 2021	**623.2**
Changes in consolidation scope	(68.9)
Foreign exchange differences	25.6
31 December 2022	**579.9**

Change in consolidation scope for the year corresponded to:

- the Epizyme acquisition, totaling €28 million (see note 3.1);
- the divestment of the Consumer Healthcare Business for €97 million (see note 3.2).

Note 10.2 Impairment of goodwill

Impairment tests are conducted on goodwill in accordance with IAS 36 – *Impairment of Assets*, at least once per year, or if there are indicators of impairment.

Indicators of impairment loss can be related particularly to the results of successive phases of clinical trials, to pharmacovigilance, to patent protection, to the arrival of competing products and/or generics and the comparison between actual and forecast sales. These impairment indices are applied to all intangible assets with both finite and indefinite useful lives as soon as required by IAS 36.

Impairment tests involve comparing an asset's carrying value (asset groups or cash-generating units) with its recoverable amount. The recoverable amount is the higher of fair value less selling costs and value-in-use. Impairment tests are conducted at the Cash Generating Unit (CGU) level: Specialty Care.

An impairment loss is recorded on a separate line in the income statement for the difference when the recoverable amount is less than the asset's, the group of assets, or the cash generating unit's net carrying amount. If the Group identifies impairment on a cash generating unit, it is deducted from goodwill. Goodwill impairment cannot be reversed.

The assumptions used for the goodwill impairment tests are reviewed once a year and are based on:

- a five-year cash flow estimate made by the Group's operating entities;
- if longer estimates are warranted, cash flows are extrapolated by applying the long-term expected market growth rate.

The carrying amount of respective Cash Generating Units and main assumptions are as follows:

(in millions of euros)	
Net carrying value at 31 December 2021	
Goodwill	526.2
Net underlying assets	1,924.0
Total	**2,450.2**
Perpetuity growth rate	*1.5%*
Discount rate	*8.0%*
Net carrying value at 31 December 2022	
Goodwill	579.9
Net underlying assets	2,098.3
Total	**2,678.2**
Perpetuity growth rate	*1.5%*
Discount rate	*9.0%*

As of 31 December 2022, no goodwill impairment had been recorded.

Tests were performed to assess the sensitivity of the recoverable amount to probable changes in certain actuarial assumptions, primarily to the discount rate (range +/- 2 points), sales growth (range +/- 5 points) and the long-term growth rate (range +/- 1 point). Implementing sensitivity tests would not lead to the recognition of significant goodwill impairments.

Note 11 Intangible assets

Note 11.1 Changes to intangible assets

Note 11.1.1 Intellectual Property

Intellectual property primarily consists of patents, intellectual property rights and licenses to use intellectual property.

Patents

Acquired patents are capitalized at their purchase price or at fair value for business combinations.

Research and Development fees acquired separately

Payments made to purchase research and development work separately are recorded in assets under the "Intangible assets" line item when the assets meet the definition of a controlled resource the Group expects to receive identifiable future economic benefits on (separately or arising from contractual or legal rights).

In accordance with IAS 38, the first accounting criteria relating to probable future economic benefits generated by the intangible asset is presumed to be met for Research and Development work when they are acquired separately. The second recognition criterion related to the reliable measurement of the asset is satisfied as well when payment amounts are determined.

Internal Development costs

Internal development costs such as:

- industrial development costs incurred after obtaining market authorization to improve the industrial process for a major asset;
- some clinical trials to expand geographically for a molecule that has already received marketing authorization in one major market.

Are included in the project assessment and recorded in assets under the "Intangible assets" line item as they are incurred, and once the six criteria for IAS 38 – *Intangible Assets* – are met:

- the technical feasibility required to complete the development project;
- the Group intends to complete the project;
- the Group is able to use the intangible asset;
- the Group can demonstrate the asset's probable future economic benefit;
- the Group has technical, financial and other resources to complete the project; and
- the Group can reliably measure development costs.

Identified rights regarding intellectual property are amortized on a straight-line basis as soon as the product hits the market over their estimated useful lives, which in practice is between 8 and 20 years. These useful life periods vary depending on cash flow forecasts, which are based on the underlying patent-protection period.

Note 11.1.2 Software

Development costs for software developed in-house are recognized in the assets side of the balance sheet under the "Intangible Assets" line item as they are incurred and once the six criteria for IAS 38 – *Intangible Assets* – are met.

Capitalized expenses mainly include the salaries of personnel involved in the project and third party consulting fees. The software is amortized on a straight-line basis over the duration of its useful life.

Software and application licenses acquired under a SaaS distribution model (Software as a Service) are recognized in the Income Statement and are not recognized as an intangible asset or a lease agreement for the most part. Development costs related to these applications and software are accounted for the same way and are recognized in the Income Statement.

Acquired software licenses are amortized on a straight-line basis over the duration of their useful lives (from 1 to 10 years).

(in millions of euros)	Intellectual property	Software	Other intangible assets and intangible assets in progress	Total other intangible assets
Gross value at 31 December 2020	**2,329.5**	**166.0**	**26.8**	**2,522.2**
Application of IFRIC decision on software used in SaaS mode (Software as a Service)	—	(39.5)	(4.4)	(44.0)
Gross value at 1 January 2021	**2,329.5**	**126.5**	**22.4**	**2,478.3**
Acquisitions / increases	300.2	10.0	21.5	331.7
Disposals / decreases	(53.8)	(3.8)	—	(57.5)
Foreign exchange differences	127.6	1.3	0.1	129.1
Transfers and other movements	—	17.8	(15.0)	2.8
Gross value at 31 December 2021	**2,703.5**	**151.8**	**29.0**	**2,884.2**
Change in scope	213.3	(8.7)	(4.3)	200.3
Acquisitions / increases	110.3	3.8	42.3	156.4
Disposals / decreases	(38.6)	(36.8)	—	(75.4)
Foreign exchange differences	59.7	0.5	0.1	60.3
Transfers and other movements	—	14.7	(14.7)	0.1
Gross value at 31 December 2022	**3,048.2**	**125.4**	**52.3**	**3,225.9**
Amortization and impairment at 31 December 2020	**(1,282.4)**	**(115.2)**	**(3.5)**	**(1,401.1)**
Application of IFRIC decision on software used in SaaS mode (Software as a Service)	—	22.0	—	22.0
Amortization and impairment at 1 January 2021	**(1,282.4)**	**(93.1)**	**(3.5)**	**(1,379.1)**
Amortization	(81.9)	(20.4)	(0.4)	(102.7)
Impairment losses	(9.1)	—	—	(9.1)
Disposals / decreases	53.8	1.6	—	55.4
Foreign exchange differences	(77.8)	(0.9)	—	(78.7)
Transfers and other movements	—	—	—	—
Amortization and impairment at 31 December 2021	**(1,397.4)**	**(112.9)**	**(3.9)**	**(1,514.2)**
Change in scope	85.1	7.2	3.8	96.2
Amortization	(104.0)	(14.1)	(0.1)	(118.2)
Impairment losses	(114.3)	—	—	(114.3)
Disposals / decreases	30.0	35.0	—	65.0
Foreign exchange differences	(54.4)	(0.4)	—	(54.8)
Transfers and other movements	—	—	(0.1)	(0.1)
Amortization and impairment at 31 December 2022	**(1,555.0)**	**(85.2)**	**(0.3)**	**(1,640.5)**
Net value at 31 December 2021	**1,306.1**	**38.9**	**25.0**	**1,370.0**
Net value at 31 December 2022	**1,493.2**	**40.2**	**52.1**	**1,585.4**

In 2022, the change in gross value of intangible assets was mainly due to the following items:

- Change in scope resulting from the acquisition of Epizyme intellectual property, including Tazverik, for €325.0 million, presented as changes in scope of consolidation partially offset by the sale of intangible assets related to the Consumer Healthcare Business amounting to a net carrying value of €28.6 million;
- Recognition of additional milestone payments to Exelixis and to Blueprint Medicines in intangible assets as well as milestone payments from partnership agreements signed in 2022, particularly with Marengo Therapeutics;
- A transfer in intellectual property rights for the product Xermelo to partners amounting to a net carrying value of €8.5 million.

In 2021, the increase in gross value of intangible assets was mainly due to additional Exelixis milestone payments, collaboration agreements particularly with GENFIT, Irlab, and Exicure.

The disposal relates to intellectual property from research programs pertaining to Systemic Radiation Therapy (SRT) to Fusion Pharmaceuticals Inc. and SatoSea Oncology GmbH.

Note 11.2 Impairment tests of intangible assets

Note 11.2.1 Intangible assets not yet amortized

Intangible rights acquired from a third party for drugs not yet marketed) are tested for impairment in accordance with IAS 36 – *Impairment of Assets*, at least once a year and whenever there is an indication that the asset may be impaired.

These assets involve rights acquired for special advanced development phase medications in the fields of Oncology, Neuroscience and Rare Diseases that have not yet been marketed.

Note 11.2.2 Intangible assets with a defined useful life

Intangible assets with a defined useful life are only tested for impairment when events or circumstances indicate that the assets may have been impaired.

For these intangible assets, the recoverable value is the value-in-use based on expected future cash flow estimates.

Note 11.2.3 Determining the recoverable value

The period taken into account for estimating anticipated cash flows is based on the economic life intrinsic to each intangible asset. When the economic life exceeds Group forecasts, the terminal value may be used.

Estimated cash flows are discounted to present value using the weighted average cost of capital of each cash-generating unit.

When it is not possible to estimate the recoverable amount of a particular fixed asset, the Group determines the recoverable amount of the cash-generating unit that holds it. More specifically, for an intangible right in the early development phase, the asset is tested for impairment only if an indication of loss of value arises between the date it is acquired and the annual closing date.

Note 11.2.4 Impairment losses

Impairment on intangible assets (excluding software) and other impairment are shown under the "impairment losses" line item of the income statement.

Impairment tests on intangible assets (excluding software) led the Group to record impairment losses on the following intangible assets in 2021 and 2022:

(in millions of euros)	2022	2021
Impairment losses on intangible assets (excluding software)	**(114.3)**	**(9.1)**
Research and development projects - Specialty Care	(114.3)	—
Marketed products - Specialty Care	—	(9.1)

Comments on the impairment recognized in 2022 are shown in note 6.5 to the consolidated financial statements.

In 2022, as part of the annual review of assets with an indefinite useful life, the Group conducted an impairment test to remeasure the intangible asset palovarotene's recoverable amount. The recoverable amount corresponds the discounted value of expected future cash flows from these scenarios over the product's estimated life cycle, including new clinical data and potential sales developments as well as estimated approval dates for the FOP indication.

A probability of success for regulatory approval of this indication was also applied.

The Group used 9% as the discount rate given the risk level of the Specialty Care Business.

These assumptions reflect management's best estimate as well as information management knew at the time the impairment test was conducted.

An increase or decrease in probability of success could significantly impact the value of the asset tested:

- a 5-point increase in the probability would increase the recoverable value by €27 million;
- a 5-point decrease in the probability would reduce the recoverable value by €27 million.

The Group has performed sensitivity analyses based on a change of only one parameter. As a result, these sensitivity analyses correspond to a mechanical calculation method that does not reflect a consistent change in all parameters (regulatory and commercial) nor does it incorporate additional measures the Group could take in such circumstances.

The impairment test results led to an additional €55 million impairment of the palovarotene intangible asset. The net carrying amount of the intangible asset palovarotene totaled €217 million as of 31 December 2022.

Note 11.3 Breakdown of intangible assets by asset type

(in millions of euros)	31 December 2022			31 December 2021		
	Gross value	Amortization & impairment	Net value	Gross value	Amortization & impairment	Net value
Brands and Trademarks	0.7	(0.5)	0.2	67.1	(57.8)	9.3
Licenses	1,535.9	(693.7)	842.2	1,432.0	(618.2)	813.8
Research acquired	1,505.8	(855.0)	650.8	1,194.9	(711.9)	483.0
Patents	5.8	(5.8)	—	9.5	(9.5)	—
Software	125.4	(85.2)	40.2	151.8	(112.9)	38.9
Other intangible assets	0.3	(0.3)	0.1	4.3	(3.9)	0.3
Intangible assets in progress	52.0	—	52.0	24.7	—	24.7
TOTAL	**3,225.9**	**(1,640.5)**	**1,585.4**	**2,884.2**	**(1,514.2)**	**1,370.0**
Of which impairment losses		**(957.3)**			**(865.8)**	

As of 31 December 2022, the Group has a net total carrying value of €651.3 million in “Licenses” not yet amortized classified under “Intellectual Property” (€483.0 million in 2021).

Note 12 Property, plant & equipment

Property, plant and equipment items are accounted for at acquisition price, at fair value for business combinations, or at production cost less cumulative depreciation and any impairment loss.

Subsequent costs are included in the asset’s carrying value, or, if applicable, they are recognized as a separate asset if the future economic benefits associated with the asset are likely to go to the Group, and the cost of the asset can be measured reliably.

Depreciation is usually calculated on a straight-line basis over the assets’ estimated useful lives. For fixtures and fittings related to lease assets, the Group determines their lease term in line with the term of the leases themselves. Some industrial assets are depreciated based on production volumes.

Estimated useful lives are as follows:

- buildings, fixtures and fittings 5 to 30 years
- industrial plant & equipment 5 to 10 years
- other property, plant and equipment 3 to 10 years

Land is not depreciated.

Residual values and the duration of the assets’ useful lives are revised and, if applicable, adjusted at each closing.

The carrying value of an asset is depreciated immediately to bring it back to its recoverable amount when the asset’s carrying value is greater than its estimated recoverable amount.

Property, plant and equipment are also tested for impairment any time an event or change in circumstance signals that these accounting values may not be recoverable in accordance with IAS 36 – *Impairment of assets*.

Impairment losses on property, plant and equipment are reported together with losses on intangible assets and losses on goodwill under the "impairment losses" line item in the income statement.

The gains and losses on disposals of assets, included in other operating income and expenses, are determined by comparing proceeds from disposals with the carrying value of the disposed asset.

Note 12.1 Property, plant and equipment movements

(in millions of euros)	Lands	Buildings	Equipment and tools	Other assets	Tangible assets in progress	Total property, plant and equipment
Gross value at 1 January 2021	**21.7**	**552.3**	**392.4**	**139.4**	**90.6**	**1,196.5**
Acquisitions / increases	0.1	26.6	2.9	14.5	51.8	96.0
Disposals / decreases	—	(11.5)	(10.3)	(11.8)	—	(33.7)
Foreign exchange differences	0.2	15.6	11.5	4.7	2.1	34.1
Transfers and other movements	0.1	13.9	15.7	5.1	(37.7)	(2.9)
Gross value at 31 December 2021	**22.1**	**596.9**	**412.3**	**151.9**	**106.7**	**1,290.0**
Change in scope	(3.9)	(98.2)	(108.7)	(12.4)	(3.0)	(226.1)
Acquisitions / increases	—	18.1	3.2	10.3	69.3	101.1
Disposals / decreases	(2.1)	(64.1)	(14.5)	(19.6)	—	(100.3)
Foreign exchange differences	(0.1)	2.4	(5.9)	—	(2.0)	(5.6)
Transfers and other movements	0.7	9.5	8.9	5.0	(24.4)	(0.3)
Gross value at 31 December 2022	**16.8**	**464.7**	**295.3**	**135.3**	**146.7**	**1,058.7**
Amortization and impairment at 1 January 2021	**(3.3)**	**(254.3)**	**(224.7)**	**(66.0)**	**(1.5)**	**(549.9)**
Amortization	(0.6)	(44.8)	(24.0)	(21.4)	—	(90.7)
Impairment losses [(1)]	—	(13.4)	0.5	(1.8)	—	(14.7)
Disposals / decreases	—	9.3	7.4	10.2	—	26.9
Foreign exchange differences	(0.1)	(6.9)	(5.1)	(2.2)	—	(14.2)
Transfers and other movements	—	(0.1)	(0.2)	0.4	—	0.1
Amortization and impairment at 31 December 2021	**(3.9)**	**(310.2)**	**(246.1)**	**(80.8)**	**(1.5)**	**(642.5)**
Change in scope	1.5	75.2	77.7	9.7	0.1	164.2
Amortization	(0.5)	(41.1)	(21.4)	(20.1)	—	(83.1)
Impairment losses [(1)]	—	(6.5)	0.2	(0.1)	—	(6.4)
Disposals / decreases	1.4	56.0	14.4	19.0	0.1	90.8
Foreign exchange differences	—	(2.8)	2.7	(0.4)	—	(0.4)
Transfers and other movements	—	0.4	(1.0)	0.8	—	0.2
Amortization and impairment at 31 December 2022	**(1.6)**	**(228.9)**	**(173.6)**	**(71.9)**	**(1.3)**	**(477.3)**
Net value at 31 December 2021	**18.2**	**286.7**	**166.1**	**71.2**	**105.2**	**647.5**
Net value at 31 December 2022	**15.2**	**235.8**	**121.7**	**63.4**	**145.3**	**581.4**

[(1)] Changes relating to impairment losses on property, plant and equipment are shown in section 3.2.1 "Other operating income/(expenses)" line item in the 2022 income statement.

In 2022, acquisitions of property, plant and equipment totaled €101.1 million, compared with €96.0 million in 2021.

The increase in acquisitions resulted primarily from investments in the Group's industrial sites in 2021 in France, in Ireland, in the United Kingdom and in the United States to grow production capacity.

Changes in scope during the year primarily corresponded to the sale of property, plant and equipment from the Consumer Healthcare Business totaling a net carrying amount of €73.8 million.

Note 12.2 Rights of use of leased assets

Leases are accounted for using a single recognition model that leads to a right of use being recognized for an asset under property, plant and equipment and lease liabilities recorded in "Current financial liabilities" or "Non-current financial liabilities". The Group recognizes leases in the balance sheet as soon as the lease is created for the discounted value of future cash outflows. They are amortized according to the lease term of the agreement, which corresponds to the economic life of similar tangible assets.

Amortization expenses are accounted for in the income statement under each line of Operating income that involves leases "Cost of goods sold", "Selling expenses", "Research and development expenses", etc. and interest expenses in "Net financing costs".

The Group has two main types of leases — property leases and vehicle leases. In accordance with options authorized by the standard, lease agreements with a term of less than 12 months or leases with an asset value totaling less than 5 thousand U.S. dollars are not recognized under assets in the balance sheet.

Commercial lease reviews rely on contractual provisions to determine which assumptions to use to estimate rights-of-use assets or lease liabilities.

- The term of the lease used corresponds to the non-cancellable period defined in the agreement, unless the Group is reasonably sure it will renew the lease.
- The Group has assessed the term of the lease used for properties in line with the term used for depreciating fixtures and fittings recognized as an asset for these properties.
- The Group measures lease liabilities from lease agreements at the present value of remaining lease payments and discounts using each lease agreement's incremental borrowing rate and taking into account the remaining term of the lease commitment. The Group applies the marginal incremental interest rate and uses a swap curve adjusted for Ipsen's financing spread depending on the currency zone where the lease operates.
- Ipsen applies a discount rate based on the amortization schedule of these payments.

In accordance with the standard, Ipsen applies IFRS 16 provisions to all lease agreements except low value (less than U.S. $5 thousand) and/or short-term (less than twelve months) agreements. Payments related to lease agreements (rent) receiving the exemption are recognized as operating expenses.

(in millions of euros)	Real estate	Cars	Other	Total assets rights of use
Net value at 31 December 2021	**90.5**	**10.2**	**0.4**	**101.1**
Change in scope	8.1	(0.4)	(0.6)	7.2
Acquisitions / increases	11.9	5.2	—	17.1
Disposals / decreases	(0.7)	(0.6)	—	(1.3)
Impairment / amortization	(35.4)	(7.6)	0.3	(42.7)
Foreign exchange differences	1.7	0.2	—	2.0
Transfers and other movements	—	—	—	—
Net value at 31 December 2022	**76.2**	**7.1**	**—**	**83.2**

An analysis of lease liabilities is shown in note 20.

As of 31 December 2022, amortization of lease assets amounted to a €29.3 million expense under the "Other operating expenses" line item in the income statement. Depreciation totaled a €6.7 million net expense in the income statement.

As of 31 December 2022, interest expense in the income statement amounted to €3.0 million.

For 2022, cash outflows amounted to €34.7 million. It is shown in in the Statement of Cash Flows under "Net change in short-term borrowings".

Note 13 Equity investments

IFRS 9 provides an option to classify equity instruments irrevocably on an instrument-by-instrument basis as instruments measured at fair value though other comprehensive income, as long as these instruments meet the IAS 32 definition of equity.

The Group opted to irrevocably classify its investments in non-consolidated companies in this category, as they represent equity instruments. They are measured at fair value through equity without later recycling gains or losses to the income statement. These financial assets are presented under "Equity investments". The associated dividends are recognized in the income statement.

The shares the Group owns in investment funds do not meet the definition of equity instruments, but do meet the definition of debt instruments instead; these shares are recorded in assets for the amount of fair value and changes in fair value are recognized in the income statement.

For investments in listed equity instruments, fair value is the quoted market price. For investments in unlisted equity instruments, fair value is determined by referring to recent market transactions or using a valuation technique that provides reliable and objective price estimates in line with those used by other players active in the market.

(in millions of euros)	Equity investments at fair value through other comprehensive income	Equity investments at fair value through profit and loss	Equity investments
31 December 2021	**50.8**	**56.0**	**106.9**
Change in fair value	0.7	2.6	3.3
Increase	—	7.8	7.8
Disposals / decrease	(2.5)	(6.2)	(8.7)
Other movements including foreign exchange differences	0.4	0.2	0.6
31 December 2022	**49.4**	**60.4**	**109.8**

Note 13.1 Equity investments at fair value through other items of comprehensive income

Changes in fair value of these equity investments mainly corresponded to an increase in the fair value of shares in Rhythm Pharmaceuticals Inc. for €15.5 million, which offset decreases in fair value, particularly for Xilio Therapeutics -€5.3 million, Pyxis Oncology -€4.4 million, Satosea -€3.2 million and GENFIT for -€1.4 million.

The decreases mainly related to the sale of Radius shares totaling €2.5 million.

Note 13.2 Equity investments at fair value through profit/(loss)

Acquisitions mainly included payments made to Agent Capital Funds I and II for €7.8 million.

Decreases mostly corresponded to distributions received by Agent Capital Funds I for €6.2 million.

The change in fair value of these shares primarily related to the increase in fair value of Agent Capital Funds I for €4.4 million, partially offset by a decline in fair value of Innobio FCPI (innovation mutual funds) for -€(1.4) million.

Note 14 Investments in equity-accounted companies

Goodwill arising from the acquisition of an equity-accounted company is included in the carrying amount of the equity-accounted investment. The costs directly related to the combination are included in the measurement of the investment acquisition price.

For impairment losses related to the goodwill and intangible assets of equity-accounted companies, goodwill and impairment losses are recognized under "Share of income from equity-accounted companies."

(in millions of euros)	31 December 2021	Movements during the year				31 December 2022
		Acquisition	Divestiture	Net profit/ (loss) of the period	Foreign exchange differences and other movements	
Investments accounted for using the equity method	26.2	—	—	(1.3)	1.6	26.4

As of 31 December 2022, the Group owns a 50% interest in Linnea S.A., and 13.7% interest in Bakx Therapeutics Inc. Both companies were consolidated using the equity method (joint venture).

The information below corresponds to financial statement data for equity-accounted companies, prepared using the Group's accounting policies (for amounts up to 100%):

(in millions of euros)	31 December 2022			
	Assets	Liabilities, excluding shareholders' equity	Sales	Net profit/(loss) for the year
Linnea S.A.	33.2	7.6	25.3	(0.6)
Bakx Therapeutics Inc.	19.0	1.2	2.4	(5.9)
Total	**52.2**	**8.7**	**27.6**	**(6.5)**

The Ipsen Group is aware of an anti-competitive practice investigation that was initiated in 2019 against Linnea. Following interactions with the authorities with respect to the allegations made, Linnea has recorded a certain contingency provision in its accounts.

Note 15 Other non-current assets and liabilities

(in millions of euros)	31 December 2022	31 December 2021 [(1)]
Liquidity agreement	1.9	1.3
Deposits paid	4.2	2.9
Total other non-current assets	**6.1**	**4.3**
Non-current deferred income	40.6	45.8
Contingent liabilities related to business combinations	63.1	109.3
Total other non-current liabilities	**103.7**	**155.1**

(1) Data for 2021 has been restated following the change in presentation of assets and liabilities related to contingent payments (see note 2.2 of the accounting principles). Liabilities associated with contingent payments (totaling €109.3 million) have been reclassified from the "Non-current financial liabilities" line item to the "Other non-current liabilities" line item and €45.1 million was reclassified from the "Current financial liabilities" line item to the "Other current liabilities" line item.

In 2022, contingent liabilities related to business combinations included the Contingent Value Right (CVR) resulting from the acquisition of Epizyme for €54.2 million (see note 3.1).

Contingent liabilities related to business combinations at the opening were reclassified in "other current liabilities". Their settlement is planned for 2023.

Note 16 Current assets and liabilities

Note 16.1 Inventories

Inventories are measured at the lower of cost and net realizable value. The internal cost price is determined using the weighted average cost method.

Net realizable value is the estimated selling price in the normal course of business, less the estimated costs necessary to make the sale.

The cost of finished goods includes all purchasing costs, transformation costs and other costs incurred to ship inventories to their present location and in their current condition.

	31 December 2022			31 December 2021
(in millions of euros)	Gross value	Depreciations	Net value	Net value
Raw materials and supplies	54.8	(8.4)	46.4	59.0
Work in progress	146.6	(9.3)	137.3	51.5
Finished goods	103.6	(3.2)	100.4	108.9
Total	**304.9**	**(20.9)**	**284.1**	**219.4**

Changes during the period mainly included €86.4 million related to new entities joining the Group's scope of consolidation, and €42.7 million related to the sale of stocks in the Consumer Healthcare Business.

Note 16.2 Trade receivables

The Group uses the expected loss model, as introduced by IFRS 9 – *Financial Instruments,* for its trade receivables. The impairment allowance for trade receivables is based on a historical loss rate observed over the three previous years on a receivable-by-receivable basis and adjusted for prospective events that take into account individualized credit risks and the economic outlook of the relevant market.

(in millions of euros)	31 December 2022	31 December 2021
Gross value	637.1	569.6
Depreciation	(4.6)	(5.4)
Net value	**632.5**	**564.3**

The increase in trade receivables was due to improvement in the Group's performance. Changes during the period also included €20.1 million related to foreign exchange impacts and €49.3 million from disposing of receivables from the Consumer Healthcare Business.

(in millions of euros)	Total overdue trade receivables - gross value	Trade receivables < 3 months	Trade receivables from 3 to 6 months	Trade receivables from 6 to 12 months	Trade receivables > 12 months
31 December 2022	59.0	41.3	6.1	5.4	6.2
31 December 2021	8.8	(4.3)	0.8	5.8	6.6

Note 16.3 Trade payables

(in millions of euros)	31 December 2022	31 December 2021
Trade payables	647.1	594.7

Changes during the period mainly included:

- €8.9 million related to foreign exchange impacts;
- €44.1 million related to the Epizyme acquisition;
- €35.9 million pertaining to the disposal of receivables from the Consumer Healthcare Business.

Note 16.4 Other current assets

(in millions of euros)	31 December 2022	31 December 2021 [1]
Contingent assets related to business combinations	41.4	42.4
Advance payments to suppliers	13.0	9.8
Prepayments	77.5	68.0
Recoverable VAT	69.3	77.4
Other assets	38.3	23.4
Total other current assets	**239.6**	**221.0**

(1) Data related to 2021 has been restated following the change in presentation of assets and liabilities related to the contingent payments (see note 2.2 in the accounting principles). Assets related to contingent payments have been reclassified from the "Current financial assets " line item to the "Other current assets" line item for €42.4 million.

Note 16.5 Other current and non-current liabilities

(in millions of euros)	31 December 2022	31 December 2021 [1]
Amounts due to non-current asset suppliers	42.5	135.7
Employment-related liabilities	197.8	198.2
VAT payable	34.8	37.6
Other current tax liabilities (excluding VAT and Corporate Tax)	16.7	18.4
Current deferred income	5.2	6.0
Contingent liabilities related to business combinations	197.3	45.1
Other liabilities	9.0	5.8
Total other current liabilities	**503.3**	**446.8**

(1) Data related to 2021 has been restated following the change in presentation of assets and liabilities related to the contingent payments (see note 2.2 in the accounting principles). Assets related to contingent payments (totaling €109.3 million) have been reclassified from the "Non-current financial liabilities" line item to the "Other non-current liabilities" line item and €45.1 million has been reclassified from the "Current financial assets" line item to the "Other current assets" line item.

The change in fair value of contingent liabilities related to business combinations includes the revaluation of the probabilities of success of milestone payments related to the intangible asset Onivyde under the NAPOLI III trial.

The decrease in "Amounts due to non-current asset suppliers" as of 31 December 2021 was due to receiving €87.9 million in undisbursed milestone payments as part of Ipsen's partnership with Exelixis, which was disbursed in 2022.

Note 17 Cash and cash equivalents

Cash includes cash on hand in demand deposits with banks.

Cash equivalents include term deposits, short-term, highly liquid investments (with a maturity of less than three months), and are subject to an insignificant risk of changes in value in the event of interest rate fluctuations.

Cash equivalents are classified as financial assets at fair value held for transactions. They are measured at fair value and any changes are recognized in the income statement. Given the nature of these assets, their fair value is generally close to their net carrying value.

(in millions of euros)	31 December 2022	31 December 2021
Cash	528.6	323.0
Cash equivalents	640.7	491.6
Bank overdrafts	(3.8)	(5.5)
Total cash	**1,165.5**	**809.1**

Note 18 Consolidated shareholders' equity

Note 18.1 Share capital

As of 31 December 2022, Ipsen's share capital comprised 83,814,526 ordinary shares each with a par value of €1, including 48,275,297 shares with double voting rights, compared with 83,814,526 ordinary shares each with a par value of €1, including 48,311,316 shares with double voting rights as of 31 December 2021.

Note 18.2 Earnings per share

Basic earnings per share was calculated by dividing consolidated net profit for the year attributable to Ipsen S.A. shareholders by the weighted average number of shares outstanding during the period.

The weighted average number of shares outstanding is calculated according to movements in share capital, less any treasury shares held by the Group.

Diluted earnings per share was calculated by dividing consolidated net profit for the year attributable to equity holders of Ipsen S.A. by the weighted average number of ordinary shares outstanding plus any potentially dilutive ordinary shares not yet issued.

Bonus share plans

As of 31 December 2022:

- bonus shares granted by the plans dated 29 May 2020 (2nd tranche deliverable in 2023), 29 July 2020, and 27 May 2021 and 24 May 2022 are not included in the weighted average number of shares used to calculate basic income;
- bonus shares granted by the plan dated 29 May 2020 (2nd tranche deliverable in 2023) as well as the portion of bonus shares not subject to performance conditions in the 29 July 2020, 27 May 2021, and 24 May 2022 plans are included in calculating the weighted average number of shares from diluted earnings.

(in millions of euros/number of shares)	31 December 2022	31 December 2021
Net profit from continuing operations - attributable to Ipsen S.A. shareholders	593.4	631.2
Net profit from discontinued operations - attributable to Ipsen S.A. shareholders [1]	55.2	15.3
Consolidated net profit - attributable to Ipsen S.A. shareholders	**648.6**	**646.6**
Number of ordinary shares at start of year	83,814,526	83,814,526
Treasury shares (weighted average number)	(1,400,722)	(1,167,170)
Weighted average number of shares outstanding during the year	**82,413,804**	**82,647,356**
Basic earnings per share (in euros)	**€7.87**	**€7.82**
Basic earnings per share, continuing operations (in euros)	€7.20	€7.64
Basic earnings per share, discontinued operations (in euros) [1]	€0.67	€0.19
Weighted average number of shares outstanding during the year	82,413,804	82,647,356
Dilutive effect of bonus shares	684,041	711,070
Weighted average number of shares outstanding to calculate diluted earnings per share	**83,097,845**	**83,358,426**
Diluted earnings per share (in euros)	**€7.81**	**€7.76**
Diluted earnings per share, continuing operations (in euros)	€7.14	€7.57
Diluted earnings per share, discontinued operations (in euros)	€0.66	€0.18

[1] Data published for 2021 has been restated to account for the impacts associated with the disposal of the Consumer Healthcare Business (see note 3.2 to the consolidated financial statements for the year ended 31 December 2022).

Note 18.3 Distributions

		31 December 2022	31 December 2021
Distribution payout (in euros)	(a)	99,315,157	82,891,813
Number of shares on the payment date	(b)	82,762,631	82,891,813
Distribution per share (in euros)	**(a)/(b)**	**1.20**	**1.00**

Note 19 Provisions

Provisions are recognized in accordance with IAS 37 – *Provisions, Contingent Liabilities and Contingent Assets* to cover all liabilities to third parties that are neither financial guarantees nor commitments but are likely or certain to cause an outflow of resources embodying economic benefits, provided the amount of the provision can be reliably estimated.

These provisions are estimated based on the most likely assumptions at the closing date. In the case of restructurings, a liability is recorded as soon as the restructuring has been announced and the Group has drawn up or started to implement a detailed restructuring plan.

Provisions are discounted if the time value is material. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks inherent to the liability. The provision increase resulting from the restatement at historical value is recorded as a financial expense.

(in millions of euros)	Provisions for business and operating risks	Provision for restructuring costs	Other provisions	Total Provisions
31 December 2020	**9.7**	**38.1**	**29.9**	**77.7**
Charges	6.1	19.0	44.0	69.1
Applied reversals	(3.9)	(20.4)	(1.3)	(25.6)
Released reversals	(1.9)	(6.9)	(7.6)	(16.4)
Foreign exchange differences, transfers and other movements	—	0.6	0.1	0.8
31 December 2021	**10.0**	**30.5**	**65.1**	**105.6**
Charges	16.7	14.6	25.1	56.4
Applied reversals	(5.3)	(9.0)	(2.4)	(16.6)
Released reversals	(1.2)	—	(13.9)	(15.1)
Changes in consolidation scope	(0.7)	(9.3)	(1.1)	(11.0)
Foreign exchange differences, transfers and other movements	0.1	0.1	4.8	4.9
31 December 2022	**19.6**	**26.9**	**77.7**	**124.2**
of which non-current	*7.8*	*5.8*	*54.9*	*68.5*
of which current	*11.8*	*21.1*	*22.8*	*55.6*

As of 31 December 2022, provisions broke down as follows:

- **Business and operating risks**

These provisions included certain risks of an economic nature reflecting costs that the Group could be brought to bear to terminate commercial contracts and research studies or resolve various commercial disagreements.

- **Provisions for restructuring costs**

These provisions mainly corresponded to costs incurred by the Group to adapt its structure, transformation costs for Epizyme as well as costs to relocate the Onivyde manufacturing site from Cambridge (Massachusetts, United States) to Signes, France.

Allowances and reversals during 2022 were recognized in Operating Income.

- **Other provisions**

These provisions included, in particular, the risk of additional taxes on certain items from tax reassessment by local authorities that certain Group subsidiaries may be required to pay (not including corporate income tax).

Note 20 Financial assets and liabilities

Note 20.1 Financial assets

Financial assets, excluding cash and derivative financial assets used for hedging purposes, are classified in one of the three following categories:

- financial assets at amortized cost;
- financial assets at fair value through other items of comprehensive income;
- financial assets at fair value through profit or loss.

The Group classifies financial assets upon initial recognition based on the characteristics of their contractual cash flows and the Group's management model.

Note 20.1.1 Financial assets at amortized cost

Financial assets at amortized cost primarily comprise Group issued loans and receivables.

The Group uses the effective interest rate method to calculate interest income from financial assets.

Note 20.1.2 Financial assets at fair value through other items of comprehensive income

Financial assets at fair value through other comprehensive income primarily consist of non-consolidated equity interests. Related dividends are recorded in the income statement. If a sale is involved, accumulated gains and losses in shareholders' equity are not recycled into the income statement.

Note 20.1.3 Financial assets at fair value through profit/(loss)

Financial assets at fair value through profit or loss mainly include:

- short-term investments. These investments are held for trading purposes and do not meet the classification criteria for cash equivalents (as per IAS 7 – *Statement of Cash Flows*), but which nonetheless show limited volatility;
- interests the Group owns in investment funds. The interests held in these funds do not meet the definition of equity instruments but do meet the definition of debt instruments instead;

(in millions of euros)	31 December 2021 [1]	New assets / Increases	Repayments / Decreases	Change in fair value	Other movements including foreign exchange differences	31 December 2022
Non-current financial assets	**0.1**	**0.1**	**—**	**—**	**—**	**0.1**
Derivatives instruments	11.7	—	—	19.3	—	31.0
Other current financial assets	—	—	—	—	—	—
Current financial assets	11.7	—	—	19.3	—	31.0
Total financial assets	**11.8**	**0.1**	**—**	**19.3**	**—**	**31.1**

[1] Data related to 2021 has been restated to account for the change in presentation of assets and liabilities associated with contingent payments (see note 2.2 of the accounting principles). Assets related to contingent payments totaling €42.4 million have been reclassified from the "Other financial assets" line item to the "Other current assets" line item.

Note 20.2 Financial liabilities

Financial liabilities include loans and are initially recognized at fair value. They are then recognized using the amortized cost method based on the effective interest rate.

(in millions of euros)	31 December 2021 [2]	New loans / Increases	Repayments / Decreases	Change in fair value	Other movements including foreign exchange differences	31 December 2022
Bonds and bank loans	562.8	—	—	—	18.9	581.8
Lease liabilities	95.0	16.9	(10.1)	—	(19.9)	82.0
Other financial liabilities	5.1	1.3	(1.1)	—	(2.0)	3.3
Non-current financial liabilities (measured at amortized cost)	**662.9**	**18.2**	**(11.3)**	**—**	**(2.9)**	**667.0**
Contingent liabilities related to business combinations	—	—	—	—	—	—
Non-current financial liabilities (measured at fair value)	**—**	**—**	**—**	**—**	**—**	**—**
Non-current financial liabilities	**662.9**	**18.2**	**(11.3)**	**—**	**(2.9)**	**667.0**
Credit lines and bank loans	—	—	—	—	—	—
Lease liabilities	29.8	—	(34.7)	—	32.5	27.7
Other financial liabilities [1]	88.4	1,212.0	(1,227.5)	—	0.2	73.1
Current financial liabilities (measured at amortized cost)	**118.2**	**1,212.0**	**(1,262.1)**	**—**	**32.7**	**100.8**
Contingent liabilities related to business combinations	—	—	—	—	—	—
Derivative financial instruments	11.5	—	—	1.5	—	13.0
Current financial liabilities (measured at fair value)	**11.5**	**—**	**—**	**1.5**	**—**	**13.0**
Current financial liabilities	**129.7**	**1,212.0**	**(1,262.1)**	**1.5**	**32.7**	**113.8**
Total financial liabilities	**792.6**	**1,230.3**	**(1,273.4)**	**1.5**	**29.8**	**780.8**

(1) Additions and repayments of other current financial liabilities measured at amortized cost primarily included commercial paper.
(2) Data related to 2021 has been restated after changing the presentation of assets and liabilities linked to contingent payments (see note 2.2 of the accounting principles). The €109.3 million in liabilities associated with contingent payments have been reclassified from the "Non-current financial liabilities" line item to the "Other non-current liabilities" line item, then €45.1 million in liabilities were reclassified from "Current financial liabilities" to "Other current liabilities".

The Group's financing mainly includes:

- a €300 million, unsecured, seven-year public bond taken out on 16 June 2016 with a coupon at an annual interest rate of 1.875%;
- a $300 million long-term U.S. Private Placement (USPP) taken out on 23 July 2019 in two tranches with 7- and 10-year maturities;
- a €1.5 billion Revolving Credit Facility (RCF) taken out on 24 May 2019. The new Revolving Credit Facility initially matured in five years and had two one-year extension options, exercised in 2020 and 2021, respectively, extending the maturity to May 2026. As of 31 December 2021, the RCF was no longer used;
- a €600 million commercial paper program (NEU CP – Negotiable EUropean Commercial Paper), €65 million of which has been drawn as of 31 December 2022.

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

Other transactions included €20.7 million in foreign exchange differences, €13.5 million in scope of consolidation entrances, and reclassifications between non-current and current liabilities.

Note 21 Financial risks, hedge accounting and fair value of financial instruments

Note 21.1 Financial risks

Note 21.1.1 Foreign exchange exposure

Part of the Group's business is conducted in countries where the euro, the Group's reporting currency, is the functional currency. Nevertheless, owing to its international business scope, the Group is exposed to exchange rate fluctuations that can affect its results.

Transactional foreign exchange risk

The Group's hedging policy aims to protect operating income from foreign exchange rate fluctuations compared to its company forecasts. Accordingly, the effective portion of the hedge is recorded in operating income. The Group hedges its main foreign currencies, including the USD, GBP, CNY, CHF, AUD, and BRL).

A 10% increase or decrease in the U.S. dollar, the pound sterling, and the Chinese yuan against the euro (the main currencies in which the Group operates) would impact sales by plus 5% or minus 4%, and Group Operating income by plus 5% or minus 4%.

The Group's policy is not aimed at carrying out derivative financial instrument transactions for speculative gain.

Foreign exchange risk

Financing foreign exchange risk is related to financing contracted in a currency other than the functional currencies of Group entities. To consolidate this risk, the Group usually labels intercompany financing in the borrowing subsidiary's functional currency.

The Group hedges financial current accounts denominated in the functional currencies of its subsidiaries through financial instruments that match current account balances. These include currency swaps and loans and borrowings contracted from counterparty banks.

Note 21.1.2 Interest Rate Exposure

The Group's funding consists of a fixed-rate debt from bond debts (bonds and U.S. Private Placement – USPP), as well as variable-rate debt from revolving credit facilities and a commercial paper program (NEU CP – Negotiable EUropean Commercial Papers).

Note 21.1.3 Liquidity and counterparty risk

The Group's policy involves diversifying its business counterparties to avoid risks by spreading out revenue streams and choosing these counterparties wisely. In addition, the Group monitors the credit risks associated with the financial instruments it invests in by selecting its investments according to the credit rating of its business counterparties.The Group manages these funds and mainly invests them as fixed-term investments (term deposits and term accounts). The Group invests its surpluses in short-term money-market financial instruments negotiated with counterparties whose credit ratings are at least investment grade.

Note 21.2 Hedge accounting

As part of its overall strategy for managing foreign exchange risk, the Group buys and sells derivative financial instruments (primarily currency futures) to manage and reduce the risk to exchange rate fluctuations. The Group only works with first-class financial institutions. Hedge accounting is applied to instruments formally designated as such and requires well-organized and detailed documentation from their inception, in accordance with IFRS 9 – *Financial Instruments.*

The Group also sets up net investment hedge transactions in foreign countries and have accounted for them in a similar way as cash flow hedges. Exchange rate exposure in foreign subsidiaries has been hedged with debt instruments.

The Group has not set up any interest rate swaps.

In addition, the Group has not designated any derivative instruments as fair value hedge.

Changes in fair value of the hedging instrument are recorded:

- as equity in the comprehensive income statement, for the effective portion of the hedging relationship, then are recycled in the income statement under "Other operating income/(expenses)" when the hedged transaction falls under hedged operating activities and is completed;
- as "Other financial income/(expenses)" for the ineffective portion, which includes swap points and foreign currency basis spread components of foreign exchange contracts.

When the Group does not expect to complete a planned transaction any longer, the cumulative gains and losses previously recognized as equity are immediately recorded under income.

Derivative instruments that do not qualify as hedge accounting are initially and subsequently measured at fair value. Any changes in fair value are recognized in "Other financial income and expenses".

As of 31 December 2022 and 31 December 2021, derivative financial instruments held by the Group broke down as follows:

(in millions of euros)		31 December 2022						31 December 2021		
		Face value	Fair value		Nominal value by maturity			Face value	Fair value	
			Assets	Liabilities	Less than 1 year	1 to 5 years	Over 5 years		Assets	Liabilities
Exchange rate risk hedging - Business transactions										
Put forward contracts	Cash Flow Hedge	811.4	24.1	(6.6)	811.4	—	—	610.1	8.4	(10.1)
Put option contracts	Cash Flow Hedge	—	—	—	—	—	—	—	—	—
Seller at maturity foreign exchange swaps	Cash Flow Hedge	130.2	3.9	(0.3)	130.2	—	—	57.9	0.2	(0.4)
Call forward contracts	Cash Flow Hedge	155.4	0.1	(1.7)	155.4	—	—	138.9	2.1	—
Call option contracts	Cash Flow Hedge	—	—	—	—	—	—	—	—	—
Buyer at maturity foreign exchange swaps	Cash Flow Hedge	101.1	0.4	(2.8)	101.1	—	—	43.6	0.4	(0.2)
Total business transactions		**1,198.2**	**28.4**	**(11.4)**	**1,198.2**	**—**	**—**	**850.5**	**11.1**	**(10.7)**
Exchange rate risk hedging - Financial transactions										
Put forward contracts	Non-hedging derivatives	39.7	2.4	(0.3)	39.7	—	—	—	—	—
Seller at maturity foreign exchange swaps	Non-hedging derivatives	202.6	0.1	(0.8)	202.6	—	—	124.2	0.1	(0.5)
Call forward contracts	Non-hedging derivatives	—	—	—	—	—	—	—	—	—
Buyer at maturity foreign exchange swaps	Non-hedging derivatives	606.9	—	(0.5)	606.9	—	—	266.9	0.6	(0.2)
Total financial transactions		**849.2**	**2.5**	**(1.6)**	**849.2**	**—**	**—**	**391.1**	**0.7**	**(0.7)**
Total hedging of business and financial transactions		**2,047.4**	**30.9**	**(13.0)**	**2,047.4**	**—**	**—**	**1,241.6**	**11.7**	**(11.5)**

- **Impact of financial instruments used for future cash flow hedges on "Shareholders' equity"**

  As of 31 December 2022, the future cash flow hedge reserve for business transactions came to €24.5 million pre-tax, compared to a reserve of €2.3 million pre-tax as of 31 December 2021.

- **Impact of financial instruments used for future cash flow hedges on "Operating Income"**

  As of 31 December 2022, financial instruments used for future cash flow hedges on business transactions negatively impacted Operating income in the amount of €(28.0) million.

- **Impact of financial instruments used for future cash flow hedges on "Net financial income/(expense)"**

  As of 31 December 2022, the impact of financial instruments used for future cash flow hedges recognized in Net financial income/(expense) came to a (€21.3) million expense.

- **Impact of financial instruments not qualified for future cash flow hedges on "Net financial income/(expense)"**

  As of 31 December 2022, the impact of financial instruments not qualified for future cash flows is included in the *"Foreign exchange gain/(loss) on non-operating activities"* line item in net financial income/(expense) and came to €(9.3) million as of 31 December 2022. The impact of these financial instruments in "Net financial income/(expense)" came to €4.7 million over the period.

- **Impact of financial instruments used for net investment hedges on "Shareholders' equity"**

  As of 31 December 2022, the net investment hedge reserve accounted for a €(17.3) million expense before tax.

Note 21.3 Fair value of financial instruments

The Group measures their financial instruments at fair value. These instruments include derivative instruments, listed and unlisted financial assets and variable payments recognized as part of business combinations.

Financial instruments reported in the balance sheet as of 31 December 2022 break down as follows:

	31 December 2022	Breakdown by financial instrument class - balance sheet value					Level of fair value		
(in millions of euros)	Carrying value	Fair value through income statement	Financial assets at fair value through other comprehensive income	Assets at amortized cost	Liabilities at amortized cost	Derivative financial instruments	Level 1	Level 2	Level 3
Equity investments	109.8	60.4	49.4	—	—	—	50.1	—	59.7
Non-current financial assets	0.1	—	—	0.1	—	—	—	—	—
Other non-current assets	6.1	1.9	—	4.2	—	—	1.9	—	—
Trade and account receivables	632.5	—	—	632.5	—	—	—	—	—
Current financial assets	31.0	—	—	—	—	31.0	—	31.0	—
Other current assets	239.5	41.4	—	198.1	—	—	—	—	—
Cash and cash equivalents	1,169.3	1,169.3	—	—	—	—	1,169.3	—	—
ASSETS	**2,188.4**	**1,231.6**	**49.4**	**835.1**	**—**	**31.0**	**1,221.3**	**31.0**	**59.7**
Non-current financial liabilities	667.0	—	—	—	667.0	—	—	—	—
Other non-current liabilities	103.7	63.1	—	—	40.6	—	—	—	—
Current financial liabilities	113.8	—	—	—	100.8	13.0	—	13.0	—
Trade payables	647.1	—	—	—	647.1	—	—	—	—
Other current liabilities	503.3	197.3	—	—	306.0	—	—	—	—
Bank overdrafts	3.8	3.8	—	—	—	—	3.8	—	—
LIABILITIES	**2,038.7**	**3.8**	**—**	**—**	**1,761.5**	**13.0**	**3.8**	**13.0**	**—**

- Level 1: fair value calculated using quoted prices in an active market for identical assets and liabilities;
- Level 2: fair value calculated using valuation techniques based on observable market data such as prices of similar assets and liabilities or parameters quoted in an active market;
- Level 3: fair value calculated using valuation techniques based wholly or partly on unobservable inputs such as prices in an inactive market or a valuation based on multiples for unlisted securities.

Financial instruments recorded in the balance sheet as of 31 December 2021 break down as follows:

	31 December 2021 [1]	Breakdown by financial instrument class - balance sheet value						Level of fair value		
(in millions of euros)	Carrying value	Fair value through income statement	Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit/(loss)	Assets at amortized cost	Liabilities at amortized cost	Derivatives	Level 1	Level 2	Level 3
Equity investments	106.9	—	50.8	56.1	—	—	—	48.7	—	58.2
Non-current financial assets	0.1	—	—	—	0.1	—	—	—	—	—
Other non-current assets	4.3	1.3	—	—	2.9	—	—	1.3	—	—
Trade and account receivables	564.3	—	—	—	564.3	—	—	—	—	—
Current financial assets	11.7	—	—	—	—	—	11.7	—	11.7	—
Other current assets	221.0	42.4	—	—	178.6	—	—	—	—	42.4
Cash and cash equivalents	814.7	814.7	—	—	—	—	—	814.7	—	—
ASSETS	**1,722.9**	**858.4**	**50.8**	**56.1**	**745.9**	**—**	**11.7**	**864.7**	**11.7**	**100.5**
Non-current financial liabilities	662.8	—	—	—	—	662.8	—	—	—	—
Other non-current liabilities	155.1	109.3	—	—	—	45.8	—	—	—	109.3
Current financial liabilities	129.7	—	—	—	—	118.2	11.5	—	11.5	—
Trade payables	594.7	—	—	—	—	594.7	—	—	—	—
Other current liabilities	446.8	45.1	—	—	—	401.7	—	—	—	45.1
Bank overdrafts	5.5	5.5	—	—	—	—	—	5.5	—	—
LIABILITIES	**1,994.7**	**160.0**	**—**	**—**	**—**	**1,823.2**	**11.5**	**5.5**	**11.5**	**154.4**

[1] Data related to 2021 has been restated after changing the presentation of the assets and liabilities linked to contingent payments (see note 2.2 of the accounting principles). €42.4 million in assets related to contingent payments have been reclassified from the "Current financial assets" line item to the "Non-current financial assets" line item. €109.3 million in liabilities related to contingent payments have been reclassified from the "Non-current liabilities" line item to the "Other non-current liabilities" line item and €45.1 million was reclassified from the "Current financial liabilities" line item to the "Other current liabilities" line item.

Note 22 Related-party information

Note 22.1 Director and Executive compensation

In 2022, the total compensation paid to Board and Executive Leadership Team members amounted to €23.8 million, €0.6 million of which was paid to members of the Board of Directors and €23.2 million of which was paid to members of the Executive Leadership Team (see Chapter 5).

Pension and similar benefits for Board members and members of the Executive Leadership Team totaled €3.2 million as of 31 December 2022, with €1.4 million paid to members of the Board of Directors and €1.8 million paid to Executive Leadership Team members.

Note 22.2 Related-party transactions

Related-party transactions mainly corresponded to transactions with entities involved in the manufacturing chain for the EGb 761 extract and other plants owned by the Schwabe group.

Note 22.2.1 In the income statement

	2022		2021	
(in millions of euros)	Income	Operating expenses	Income	Operating expenses
Associated companies	—	—	—	—
Companies over which the Group's executive officers exercise significant influence	—	—	—	(5.7)
Total	**—**	**—**	**—**	**(5.7)**

Note 22.2.2 In the balance sheet

	31 December 2022				31 December 2021			
(in millions of euros)	Other receivables	Trade receivables	Bank loans / Debt	Trade payables	Loans and receivables	Trade receivables	Bank loans / Debt	Trade payables
Associated companies	—	—	—	—	—	—	—	—
Companies over which the Group's executive officers exercise significant influence	1.9	—	—	—	3.3	—	—	(1.3)
Total gross	**1.9**	**—**	**—**	**—**	**3.3**	**—**	**—**	**(1.3)**
Provisions for doubtful accounts receivable	—	—	—	—	—	—	—	—
Total	**1.9**	**—**	**—**	**—**	**3.3**	**—**	**—**	**(1.3)**

Note 23 Commitments and contingent liabilities

Note 23.1 Operating commitments

Within the scope of its business, and in particular with strategic development operations that lead to partnerships, the Group regularly enters into agreements that may result in potential financial commitments, subject to the completion of certain events.

The probability-weighted and discounted value of the commitments represents the amount that the Group actually expected to pay or to receive as of 31 December 2022. The value of these commitments was determined by weighing the future commitments by the following criteria:

- probabilities of occurrence of each milestone payment planned in the agreement. The probabilities of occurrence are estimated between 0% and 100% and are reviewed and approved by the Group management team;
- discount rate corresponding to each of the Group's Cash Generating Unit to which the agreement belongs – Specialty Care;
- cost of debt before tax for commitments related to milestones for products in development.

The maximum amounts that may be owed (commitments given) or received (commitments received) represent the maximum amounts if all the contractual terms and conditions were met, not probability-weighted, and not discounted.

Note 23.1.1 Operating commitments given

As part of its key agreements, the Group could make the regulatory or marketing milestone payments shown below:

(in millions of euros)	31 December 2022	31 December 2021
Probable and discounted commitments given	411.5	444.0

The maximum amount of commitments given as of 31 December 2022 and 31 December 2021 is detailed below:

(in millions of euros)	31 December 2022	31 December 2021
Key agreements in Oncology	3,542.2	1,832.1
Key agreements in Rare Diseases	803.1	789.2
Key agreements in Neuroscience	337.8	322.0
Key agreements in Consumer Healthcare	0.0	5.3
Total	**4,683.1**	**2,948.7**

In 2022, the increase in commitments given was mainly due to new commitments in Oncology resulting in collaboration agreements being signed with Marengo (€1,490 million) and AGV Discovery.

In addition, the other major agreements signed previously are:

in Oncology:

- an exclusive worldwide-collaboration with BAKX Therapeutics Inc. for BKX-001, targeting the apoptosis pathway;
- an exclusive worldwide collaboration with Accent Therapeutics, targeting the RNA modifying protein, METTL3;
- an exclusive licensing agreement with Exelixis where Ipsen owns the exclusive commercialization rights for cabozantinib indications outside the United States, Canada and Japan;
- a partnership with Queen's University Belfast (QUB) that gives Ipsen access to their novel first-in-class FLIP inhibitor program.

in Rare Diseases:

- an exclusive worldwide license with GENFIT to develop, manufacture and commercialize elafibranor, for people living with Primary Biliary Cholangitis (PBC);
- an exclusive worldwide license agreement with Blueprint Medicines for the development and commercialization of BLU-782, a selective investigational ALK2 inhibitor being developed for the treatment of fibrodysplasia ossificans progressiva (FOP).

in Neuroscience: an exclusive worldwide licensing agreement aimed to improve the lives of people living with Parkinson's disease.

Note 23.1.2 Operating commitments received

As part of its key agreements, the Group could receive regulatory or marketing milestone payments:

(in millions of euros)	31 December 2022	31 December 2021
Probable and discounted commitments received	28.8	16.1

The maximum amount of commitments received as of 31 December 2022 and 31 December 2021 broke down as follows:

(in millions of euros)	31 December 2022	31 December 2021
Key agreements in Oncology	911.8	587.0
Key agreements in Neuroscience	21.2	24.7
Key agreements in Rare Diseases	29.2	30.9
Key agreements in Consumer Healthcare	0.0	67.0
Key agreements in Hematology	150.7	140.9
Total	**1,112.9**	**850.4**

As of 31 December 2022, the variation in commitments received mainly related to the acquisition of Epizyme (€325 million) and the disposal of the Consumer Healthcare Business during 2022.

As of 31 December 2021, commitments received mainly included amounts receivable under new agreements in Oncology signed with SatoSea Oncology GmbH and Fusion Pharmaceuticals related to the sale of the Systemic Radiation Therapy (SRT) program.

Note 23.2 Financial commitments

Ipsen Group has taken out a worldwide liability insurance policy from a third-party insurer. The insurance company itself is underwritten by the captive reinsurance company Ipsen Ré, a wholly-owned subsidiary of the Group, for up to the first €30 million for any potential claim made.

To cover that financial commitment and address any potential default by Ipsen Ré, on 17 May 2022, the Ipsen S.A. parent company issued a letter of guarantee payable upon first demand to the third-party insurer for a total amount of €3.7 million. This first demand guarantee took effect on 1 January 2022 and expires on 31 December 2026 if it has not already been used in its entirety. It can be renewed annually.

Furthermore, the previous civil liability insurance policy was reinsured by the captive reinsurance company (Ipsen Ré) and was terminated on 31 December 2018. Under this contract, the previous €9 million first demand guarantee, issued in favor of the previous insurer, has been extended for five years after the reinsurance policy expires on 31 December 2023.

The Group owns a 50% interest in a Swiss company named Linnea. It is consolidated using the equity method, and it has taken out three credit lines totaling CHF11 million. These credit lines were not drawn on during the year.

Note 23.3 Other commitments

Note 23.3.1 Capital expenditure commitments

Future Group expenditures resulting from existing investment commitments amounted to €23.0 million as of 31 December 2022, and broke down as follows:

(in millions of euros)	Maturity			Total
	Less than one year	From one to five years	Over five years	
Industrial assets	11.9	0.0	0.0	**11.9**
Research and Development assets	11.1	0.0	0.0	**11.1**
Total	**23.0**	**0.0**	**0.0**	**23.0**

Note 23.3.2 Endorsements, pledges and guarantees given

Total guarantees given amounted to €27.3 million as of 31 December 2022. These commitments primarily correspond to guarantees given to government authorities to participate in calls for tender.

Note 23.3.3 Commitments arising from Research and Development agreements

Within the scope of its business, the Group regularly enters into Research and Development agreements with partners that may result in potential financial commitments. As of 31 December 2022, those commitments totaled €45.3 million.

Note 23.4 Contingent liabilities

The Group may be involved in litigation, arbitration and other legal proceedings. Such proceedings are generally related to civil litigation concerning product liability, intellectual property rights, competition law, trading practices, trade rules, labor rights, tax issues, waste treatment and environmental issues, and requests for guaranteeing the liabilities of assets sold. Provisions related to litigation and arbitration are recognized in compliance with the principles presented in note 19.

Most of the questions raised by these claims are complex and subject to significant uncertainties. As a result, it is sometimes difficult to measure how likely it is that the Group will have to recognize an expense and measure how much to provision for. Contingent liabilities relate to instances where either it is not reasonably possible to provide a reliable estimate of the financial impact that could arise from a case being settled, or where it is not likely that a case will result in payment by the Group.

In general, risks are measured according to a series of complex assumptions about future events. These measurements are based on estimates and assumptions deemed reasonable by management. The Group believes that the total amount of provisions recognized for the aforementioned general risks is adequate based on information currently available. However, given the uncertainties inherent to such litigation and to contingent liability estimates, the Group cannot rule out the possibility of future rulings that could have an unfavorable material impact on its results.

The Group set up a tax pool in France for all Group companies operating in France that meet legal requirements. The system provides for various penalty provisions when entities leave the tax group, mentioned here for informational purposes.

Arbitration proceedings with Galderma

In 2021, Galderma initiated two arbitration proceedings against Ipsen at the ICC International Court of Arbitration.

The first dispute relates to Galderma's regulatory submission strategy of QM-1114, a botulinum toxin A in liquid form for which Ipsen, in its capacity as marketing authorization holder and owner of the intellectual property in the territories in which Galderma is appointed as exclusive distributor, has objected to such regulatory filing as Ipsen is the ultimate responsible entity toward the regulatory agencies.

The second dispute involves differences of opinion on the territorial scope of the partnership under the 2007 European Agreement.

The two arbitrations are pending before ICC arbitral tribunals.

Ipsen intends to fully defend and vindicate its rights against Galderma's allegations. As of 31 December 2022, Ipsen cannot reasonably predict the outcome of the cases or any potential financial impact they could have on the financial statements at this preliminary stage of the proceedings.

Note 24 Subsequent events with no impact on the consolidated financial statements as of 31 December 2022

Acquisition of Albireo

On 9 January 2023, Ipsen and Albireo announced that they have entered into a definitive merger agreement under which Ipsen will acquire Albireo, a leading innovator in bile-acid modulators to treat pediatric and adult cholestatic liver diseases. The anticipated acquisition will enrich Ipsen's Rare Disease portfolio and pipeline.

The lead medicine in Albireo's pipeline is Bylvay (odevixibat), a potent, once-daily, oral, non-systemic ileal bile acid transport inhibitor (IBATi). Bylvay was approved in 2021 in the U.S. for the treatment of pruritus in patients three months of age and older with progressive familial intrahepatic cholestasis (PFIC), and in the E.U. for the treatment of PFIC in patients aged six months or older. Bylvay has orphan exclusivity for the approved indications in PFIC in the U.S. and E.U.

According to the terms and conditions of the agreement and merger plan, Ipsen, through a wholly-owned subsidiary, will launch a takeover bid to purchase all outstanding shares of Albireo at a price of $42.00 per share in cash at the closing of the transaction, at an estimated initial total of $952 million in addition to one Contingent Value Right (CVR) per share. Each CVR will entitle the owner to a deferred cash payment of $10.00 per CVR, which will be available when the U.S. FDA approves Bylvay for the treatment of biliary atresia by no later than 31 December 2027, which could potentially make it possible to increase patient numbers in the BOLD trial.

The Group expects to finalize the transaction by the end of the first quarter of 2023.

Note 25 Consolidation scope

Note 25.1 Consolidation methods

Subsidiaries controlled by the Group are fully consolidated. Companies controlled jointly with one or several outside partners are either consolidated as a joint venture using the equity method, or as a joint operation, whereby Ipsen recognizes its assets and liabilities proportionally to its rights and obligations in the arrangement, in accordance with IFRS 11.

Companies over which the Group exercises significant influence are consolidated using the equity method.

If the accounting methods used by subsidiaries, joint operations, joint ventures, and equity-accounted companies do not comply with those used by the Group, all necessary changes are made to ensure that the financial statements of those companies are compatible with the Group's accounting principles. Transactions between consolidated companies and intra-group results are eliminated.

Investments in companies that are not consolidated are recognized as equity investments.

Note 25.2 Fully-consolidated companies

Name and legal form	Country	Registered office	31 December 2022 % interest	31 December 2021 % interest
Ipsen S.A. *(société consolidante)*	France	Boulogne (92)	100	100
BB et Cie S.A.S.	France	Boulogne (92)	100	100
Beaufour Ipsen Industrie S.A.S.	France	Dreux (28)	—	100
Ipsen Consumer Healthcare S.A.S.	France	Boulogne (92)	—	100
Ipsen Innovation S.A.S.	France	Les Ulis (91)	100	100
Ipsen Pharma S.A.S.	France	Boulogne (92)	100	100
Ipsen PharmSciences S.A.S.	France	Dreux (28)	100	100
Ipsen Pharma Biotech S.A.S.	France	Signes (83)	100	100
Ipsen Pharma Algérie S.P.A.	Algeria	Algiers	49	49
Ipsen Pharma GmbH	Germany	Munich	100	100
OctreoPharm Sciences GmbH	Germany	Berlin	100	100
Ipsen Pty Limited	Australia	Glen Waverley	100	100
Ipsen Pharma Austria GmbH	Autriche	Munich	100	—
Ipsen N.V.	Belgium	Merelbeke	100	100
Beaufour Ipsen Farmaceutica LTDA	Brazil	Sao Paulo	100	100
Ipsen Biopharmaceuticals Canada Inc.	Canada	Mississauga	100	100
Clementia Pharmaceuticals, Inc.	Canada	Montreal	100	100
Beaufour Ipsen (Tianjin) Pharmaceutical Co. Ltd	China	Tianjin	—	96

Name and legal form	Country	Registered office	31 December 2022 % interest	31 December 2021 % interest
Ipsen (Beijing) Pharmaceutical science and technology development Co. Ltd	China	Beijing	100	100
Ipsen (Tianjin) Pharmaceutical Trade Co. Ltd	China	Tianjin	100	100
Ipsen (Shanghai) innovation pharmaceuticals Co., Ltd	China	Shanghai	100	100
Ipsen Colombia S.A.S	Colombia	Bogota	100	—
Ipsen Korea	Korea	Seoul	100	100
Ipsen Pharma S.A.	Spain	Barcelona	100	100
Ipsen Biopharmaceuticals, Inc.	United States	New Jersey	100	100
Ipsen Bioscience Inc.	United States	Massachusetts	100	100
Clementia Pharmaceuticals USA, Inc.	United States	Massachusetts	100	100
Epizyme Inc.	United States	Cambridge	100	—
Ipsen Epe	Greece	Athens	100	100
Ipsen Pharma Hungary Kft	Hungary	Budapest	100	100
Elsegundo Limited	Ireland	Cork	100	100
Ipsen Manufacturing Ireland Limited	Ireland	Dublin	100	100
Ipsen Pharmaceuticals Limited	Ireland	Dublin	100	100
Ipsen S.p.A.	Italy	Milan	100	100
Akkadeas Pharma S.r.l	Italy	Milan	—	100
IPSEN K.K.	Japan	Tokyo	100	100
Ipsen Pharma Kazakhstan	Kazakhstan	Almaty	100	100
Ipsen Ré S.A.	Luxembourg	Luxembourg	100	100
Ipsen Mexico S. de R.L. de C.V.	Mexico	Mexico	100	100
Ipsen Farmaceutica B.V.	Netherlands	Hoofddorp	100	100
Ipsen Poland LLC	Poland	Warsaw	100	100
Ipsen Portugal - Produtos Farmaceuticos S.A.	Portugal	Alges	100	100
Ipsen Pharma s.r.o.	Czech Republic	Prague	100	100
Ipsen Pharma Romania S.R.L.	Romania	Bucharest	100	100
Ipsen Limited	United Kingdom	Berkshire	100	100
Ipsen BioInnovation Limited	United Kingdom	Oxford	100	100
Ipsen Biopharm Limited	United Kingdom	Wrexham	100	100
Ipsen Developments Limited	United Kingdom	Berkshire	100	100
Sterix Limited	United Kingdom	Slough	100	100
Ipsen OOO	Russia	Moscow	100	100
Ipsen Consumer Healthcare LLC	Russia	Moscow	—	100
Ipsen Pharma Singapore PTE Ltd	Singapore	Singapore	100	100
Institut Produits Synthèse (Ipsen) AB	Sweden	Kista	100	100
IPSEN Pharma Schweiz GmbH	Switzerland	Zug	100	100
Ipsen Pharma Tunisie S.A.R.L.	Tunisia	Tunis	100	100
Ipsen Ukraine Services LLC	Ukraine	Kyiv	100	100

Note 25.3 Equity-accounted companies

Name and legal form	Country	Registered office	31 December 2022 % interest	31 December 2021 % interest
Bakx Therapeutics Inc.	United States	New York	14	14
Linnea S.A.	Switzerland	Riazzino	50	50

Note 26 Fees paid to the Statutory Auditors

The fees paid by the Group to the Statutory Auditors and members of their networks are presented in the following table:

	Amount net of VAT		%		Amount net of VAT		%	
	PWC	Deloitte	PWC	Deloitte	KPMG		KPMG	
(in thousands of euros)	2022	2021	2022	2021	2022	2021	2022	2021
Certification and limited interim review of separate and consolidated financial statements								
Issuer	325	216	34%	32%	303	235	36%	19%
Fully consolidated subsidiaries	598	400	62%	59%	516	617	62%	49%
Sub-total	**923**	**616**	**96%**	**91%**	**819**	**852**	**98%**	**68%**
Services other than the certification of the financial statements [1]								
Issuer	30	30	3%	4%	0	0	0%	0%
Fully consolidated subsidiaries	10	30	1%	4%	14	409	2%	32%
Sub-total	**40**	**60**	**4%**	**9%**	**14**	**409**	**2%**	**32%**
Total	**963**	**676**	**100%**	**100%**	**833**	**1,261**	**100%**	**100%**

(1) The type of services other than the "certification of financial statements" provided by the Statutory Auditors to the consolidating entity and to its controlled subsidiaries includes the contractual audit, certification of financial, environmental, and corporate social responsibility data, and independent third-party assignments.

3.2.6 Statutory Auditors' Report on the consolidated financial statements

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.
This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Ipsen S.A.
Registered office : 65, Quai Georges Gorse – 92100 Boulogne-Billancourt
Statutory Auditors' Report on the consolidated financier statements

For the year ended 31 December 2022

To the shareholders of Ipsen S.A.,

Opinion

In compliance with the engagement entrusted to us by your annual general meetings, we have audited the accompanying consolidated financial statements of Ipsen S.A. ("the Group") for the year ended 31 December 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors, for the period from 1 January 2022 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014 or in the French Code of ethics (code de déontologie) for statutory auditors.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Intellectual property valuation
Note 11 of IPSEN's consolidated financial statements

Identified risk
As of December 31, 2022, the net value of the Group's intellectual property presented in "Other intangible assets" amounted to 1 493m€ out of a total balance sheet of 5 608m€.

Those assets relate to acquired rights for pharmaceutical specialties that can be:

- marketed and amortized on a straight-line basis over their useful life. The useful life periods vary depending on cash flow forecasts, which are based on the underlying patent-protection period.
- during the ongoing development phase and therefore not yet marketed, and thus not yet amortized.

As indicated in note 11, those assets which are not yet amortizable are mainly intellectual property rights and licenses and are subject to an annual impairment test or whenever there is a trigger event. The assets with a definite useful life are subject to an impairment test whenever events or changes in circumstances indicate that these assets may have been impaired.

Impairment tests consist in comparing the net book value of the asset to its recoverable amount, which is the higher of its fair value less costs to transfer and its value in use. The value in use is determined on estimated future cash flows expected of the asset.

The approach used for the impairment test is described in note 11.2

We considered that the valuation of those assets is a key audit matter because of its significant importance in the Group accounts and the method of determining their recoverable value, based on future cash flow forecasts, which requires the use of assumptions and estimates by management based on the future discounted cash flows used to perform these tests.

Audit procedures implemented with regard to the identified risk
Our worked consisted in particular in:

- obtaining an understanding of the process put in place by management to perform impairment tests on those assets
- corroborating the existence of an indication of impairment identified by management as of December 31, 2022
- assessing the methods used to implement the impairment tests performed by management. With the support of our valuation experts, we assessed the reasonableness of the discount rates applied to the cash flows and long-term growth rates used. We also verified the correct calculation of these tests;

- verifying the consistency of cash-flow projections with management's business plans. Where possible, we also assessed the consistency of certain assumptions with external market and industry data, and the consistency of these assumptions with evidence obtained elsewhere during the audit, such as internal company communications and presentations and external communications;
- performing our own sensitivity analyses on impairment tests to corroborate those prepared by management;
- assessing the appropriateness of the information provided in the note 11 to the consolidated financial statements.

Epizyme Acquistion
Notes 1.2 and 3.1.2 of IPSEN's consolidated financial statements

Identified risk
On August 12, 2022, Ipsen announced the completion of the acquisition of all the shares of Epizyme at a price of USD 1.45 per share plus a Guaranteed Value Certificate (GVC) of USD 1.00 per share.

This transaction meets the definition of a business combination as set forth in IFRS 3 R "Business Combinations" and has been accounted for accordingly in Ipsen's consolidated financial statements at that date.

The fair value of the consideration transferred amounted to 541m€. The tangible and intangible assets acquired, net of liabilities assumed, amounts to 513m€ and the goodwill recognized at the end of the transaction amounts to 28m€.

The purchase price allocation remains provisional as of December 31, 2022. The identification and determination of the fair value of the assets acquired and liabilities assumed require specific valuation expertise and significant judgments.

We consider the assessment of the fair value of the assets acquired and liabilities assumed in the Epizyme acquisition to be a key audit matter because of the significance of the transaction to the consolidated financial statements and the high level of judgment required of management in the provisional purchase price allocation.

Audit procedures implemented with regard to the identified risk
As part of the audit, we obtained the legal documentation related to the transaction as well as the report of the external valuator engaged by Management to perform the provisional purchase price allocation and to assist in the identification of the assets and liabilities recognized in the acquisition of Epizyme.

We performed specific procedures on significant balance sheet items of the acquired company as of August 12, 2022.

With the help of our valuation experts, our work also consisted in:

- reviewing the process implemented by management to identify liabilities, contingent liabilities assumed, and assets acquired, corroborating those with (i) the discussions we had with management and (ii) our understanding of Epizyme's business;
- analyzing the valuation methods used by management to determine the fair value of the assets acquired and liabilities assumed;
- assessing the significant valuation assumptions used by management by comparing them to market data where possible;
- verifying the arithmetical accuracy of the valuations performed;
- assessing the overall consistency of the price allocation made and the amount of goodwill thus calculated;
- verifying that notes 1.2 and 3.1.2 to the consolidated financial statements provides appropriate information.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verification required by laws and regulations of the Group's information given in the management report of the Board of Directors.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code (code de commerce) is included in the Group's management report (or in the Group's information given in the management report], it being specified that, in accordance with Article L.823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

Report on Other Legal and Regulatory Requirements

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of the Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Ipsen S.A. by the annual general meeting held on 18 June 2005 for KPMG S.A. and on 24 May 2022 for PricewaterhouseCoopers Audit.

As at 31 December 2022, KPMG S.A. were in the 18th year of total uninterrupted engagement and PricewaterhouseCoopers Audit were in the 1st year of engagement.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (code de commerce) and in the French Code of Ethics *(code de déontologie)* for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Neuilly-sur-Seine and Paris la Défense, on February 15,2023

PricewaterhouseCoopers Audit	KPMG S.A.
Stéphane Basset	Catherine Porta

3.3 2022 COMPANY FINANCIAL STATEMENTS

3.3.1 Summary documents

Balance sheet as of 31 December 2022

Assets *(in millions of euros)*	Notes	31 December 2022			31 December 2021
		Gross	Depreciation, amortization & write-downs	Net	
Intangible assets	**3.1.1**	0.2		0.2	0.2
Financial investments					
– Equity investments	3.1.2/3.1.3	1,167.4		1,167.4	1,167.4
– Loans					
– Other financial assets	3.1.2/3.1.3	14.9	4.2	10.8	11.8
Non-current assets		**1,182.5**	**4.2**	**1,178.4**	**1,179.4**
Receivables					
– Advances and down-payments to suppliers		0.0		0.0	0.0
– Trade and accounts receivables	3.2	15.2		15.2	16.6
– Other receivables	3.2	17.2		17.2	135.3
Other					
– Short-term investments	3.3	104.8		104.8	120.1
– Cash and cash equivalents	3.4	564.7		564.7	378.0
– Prepayments					
Current assets		**701.9**	**0.0**	**701.9**	**650.0**
Debt issuance costs to be amortized	**3.5**	**2.2**		**2.2**	**3.7**
Bond redemption premium	**3.6**	**0.1**		**0.1**	**0.4**
Unrealized losses on foreign exchange	**3.7**	**13.3**		**13.3**	**0.0**
Total assets		**1,900.1**	**4.2**	**1,895.9**	**1,833.5**

Liabilities (in millions of euros)	Notes	31 December 2022	31 December 2021
Share capital		83.8	83.8
Paid-in capital		122.3	122.3
Legal reserve		8.4	8.4
Other reserves			
Retained earnings		98.0	196.0
Net profit/(loss) for the period		3.1	1.3
Regulated provisions		0.8	0.4
Equity	**3.8**	**316.4**	**412.3**
Provisions for contingencies and losses	**3.9**	**49.9**	**49.1**
Other bonds	3.10	303.3	307.4
Bank borrowings	3.10	287.2	264.5
Sundry borrowings and financial liabilities	3.10	65.0	80.0
Trade and accounts payable	3.10/3.11	5.8	6.3
Taxes payable and payroll on-cost amounts payable	3.10/3.11	11.1	11.4
Amounts due to non-current asset suppliers	3.10/3.11	3.0	3.7
Other liabilities	3.10/3.11	854.2	693.8
Cash instruments			
Deferred income			
Debts		**1,529.5**	**1,367.1**
Unrealized gains on foreign exchange	3.12	0.0	5.1
Total equity & liabilities		**1,895.9**	**1,833.5**

Income statement at 31 December 2021

(in millions of euros)	Notes	31 December 2022	31 December 2021
Sales of merchandise		–	–
Production sold – services	4.1	31.3	27.9
Net sales		**31.3**	**27.9**
Reversal of depreciation, amortization & provisions, expense transfers	4.1	26.1	11.8
Other revenues	4.1	3.2	–
Operating income		**60.6**	**39.6**
Other purchases and external charges	4.2	(10.3)	(10.8)
Taxes and duties	4.2	(1.0)	(1.0)
Wages and salaries	4.2	(8.1)	(9.5)
Payroll on-costs	4.2	(5.4)	(5.9)
Depreciation expense on fixed assets	4.2	(1.5)	(1.5)
Provision expense on fixed assets		–	–
Provision expense for contingencies and losses	4.2	(26.8)	(33.1)
Miscellaneous operating expenses	4.2	(1.0)	(0.9)
Operating expenses		**(54.1)**	**(62.7)**
Operating profit/(loss)		**6.4**	**(23.1)**
Financial income from equity interests	4.3	0.4	0.0
Income from other non-current receivables		–	–
Other interest and similar income	4.3	1.4	22.9
Reversal of provisions and transfer of extraordinary expense	4.3	0.1	3.1
Foreign exchange gains	4.3	0.1	7.0
Financial income		**2.0**	**33.1**
Depreciation, amortization and provision charges	4.4	(1.9)	(2.8)
Interest and other financial expenses	4.4	(23.6)	(20.2)
Foreign exchange losses	4.4	(2.9)	(29.2)
Financial expense		**(28.4)**	**(52.2)**
Net financial income/(expense)		**(26.3)**	**(19.1)**
Pre-tax profit/(loss) on ordinary activities		**(19.9)**	**(42.1)**
Extraordinary income from operations		–	–
Extraordinary income from capital transactions	4.5	1.8	1.5
Reversal of provisions and transfer of extraordinary expense		–	–
Extraordinary income		**1.8**	**1.5**
Extraordinary expenses from operations		–	–
Extraordinary expenses from capital transactions	4.5	(27.9)	(13.3)
Depreciation, amortization and provision charges	4.5	(0.3)	(0.3)
Extraordinary expenses		**(28.2)**	**(13.5)**
Net extraordinary income/(expense)		**(26.5)**	**(12.0)**
Employee profit-sharing		–	–
Income tax income/(expense)	4.6	49.5	55.5
Net profit/(loss) for the year		**3.1**	**1.3**

3.3.2 Notes to the annual financial statements

Notes

These are the notes to the balance sheet and the income statement for the year ended 31 December 2022. The total balance sheet amount comes to €1,895.9 million, while the income statement shows a net profit of €3.1 million for the year.

The reporting period covers the 12-month period from 1 January to 31 December 2022.

The notes and tables presented below form an integral part of the annual financial statements.

Note 1 Significant events during the year

Note 1.1 Sale of the Consumer Healthcare Business

On 28 July 2022, Ipsen finalized the sale of its Consumer Healthcare Business to Mayloy Spindler. Exclusive negotiations for the sale began in February 2022. The total amount of the sale came to an enterprise value of €350 million and included a €50 million contingent payment.

Note 2 Accounting principles and valuation methods

Note 2.1 Standards, principles and valuation methods

Note 2.1.1 Accounting principles

The annual financial statements have been prepared in accordance with French accounting standards authority regulation No. 2014-03 and approved by the Order of 5 June 2014 relating to French generally accepted accounting principles (*le Plan Comptable Général*) in accordance with French law and in observance of the prudence principle, the time period principle and the presumption of a going concern.

The Company did not carry out a revaluation of its balance sheet.

Note 2.1.2 Valuation methods

Note 2.1.2.1 Intangible assets

Intangible assets are accounted for at acquisition cost or contribution value, less cumulative amortization and any impairment losses.

When intangible assets have a defined useful life, their cost is subtracted from any residual value, where applicable, and then amortized over a period corresponding to the useful life estimated by the Company. Amortization periods are determined on a case-by-case basis depending on the type of asset concerned.

When intangible assets have an indefinite useful life, they are not amortized but are automatically tested for impairment on a yearly basis.

As a general rule, brands and trademarks are not amortized.

Note 2.1.2.2 Financial investments

- **Equity investments**

Equity investments whose long-term ownership is deemed useful to Ipsen's business, notably because it allows for the exercise of influence or control over the issuing company, are recognized at acquisition cost. When the value on the closing date is below the carrying value, a provision for impairment is recorded for the difference. The value on the closing date is measured according to such criteria as the value of the share held in the net assets or the earnings prospects of the relevant company. These criteria are weighted by the effects of owning these shares in terms of strategy or synergies, in respect of other investments held.

Acquisition-related expenses are included in the acquisition cost of the shares. These expenses are spread over five years for tax purposes *via* a regulated provision in the accounts.

- **Other financial assets**
  - Liquidity agreement: under the Company's share buyback program, Ipsen funds a liquidity account as part of a liquidity agreement. The contributions made are not available (concerning the cash and cash equivalents in the agreement as well as the treasury shares held as part of the liquidity agreement) and, as a result, are recorded under the "Other financial assets" line item.

    The capital gains and losses from treasury shares are recognized on the income statement, without offset between transactions.

At the closing date, short-term investment amounts in treasury shares are measured at their net asset liquidation value. Capital gains realized between the closing date value and the starting value are not recognized. Unrealized capital losses are written down.

– Investments in Private Equity Investment Funds: the capital gain observed between the inventory value (*i.e.* the net asset value) and the gross value is not recorded. Consequently, when the net asset value is higher than the gross value, there is no reevaluation in the balance sheet. In the event of an unrealized capital loss, a depreciation for the amount of the unrealized loss is booked.

Note 2.1.2.3 Receivables

Receivables are measured at face value.

Receivables are assessed on a case-by-case basis and may be written down depending on the risks identified.

Note 2.1.2.4 Short-term investments

In accordance with opinion No. 2008-17 of France's National Accounting Board (*Conseil National de Comptabilité* – CNC), Company shares allotted to bonus share plans and purchased outside the framework of a liquidity agreement are recorded at acquisition cost, *i.e.* the purchase price plus transaction fees, in "Short-term investments". Other Company shares held as part of a liquidity agreement are fixed assets classified as other investment securities.

At the closing date, provisions were recorded as follows:

- If treasury shares are purchased to allocate them to bonus share plans, a provision is recorded in balance sheet liabilities to account for employee share allocation obligations based on services rendered. Because the allotment of Ipsen's bonus share plans are subject to length of service conditions at the Company, the provision is spread over the vesting period, as required under the CNC opinion;
- Otherwise, for treasury shares, if the value at the closing date, *i.e.* the average monthly share price during the last month of the year, is below the carrying value, a provision for impairment is recorded for the difference.

The income and expenses generated from buying and selling the Company's treasury shares are recognized as extraordinary income or expenses. To determine the net income or expense when selling repurchased shares, the oldest shares are considered to have been sold first in accordance with the FIFO (first-in, first-out) method.

Note 2.1.2.5 Provisions for contingencies and losses

Provisions for contingencies and losses are recognized at the year-end to cover all Company liabilities to third parties likely or certain to give rise to an outflow of resources to said third-parties without any counterpart. These provisions are estimated based on the most likely assumptions on the closing date.

Note 2.1.2.6 Debts

Debts are measured at their face value.

Note 2.1.2.7 Forward financial instruments and hedging transactions

The Company uses forward financial instruments such as forward contracts and swaps (hedging transactions) as part of its overall strategy to manage foreign exchange risks. These forward financial instruments are contracted only with the best financial institutions. They are documented as hedging instruments to hedge exposure to fluctuations in cash flows denominated in foreign currencies and associated with a recognized asset or liability, or a sufficiently probable future transaction. Forward financial instruments documented as hedges are accounted for in accordance with ANC regulation No. 2015-05 of 2 July 2015 related to forward financial instruments and hedging transactions.

Unrealized or realized gains and losses on a foreign exchange hedging instrument are symmetrically recognized in the income statement with the hedged item. If the hedge's gains or losses are realized before the hedged item is recognized in the income statement, then the gains and losses are recorded in suspense accounts on the balance sheet. Changes in the value of hedging instruments are not recognized in the balance sheet, unless the recognition in full or in part of the changes can be symmetrically recognized with the hedged instrument. However, if the Company does not expect to complete the planned transaction, the hedge will be reclassified as an isolated open position (IOP) and recognized as such. Derivative instruments classified as IOPs are recognized at fair value on the balance sheet against corresponding amounts in revaluation reserves. Unrealized losses on IOP transactions were provisioned as contingencies.

Foreign exchange gains and losses are recorded in the "Other current operating income" or "Other current operating expenses" line item under operating income (expenses), or in the "Foreign exchange gains" or "Foreign exchange losses" line item under financial income/(expense), depending on the type of transaction. In line with the hedge accounting symmetry principle, foreign exchange hedging transactions are recognized in the same income statement line item as the hedged item.

The Company opted to stagger premiums and discounts on foreign exchange hedges over the hedging period in the "Other financial income" / "Other financial expenses" line item on the income statement.

Off balance-sheets commitments related to financial instruments are presented in note 5.3.2.

Note 2.1.2.8 Foreign exchange differences

Foreign-currency denominated income and expense items were recorded in euros based on the exchange rate in effect at the transaction date. Debts, receivables, and cash denominated in foreign currencies were translated into euros at the closing exchange rate at year-end.

The resulting translation differences for debts and receivables denominated in foreign currencies were posted to "Foreign exchange differences" on the balance sheet. The Company follows "overall foreign exchange position" principles. For transactions whose due dates are sufficiently close, any foreign exchange gains or losses are considered as part of an overall foreign exchange position and the amount of the provision for foreign exchange losses is limited to the excess of losses over gains. Hedging transactions and the items hedged are excluded from the position.

Note 2.1.2.9 Retirement benefit obligations

Company employees may be entitled to compensation when they retire or to a pension following their retirement. The Company's liabilities arising from such post-employment benefits are calculated using an actuary model and assumptions applicable in France.

The corresponding liabilities, based on the rights vested to the beneficiaries, are covered by contributions to independent organizations (insurance companies), which are responsible for paying the pensions and other benefits. In accordance with the provisions of the French Commercial Code, net assets and liabilities arising from these obligations were not recognized, as the Company does not apply the preferred method.

Further, amounts intended to reward employees for their length of service are paid out as bonuses by the Company.

Note 2.1.2.10 Tax consolidation regime

To reflect the tax consolidation that unites the Company with its subsidiaries in the financial statements, Ipsen, in accordance with the other member companies of its tax consolidation group, has adopted the following rules, reflecting the position of French tax authorities.

Each subsidiary within the consolidation scope recognizes its income tax as if it were taxed separately, *i.e.* particularly after carrying forward tax losses incurred earlier by the subsidiary and transferred to the parent company.

Ipsen S.A. calculates the income tax due by the consolidated group and expenses the charge. The Company also recognizes the tax savings arising from the tax consolidation as income. Ipsen S.A. does not transfer the tax savings subsidiaries helped contribute to the group back to loss-generating companies to put them back in the black.

Note 3 Notes to the balance sheet

Note 3.1 Non-current assets

Note 3.1.1 Intangible assets

• Change in gross amounts

(in millions of euros)	31 December 2021	Increases	Decreases	31 December 2022
Brands and trademarks	0.2	–	–	0.2
Total	**0.2**	**–**	**–**	**0.2**

No amortization or provisions were recognized for these intangible assets, which had a net carrying value of €0.2 million as of 31 December 2022.

Note 3.1.2 Financial investments

• Change in gross amounts

(in millions of euros)		31 December 2021	Increases	Decreases	31 December 2022
Equity investments – shares	Note 3.1.3	1,167.4	–	–	1,167.4
Company shares / liquidity agreement		2.9	–	(0.5)	2.4
Liquidity agreement		1.4	1.1	–	2.5
Loans		–	–	–	–
FPCI – Private equity professional fund		10.0	–	–	10.0
Total other financial assets - Note 3.1.4		**14.4**	**1.1**	**(0.5)**	**14.9**
Total financial assets		**1,181.8**	**1.1**	**(0.5)**	**1,182.4**

• Change in write-downs

(in millions of euros)	31 December 2021	Increases	Decreases	31 December 2022
Equity investments – shares	–	–	–	–
Other financial assets - Note 3.1.4	2.6	1.6	–	4.1
Total	**2.6**	**1.6**	**–**	**4.1**

Note 3.1.3 Equity investments

Information about subsidiaries and equity associates is disclosed in the subsidiaries and equity associates table.

Note 3.1.4 Other financial assets

As of 31 December 2022, this item broke down as follows:

- Shares in the InnoBio FPCI private equity professional fund: In 2009, the Company signed a subscription form for 5,000 shares at an initial investment value of €1,000 each, with the InnoBio FPCI for a total of €5 million. The commitment included 13 tranches for a total of €4.7 million paid from 2009 to 2022, and deferred tranches totaling €0.3 million that will be gradually called by the fund management company. As of 31 December 2022, the Company held 2.89% of the fund;
- Shares in the InnoBio 2 FPCI private equity professional fund: in 2018, the Company signed a subscription form for 5,000 shares at an initial investment value of €1,000 each, with the InnoBio 2 FPCI for a total of €5 million. The commitment included the amount initially called and four tranches totaling €2.4 million paid between 2018 and 2022, and deferred tranches totaling €2.6 million that will be gradually called by the fund management company. As of 31 December 2022, the Company held 3.75% of the fund;
- Treasury shares held as part of a liquidity agreement entrusted to Oddo BHF as of 1 July 2018 for a one-year period and automatically renewed. The liquidity agreement complies with the AMAFI Ethics Charter, approved by the French financial markets authority (AMF).

As of 31 December 2022, the Company held 24,069 shares with a gross value of €2.4 million, and provided €2.5 million in cash under the liquidity agreement. These treasury shares were depreciated by €0.2 million as of 31 December 2022.

Note 3.2 Receivables by maturity

(in millions of euros)	Gross amount 2021	Gross amount 2022	of which	
			Less than one year	More than one year
Other trade receivables	16.6	15.2	15.2	–
– Income tax	70.8	15.9 [(a)]	15.9	–
– Value added tax	0.3	0.6	0.6	–
Group and associated companies	64.1	0.5 [(b)]	0.5	–
Miscellaneous receivables	0.2	0.1	0.1	–
Prepayments	–	–	–	–
TOTAL RECEIVABLES	**152.1**	**32.4**	**32.4**	**–**

(a) As of 31 December 2022, the Company was in a tax loss position. The "Income tax" receivables position consisted of the Research Tax Credit, the income tax installments cashed out in 2022, and the 2021 carry-back for an amount of €12.1 million.
(b) The change in "Group receivables" was mainly generated by a tax gain resulting from the Group consolidation.

Note 3.3 Short-term investments

The Company holds short-term investments comprised of 1,151,216 treasury shares valued at €104.8 million.

- **Change in short-term investments**

In millions of euros)	31 December 2021	Increases	Decreases	31 December 2022
Gross value	120.2	36.7 [(a)]	(52.1)	104.8
Write-downs	(0.1)	–	0.1 [(b)]	–
Net value	**120.1**	**36.7**	**(52.0)**	**104.8**

(a) Change in short-term investments after the share buyback program.
(b) Provision for impairment associated with treasury share price trends.

Note 3.4 Cash and cash equivalents

As of 31 December 2022, the "Cash and cash equivalents" item consisted primarily of term deposits.

Note 3.5 Debt issuance costs to be amortized

Debt issuance costs are amortized on a straight-line basis over the duration of the respective bonds and loans from which they arose. As of 31 December 2022, debt issuance costs came to €2.2 million compared with €3.7 million as of 31 December 2021 and broke down as follows:

- €0.1 million arising from the bonds issued by the Company on 16 June 2016. The issuance costs of the bond were spread over the duration of the loan, *i.e.* seven years. An amount of €0.2 million was expensed for 2022;
- €1.5 million arising from the new credit facility signed in May 2019. The issuance costs of the bond were spread over the duration of the credit facility, *i.e.* five years. An amount of €1.2 million was expensed for 2022;
- €0.6 million arising from the U.S. Private Placement signed in June 2019 for $300 million in two tranches maturing in seven and ten years, respectively. Issuance costs for tranche A (€0.5 million) are spread over 7 years. Issuance costs for the tranche B (€0.5 million) are spread over 10 years. The Group expensed €0.1 million for 2022.

Note 3.6 Bond redemption premium

In line with the bonds issued by the Company on 16 June 2016, the Company recognized a redemption premium spread over the duration of the bonds on a straight-line basis, *i.e.* seven years.

As of 31 December 2021, the balance of the redemption premium remaining on the asset side of the balance sheet came to €0.4 million. The Company expensed €0.3 million for 2022. As a result, with a redemption-premium balance of €0.1 million remaining on the asset side of the balance sheet as of 31 December 2022.

Note 3.7 Unrealized losses on foreign exchange

As of 31 December 2022, the Company recognized €13.3 million in unrealized foreign exchange losses. These losses were from the impact of discounting borrowings from financial institutions denominated in foreign currencies.

Note 3.8 Share Capital

As of 31 December 2022, Ipsen's share capital comprised 83,814,526 ordinary shares each with a par value of €1, including 48,275,297 shares with double voting rights, compared with 83,814,526 ordinary shares each with a par value of €1, including 48,311,316 shares with double voting rights as of 31 December 2021.

- **Change in share capital**

(in millions of euros)	Share capital	Share premium	Issue premium	Legal reserve	Other reserves	Retained earnings	Net profit (loss) for the period	Regulated provisions	Total equity
Balance at 31 December 2021, before allocation of net profit	**83.8**	**–**	**122.3**	**8.4**	**–**	**196.0**	**1.3**	**0.4**	**412.3**
Distribution	–	–	–	–	–	–	(99.3)	–	(99.3)
Net profit (loss) for the period	–	–	–	–	–	–	3.1	–	3.1
Capital increase from exercised warrants	–	–	–	–	–	–	–	–	–
Other movements	–	–	–	–	–	(98.0)	98	0.3	0.3
Balance at 31 December 2022, before allocation of net profit	**83.8**	**–**	**122.3**	**8.4**	**–**	**98.0**	**3.1**	**0.8**	**316.4**

For 2021, the Company distributed €99.3 million in dividends, €98.0 million of which was withdrawn from Retained Earnings and from 2021 earnings.

Note 3.9 Provisions for contingencies and losses

The change in provisions for contingencies and losses from the opening to the closing of the year broke down as follows:

(in millions of euros)	2021	Movements during the period				2022
		Dotations	Reversals		Other movements	
			Applied	Released		
– Provisions for contingencies	49.0	26.8	(23.1)	(2.9)	–	49.8
– Provisions for losses	0.2	0.0	0.0	0.0	–	0.2
Total	**49.2**	**26.8**	**(23.1)**	**(2.9)**	**–**	**50.0**

As of 31 December 2022, provisions for contingencies and losses included the following items:

- Provisions recorded to account for performance-based employee bonus share obligations (€49.7 million);
- Provisions to cover expenses related to long service awards (€0.2 million).

The long service awards commitment was calculated using the actuarial projected unit credit method and was fully booked as of December 31, 2022. This commitment in the amount of €0.2 million was calculated from discount rate of 3.74%.

Note 3.10 Borrowings and debt

Note 3.10.1 Liabilities by maturity

(in millions of euros)	Gross amount 2021	Gross amount 2022	Of which		
			Within 1 year	1 to 5 years	Over 5 years
Other bonds	**307.4**	**303.3**	**–**	**303.3**	**–**
Bank borrowings – Initially up to one year – Initially over one year	 0.3 264.2	 0.3 286.9 [a]	 0.3 –	 – 141.3	 – 145.6
Sundry borrowings and financial liabilities	80.0	65.0 [b]	65.0	–	–
Trade payables	6.3	5.8	5.8	–	–
Taxes payable and payroll on-cost amounts payable					
Personnel and related accounts payable	4.3	3.3	3.3	–	–
Social security and other welfare agency payables	6.8	7.5	7.5	–	–
State and other public authority payables: – Value added tax – Other taxes and duties	 – 0.3	 – 0.3	 – 0.3	 – –	 – –
Total taxes payable and payroll on-cost amounts payable	**11.4**	**11.1**	**11.1**	**–**	**–**
Other liabilities					
Amounts payable to fixed asset suppliers and related accounts	3.7	3.0	3.0	–	–
Group and associated companies	693.4	853.1 [c]	853.1	–	–
Other liabilities	0.4	1.1	1.1	–	–
Total other liabilities	**697.5**	**857.1**	**857.1**	**–**	**–**
Deferred income	**–**	**–**	**–**	**–**	**–**
TOTAL LIABILITIES	**1,367.1**	**1,529.5**	**939.3**	**444.6**	**145.6**

[a] The increase primarily consisted of foreign exchange impacts related to liabilities denominated in USD.
[b] Commercial paper issuance.
[c] The increase mainly stemmed from the current account with Ipsen Pharma S.A.S., the Group's centralizing cash pooling company.

Note 3.10.2 Sundry borrowings, financial liabilities and bonds

Ipsen S.A. financing mainly includes:

- a €300 million unsecured, seven-year public bond taken out on 16 June 2016 with an annual coupon of 1.875%;
- a $300 million long-term U.S. Private Placement (USPP) taken out on 23 July 2019 in two tranches maturing in 7 and 10 years, respectively.

As part of the new Revolving Credit Facility, the Group has to comply with a Net Debt / EBITDA covenant to remain below 3.5 times at each financial closing, and the facility includes specific CSR (Corporate Social Responsibility) indicators to be assessed annually.

As of 31 December 2022, the Group was in compliance with its net debt/EBITDA ratio.

- a €600 million commercial paper program (NEU CP – Negotiable EUropean Commercial Paper), €65.0 million of which has been drawn as of 31 December 2022.

Note 3.11 Accrued liabilities

(in millions of euros)	2022	2021
Sundry borrowings and financial liabilities	7.9	7.7
Suppliers – invoices not yet received	1.4	1.6
Fixed asset suppliers – invoices not yet received	3.0	3.7
Personnel		
– Accrued liabilities for paid vacation	0.4	0.5
– Accrued liabilities for bonuses	2.9	3.7
– Accrued liabilities for profit-sharing	–	0.1
– Accrued liabilities for retirement indemnities	–	–
– Accrued social welfare expenses	1.6	2.0
State – Accrued expenses	0.1	0.1
Other accrued expenses and interest on current accounts	–	–
TOTAL	**17.2**	**19.4**

Note 3.12 Unrealized gains on foreign exchange

As of 31 December 2022, unrealized foreign exchange gains were not material.

Note 4 Notes to the income statement

Note 4.1 Operating income

Operating income totaled €60.6 million in 2022, and broke down as follows:

- €2.2 million in personnel expenses re-invoiced to subsidiaries;
- €29.0 million in miscellaneous costs re-invoiced to subsidiaries;
- €26.0 million in reversals of provisions for contingencies and losses;
- €3.2 million in foreign exchange differences on commercial transactions.

Note 4.2 Operating expenses

Operating expenses totaled €54.1 million versus €62.7 million in 2021.

The €8.6 million decrease in operating expenses versus the previous year mainly resulted from:

- a €1.4 million decline in payroll, plus a €0.5 million decrease in social contributions;
- a €6.2 million decline in depreciation, amortization and provision charges related to bonus share award plans (see note 3.9), which totaled €26.8 million.

Note 4.3 Financial income

(in millions of euros)	2022	2021
Income from equity investments [(a)]	0.4	–
Income from other non-current receivables	–	–
Reversal of provisions and expenses transferred [(b)]	0.1	3.1
Other financial income [(c)]	1.4	22.9
Foreign exchange gains [(d)]	0.1	7.0
Total financial income	**2.0**	**33.1**

(a) As of 31 December 2022, this line item consisted of revenue received from Innobio funds. No dividends were paid in 2021.
(b) As of 31 December 2022, this line item mainly included the reversal of a provision for treasury shares totaling €0.1 million, compared with €3.1 million in 2021.
(c) As of 31 December 2022, this line item mainly included commercial paper issued. As of 31 December 2021, this line item comprised the reversal of depreciation on forward financial instruments, as well as proceeds from commercial paper issued.
(d) As of 31 December 2021, this line item primarily consisted of foreign exchange gains related to financial transactions.

Note 4.4 Financial expense

(in millions of euros)	2022	2021
Foreign exchange losses [(a)]	(2.9)	(29.2)
Interest and other financial expenses [(b)]	(23.6)	(20.2)
Depreciation, amortization and provision charges [(c)]	(1.9)	(2.8)
Total financial expense	**(28.4)**	**(52.2)**

(a) As of 31 December 2022, this line item consisted of foreign exchange losses arising from financial transactions.
(b) As of 31 December 2022, this line item mainly consisted of interests on the borrowings.
(c) As of 31 December 2022, this line item was related to the bond redemption premium to be amortized for €0.3 million, the provision for impairment of the InnoBio fund shares for €1.4 million, and the €0.2 million increase in provisions on treasury shares from the liquidity agreement.

Note 4.5 Net extraordinary income (expense)

(in millions of euros)	2022	2021
Gains from share buybacks	1.8	1.5
Extraordinary income	**1.8**	**1.5**
(Losses) from share buybacks	(27.9)	(13.3)
Miscellaneous extraordinary expenses	(0.3)	(0.3)
Extraordinary expenses	**(28.2)**	**(13.5)**
Net extraordinary income/(expense)	**(26.5)**	**(12.0)**

The net extraordinary expense for 2022 stemmed primarily from the capital loss realized during the sale of treasury shares as part of the liquidity agreement.

As of 31 December 2021, net extraordinary expense was essentially due to a net capital loss incurred from transferring treasury shares to certain beneficiaries in respect of bonus share plans and from a capital loss on the sale of treasury shares under the liquidity agreement.

Note 4.6 Income tax breakdown

The income tax line item for 2022 shows a net profit of €49.5 million, corresponding to income tax profit resulting from tax consolidation.

(in millions of euros)	Pre-tax	Net tax amount	After tax
Profit on ordinary activities	(19.9)	–	(19.9)
Net extraordinary income/(expense) and employee profit-sharing	(26.5)	–	(26.5)
Income tax income from tax consolidation	–	49.5	49.5
Book profit/(loss)	**(46.4)**	**49.5**	**3.1**

Note 4.7 Tax consolidation

Ipsen S.A. leads a tax consolidation group. To reflect the tax consolidation that unites the Company with its subsidiaries, the Group applies the following methods in the annual financial statements:

- Each subsidiary within the tax group recognizes its income tax as if it were taxed separately, *i.e.* particularly after recognizing its tax-loss carryforwards.
- Payments are made by bank transfer to the Company's account on dates scheduled for payment transfer to the Treasury. Ipsen calculates the income tax owed by the tax consolidation group and expenses the amount. In addition, the Company records the income tax recognized by its integrated subsidiaries as income.
- If a subsidiary exits the scope of consolidation after a period of five years, it recovers no income tax or tax-loss carryforwards.

Ipsen S.A. stand-alone taxable result represented a loss of €67.6 million.

As of 31 December 2022, remaining operating losses to carry-forward represented €194.4 million after allocating €128.3 million in losses to the Group's consolidated tax group during the year.

Note 4.8 Increases or decreases in future tax liability

The temporary differences generate €16.5 million basis in future tax savings:

(in € million)	Basis	Income Tax (25.83%)
Future savings - foreign exchange differences	–	–
Futures savings - Non tax-deductible provisions	16.5	4.3
Total Future Savings	**16.5**	**4.3**

These sums are in addition to the future tax savings that will be generated from deducting the €194.4 million in net operating losses from future taxable profit.

Note 5 Other information

Note 5.1 Directors and corporate officers

Note 5.1.1 Compensation paid to corporate officers

Compensation paid by the Company to directors and corporate officers for 2022 totaled €3.4 million.

Retirement pensions and similar benefit obligations for executives and corporate officers came to €1.4 million as of 31 December 2022.

Note 5.1.2 Loans and advances to top management

No advances or loans were made to the Company's top management.

Note 5.2 Average headcount at year-end

	2022	2021
Top and upper management	6	9
TOTAL	**6**	**9**

Note 5.3 Financial commitments

Note 5.3.1 Commitments to personnel

Apart from retirement bonuses mandated under a collective bargaining agreement with the French pharmaceutical industry and obligations related to a supplementary pension plan, the Company has no other obligations arising from employee pensions, complementary retirement benefits, retirement bonuses or contributions, or similar post-employment benefits.

As of 31 December 2022, obligations arising from retirement bonuses and the supplementary pension plan amounted to €0.6 million and €7.3 million, respectively. The amounts were determined *via* actuarial valuation using the "projected unit credit" method.

The main assumptions used in the calculations were as follows:

- Discount rate of 3.74%;
- Inflation rate of 2.0%;
- Voluntary retirement for managers at age 67 for those born after 1963 and 64 for those born before 1963; voluntary retirement for non-managers at age 65 for those born after 1963 and age 63 for those born before 1963;
- Mortality table: TH 17-19 / TF 17-19.

These obligations were outsourced to an insurance company. As of 31 December 2022, the fair value of these financial assets came to €1.0 million for the retirement bonuses and the €4.0 million for the supplementary pension plan, assuming a long-term rate of return of 3.74%.

In accordance with the provisions of the French Commercial Code, net assets and liabilities arising from these obligations were not recognized, as the Company does not apply the preferential method.

Note 5.3.2 Commitments given

Ipsen Group has taken out a worldwide civil liability insurance policy from a third-party insurer. The insurance company itself is underwritten by the captive reinsurance company Ipsen Ré, a wholly-owned subsidiary of the Group, for up to the first €30.0 million for any potential claim made.

To cover that financial commitment and address any potential default by Ipsen Ré, on 17 May 2022, the Ipsen S.A. parent company issued a letter of guarantee payable upon first demand in favor of the third-party insurer for a total amount of €3.7 million. This first-demand guarantee is applicable from 1 January 2022, and if it has not been called for its maximum amount, it will expire on 31 December 2026. The first-demand guarantee is renewable annually.

In addition, under the previous civil liability insurance policy also reinsured in the captive reinsurance company Ipsen Ré and terminated on 31 December 2018, the previous guarantee on first demand issued in March 2018 in favor of the previous insurer for an amount of €9 million has been extended for five years after the expiration date of the reinsurance contract, *i.e.* until 31 December 2023.

Commitments on financial instruments

Off-balance sheet commitments corresponding to forward transactions of internal deals are as follows:

- forward purchase of currencies for an amount of $300 million;
- the fair value of these financial instruments for internal USPP deals amounts to €19.3 million as of 31 December, 2022.

Note 5.4 Bonus share plans

(in millions of euros/number of shares)	Vesting period	Number of granted shares	Number of granted shares alive	Value of shares on date granted	Fair value of bonus share	2022	2021
Plan dated March 27, 2017	4 years	37,980	n/a	€93.40	€99.27		(0.1)
Plan dated May 28, 2018	3 years	85,875	n/a	€134.40	€133.37		0.2
Plan dated February 13, 2019	2 years	25,880	n/a	€109.60	€109.60		(0.1)
Plan dated May 28, 2019	2/3 years	288,880	n/a	€112.10	€97.84	(0.3)	(6.0)
Plan dated February 12, 2020	2 years	71,650	n/a	€109.60	€109.60	0.2	(0.5)
Plan dated May 29, 2020		520,268	335,168			(7.2)	(11.3)
Shares non subject to performance conditions	2 years	223,154	141,993	€72.00	€69.98		
Shares non subject to performance conditions	3 years	120,243	70,381	€72.00	€68.71		
Shares subject to performance conditions	3 years	176,871	122,794	€72.00	€62.02		
Plan dated July 29, 2020 - Chief Executive Officer		37,829	37,829			—	—
Shares non subject to performance conditions	3 years	37,829	37,829	€81.75	€74.83		
Plan dated May 27, 2021		427,333	337,183			(11.2)	(8.1)
Shares non subject to performance conditions	2 years	172,930	129,755	€85.78	€83.76		
Shares non subject to performance conditions	3 years	93,090	68,040	€85.78	€82.74		
Shares subject to performance conditions	3 years	161,313	139,388	€85.78	€84.37		
Plan dated May 27, 2021		24,400	19,715			(0.8)	(0.5)
Shares non subject to performance conditions	2 years	24,400	19,715	€85.78	€83.76		
Plan dated May 24, 2022		323,999	307,283			(7.0)	—
Shares non subject to performance conditions	2 years	131,149	122,791	€94.00	€91.61		
Shares non subject to performance conditions	3 years	70,513	65,690	€94.00	€90.50		
Shares subject to performance conditions	3 years	122,337	118,802	€94.00	€91.14		
TOTAL						**(26.2)**	**(26.5)**

Note 6 Subsidiaries and affiliates

(Amounts in thousands of currency units)

Detailed information for each interest, in which gross value exceeds 1% of the Company's share capital	Share capital	Equity other than share capital and excl. net profit	Percent-age of share capital held %	Number		Carrying amount of shares held		Outstanding loans and advances granted by the Company	Amount of endorsements, guarantees, and letters of intent provided by the Company	Sales, net of VAT, for the last year (avg. exch. rate)	Net profit (loss) for the last year (avg. exch. rate)	Dividends collected by the Company in the last year, net of ESOP
				Interest	Shares	Gross amounts	Provisions					
Dividends collected by the Company in the last year, net of ESOP												
Ipsen Pharma	€7,755	€1,585,044	100		188,905	€1,167,432	1,167,432	–	–	€2,040,541	€502,372	–
General information for other interests, in which gross value exceeds 1% of the Company's share capital												
1. Equity interests in foreign companies												
Ipsen Poland LLC	6.2 PLN	8.7 PLN	1		1	€15	15	–	–	288.7 PLN	4.9 PLN	–

Note 7 Cash flow statement

(in millions of euros)	31 December 2022	31 December 2021
Opening cash and cash equivalents	**378.0**	**262.1**
Net profit/(loss)	3.1	1.3
Elimination of income and expense with no impact on cash flow or not used in operating activities		
– Net depreciation, amortization and provision charges	4.4	20.8
– Capital gain	26.2	11.8
Cash flow	**33.7**	**33.9**
Change in working capital requirement related to operating activities	55.9	(123.1)
Net cash flow from operating activities - Note 3.3.4.6	**89.6**	**(89.2)**
Acquisition of equity investments	–	–
Disposal of equity investments	–	–
Other cash flows related to financing activities	(0.5)	(0.6)
Change in working capital related to investment activities	(0.8)	(0.6)
Net cash provided (used) by investment activities - Note 3.3.4.7	**(1.3)**	**(1.2)**
Repayment of borrowings	(14.7)	(246.2)
Debt issues	–	–
Change in share capital	–	–
Share buyback agreement	(10.7)	(32.8)
Dividends paid	(99.3)	(82.9)
Change in working capital related to financing activities	223.2	568.3
Net cash provided (used) by financing activities - Note 3.3.4.8	**98.5**	**206.3**
Changes in cash and cash equivalents	**186.8**	**115.9**
Closing cash and cash equivalents	**564.7**	**378.0**

Note 8 Subsequent events

Acquisition of Albireo

On 9 January 2023, Ipsen and Albireo announced that they have entered into a definitive merger agreement under which Ipsen will acquire Albireo, a leading innovator in bile-acid modulators to treat pediatric and adult cholestatic liver diseases. The anticipated acquisition will enrich Ipsen's Rare Disease portfolio and pipeline.

The lead medicine in Albireo's pipeline is Bylvay (odevixibat), a potent, once-daily, oral, non-systemic ileal bile acid transport inhibitor (IBATi). Bylvay was approved in 2021 in the U.S. for the treatment of pruritus in patients three months of age and older with progressive familial intrahepatic cholestasis (PFIC), and in the E.U. for the treatment of PFIC in patients aged six months or older. Bylvay has orphan exclusivity for the approved indications in PFIC in the U.S. and E.U.

According to the terms and conditions of the agreement and merger plan, Ipsen, through a wholly-owned subsidiary, will launch a takeover bid to purchase all outstanding shares of Albireo at a price of $42.00 per share in cash at the closing of the transaction, at an estimated initial total of $952 million in addition to one Contingent Value Right (CVR) per share. Each CVR will entitle the owner to a deferred cash payment of $10.00 per CVR, which will be available when the U.S. FDA approves Bylvay for the treatment of biliary atresia by no later than 31 December 2027, which could potentially make it possible to increase patient numbers in the BOLD trial.

The Group expects to finalize the transaction by the end of the first quarter of 2023.

No other event occurred between the closing date and the date of approval of the financial statements by the Board of Directors which, if not taken into account, would call into question the financial statements themselves or require disclosure in the notes.

3.3.3 Statutory Auditors' Report on the annual financial statements

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.
This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Ipsen S.A.
Registered office : 65, Quai Georges Gorse – 92100 Boulogne-Billancourt
Statutory Auditors' Report on the financial statements

For the year ended 31 December 2022

To the shareholders of Ipsen S.A.,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying financial statements of Ipsen S.A. for the year ended 31 December 2022.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as of 31 December 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors, for the period from January 1st, 2022 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatements that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Investment valuation

Identified risk

Investments for a net amount of €1,167.4 million represents 61,6% of the balance sheet. They are recognized at their acquisition cost and written down, if necessary, based on their fair value, representing what the Company would agree to pay to obtain them if it had to acquire them.
As stated in note 2.1.2.2. to the annual financial statements, the Company estimates, at each year-end, the value in use of each of its investments to determine whether it is less than the net book value and whether an impairment should be recognized.

The analysis is performed taking into account the value of the share in the net book assets of these investments or their profitability outlooks.

In this context, and due to inherent uncertainties in certain components, in particular profitability outlook, we considered that the valuation of investments was a key audit matter.

Audit procedures implemented with regard to the identified risk

In order to assess the reasonableness of the estimate of the values in use of the investments, our work mainly consisted in verifying that the estimate of these values determined by management is based on an appropriate justification of the valuation method and the figures used, and in particular in:

- verifying that the shareholders' equity used is consistent with the entities' financial statements and that any adjustments made to this equity are based on supporting documentation ;
- obtaining, where applicable, cash flow and operating forecasts for the activities of the entities concerned prepared by the operational management and assess their consistency with the forecast data from the latest strategic plans ;
- verifying, where applicable, that the value resulting from the cash flow forecasts has been adjusted by the amount of the debt of the entity concerned ;
- verifying that the assumptions used are consistent with the economic environment at the closing and preparation dates of the financial statements ;
- assessing the appropriateness of the information provided in note 3.1.3 to the financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents with respect to the financial position and the financial statements provided to the Shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to the payment terms mentioned in Article D.441-6 of the French Commercial Code (code de commerce).

Report on corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code (code de commerce).

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlling and controlled companies. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L.22-10-11 of the French Commercial Code (code de commerce), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Other verifications or information required by laws and regulations
Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed to the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Ipsen S.A. by the annual general meeting held on June 18, 2005 for KPMG S.A. and on May 24, 2022 for PricewaterhouseCoopers Audit.

As of 31 December 2022, KPMG S.A. and PricewaterhouseCoopers Audit were in the 18th year and 1st year of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objective and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit a report to the Audit Committee, which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatements that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Neuilly-sur-Seine and Paris la Défense, on February 15, 2023

PricewaterhouseCoopers Audit	KPMG S.A.
Stéphane Basset	Catherine Porta

3.3.4 Information related to Ipsen's business activity

3.3.4.1 Significant events during the year

Significant events of the year are disclosed in the first part of the notes to the annual financial statements.

3.3.4.2 Analysis of the changes in the business and results

Breakdown of sales and other income:

(in millions of euros)	2022	2021
Services	31.3	27.9
Operating income	**31.3**	**27.9**

Services correspond primarily to personnel-related expenses and other miscellaneous costs billed back to the subsidiaries.

The following table summarizes the main aggregate items on the income statement:

(in millions of euros)	2022	2021
Net sales	31.3	27.9
Operating profit/(losses)	6.4	(23.1)
Net financial income/(expense)	(26.3)	(19.1)
Profit on ordinary activities	**(19.9)**	**(42.1)**
Net extraordinary income/(expense)	(26.5)	(12.0)
Pre-tax profit	**(46.4)**	**(54.2)**
Income tax – Gain	49.5	55.5
Net profit/(loss)	**3.1**	**1.3**

Operating income rose by €29.5 million compared to 2021. The main impacts of this change are as follows:

- a €20.9 million increase in operating income, in line with the increase in reversals of provisions (provisions for bonus shares)
- a €8.6 million decrease in operating expenses mainly due to:
  - a €1.4 million decrease in payroll expense on top of a €0.5 million decrease in Social security contributions;
  - a €6.2 million allocation to provisions for contingencies related to bonus share award plans (see note 3.9) totaling €26.8 million.

Net financial income/(expense) dwindled by €7.2 million compared to 2021:

- interests received by the Company dropped €21.5 million, while interest paid by the Company rose €3.3 million;
- these items were partially offset by foreign exchange differences that had a positive €19.2 million impact on income.

Net extraordinary expense declined by €14.4 million compared to 2021. This decrease was due to capital losses incurred during the transfer of treasury shares to certain beneficiaries as part of the bonus share plan, as well as the capital losses incurred from selling treasury shares under the liquidity agreement.

As of 31 December 2022, the Company reported €49.5 million in income tax profit.

Net profit for 2022 came to €3.1 million.

3.3.4.3 Cash Flow Statement

The cash flow statement disclosed in the notes shows that cash and cash equivalents at the close of 2022 increased by €186.8 million.

Net cash flow related to operations amounted to €89.6 million, mainly due to a growth in operating working capital requirement. This increase mostly came from income tax installments cashed out as well as receivables and payables, having a major impact on foreign exchange rates and changes in working capital requirements in 2021.

In 2022, the Company did not carry out any investment transactions with a significant impact on its cash flow.

Cash flow generated by finance transactions totaled €98.5 million and corresponded to the following items:

- €(15) million from a net change in commercial paper withdrawn;
- €(10.7) million as part of the share buyback program;
- €(99.3) million for dividends distributed;
- €223.2 million from changes in current account balances with Group companies.

3.3.4.4 Subsequent events

Subsequent events are disclosed in note 8 to the Company's annual financial statements.

3.3.4.5 Business trends and outlook

In 2023, Ipsen S.A.'s net profit will essentially be derived from the dividends it receives from its subsidiaries, its financial expenses, and the tax consolidation gain.

3.3.4.6 Subsidiaries and affiliates

The lion's share of sales from Ipsen S.A. subsidiaries are generated by the marketing and sale of proprietary drugs prescribed by the medical profession. Purchases of most of the drugs are reimbursed by national healthcare programs.

	2022		2021	
(in millions of euros)	Sales	Net profit/(loss)	Sales	Net profit/(loss)
Ipsen Pharma S.A.S.	2,040.5	502.4	1,635.1	96.9

A list of subsidiaries and equity associates is provided in the notes to the Company's annual financial statements.

3.3.4.7 Accounting principles and methods

No changes were made to the accounting principles and methods compared to last year.

3.3.4.8 Payment due dates

The following information on due dates for Company payables and receivables is provided in accordance with Articles L.441-6-1 and D.441-4 of the French Commercial Code. The table includes information on intra-group payables and receivables.

Invoices received or issued at year-end:

((in millions of euros)	Invoices received but not paid at the closing date of the period							Invoices issued but not paid at the closing date of the period						
			Overdue							Overdue				
Late payment tranches		Not past due	1 to 30 days	31 to 60 days	61 to 90 days	Over 91 days	1 day and over total		Not past due	1 to 30 days	31 to 60 days	61 to 90 days	Over 91 days	1 day and over total
Number of invoices	28	18	2	3		5	10	12	2			1	9	10
Total amount of invoices, incl. VAT	4.4	4.3	0.1	–	–	–	0.1	1.8	1.6	–	–	–	0.1	0.2
Percentage of invoices, incl. VAT		97.0%	2.0%	1.0%	0.0%	0.0%	3.0%		91.3%	0.0%	0.0%	2.3%	6.4%	8.7%
Percentage of total amount of purchases for the period, incl. VAT	13.2	32.2%	0.7%	0.3%	0.0%	0.0%	1.0%							
Percentage of total amount of sales, incl. VAT								31.1	5.2%	0.0%	0.0%	0.1%	0.4%	0.5%
Due dates used to determine late payment		Contractual due dates		X					Contractual due dates		X			
		Legal due dates							Legal due dates					

3.3.4.9 Sumptuary spending

A total amount of €0.03 million of non-tax-deductible expenses mentioned in Article 39-4 of the French Tax Code were added back during the year just ended.

3.3.4.10 Dividend payout

In accordance with Article 243 *bis* of the French General Tax Code, the dividends paid out for the last three financial years were as follows:

(in € per share)	Annual dividend payout Total (*)	Dividend per share
2020	83,189,972	1,00
2021	82,891,813	1,00
2022	99,315,462	1,20

(*) After canceling dividends on treasury shares in retained earnings.

3.3.4.11 Company earnings and other financial highlights over the past five years

	2017	2018	2019	2020	2021
Share capital at year-end (in millions of euros)					
– Share capital	*83.8*	*83.8*	*83.8*	*83.8*	*83.8*
– Number of shares outstanding (in thousands)	*83,809*	*83,815*	*83,815*	*83,815*	*83,815*
– Number of outstanding preferred shares without voting rights	–	–	–	–	–
– Maximum number of shares to be created	–	–	–	–	–
Transactions and results for the year (in millions of euros)					
– Net sales	15.4	21.4	17.4	27.9	31.3
– Profits before income tax, employee profit-sharing, amortization, depreciation and provisions	*(12.5)*	*(642.9)*	*(386.6)*	*(33.4)*	*(42.0)*
– Income tax – Gain/(losses)	(0.6)	18.3	85.2	55.5	49.5
– Employee profit-sharing for the year	–	–	–	–	–
– Earnings after income tax, employee profit-sharing, amortization, depreciation and provisions	*(15.4)*	*(626.9)*	*278.9*	*1.3*	*3.1*
– Dividends paid out(**)	83.0	83.2	83.2	83.9	99.3
Earnings per share (in euros per share)					
– Earnings after income tax and employee profit-sharing, but before amortization, depreciation and provisions	0.0	(8.0)	(3.6)	0.3	-
– Earnings after income tax, employee profit-sharing, amortization, depreciation and provisions	0.0	(7.0)	3.3	0.0	0.1
– Dividend per share	1.00	1.00	1.00	1.00	1.20
Personnel (in millions of euros)					
– Average number of employees during the year(*)	6	5	7	9	6
– Total payroll for the year	10.9	8.5	6.3	9.5	8.1
– Total payroll on-costs for the year (Social security, welfare, etc.)	2.0	5.1	3.3	5.9	5.4

(*) Including management bodies.
(**) Dividends on treasury shares are posted to retained earnings.

4 COMPANY SOCIAL RESPONSIBILITY

Diana
Living with post-stroke spasticity
Sintra, Portugal

Introduction

The present Chapter reflects Ipsen's Company Social Responsibility information according to the requirements of Articles L.225-102-1 and R.225-105 of the French Commercial Code, amended by *ordonnance* 2017-1180 and Application decree 2017-1265, transposing Directive 2014/95/UE of the European Parliament and 22 October 2014 Council on disclosure of non-financial information.

As per the Non-Financial Statement regulations, for social, societal and environmental risks, this Chapter 4 includes:

- A description of the policies and diligence implemented to identify, prevent and limit the occurrence of the risk.
- The results of such policies through key performance indicators.

The business model is included in section 1.1.2.

4.1 IPSEN'S COMPANY SOCIAL RESPONSIBILITY (CSR) VISION AND STRATEGY

4.1.1 Presentation and governance of Ipsen's Company Social Responsibility

Dear stakeholders,

Over the past year, Ipsen has gone further than ever in its commitment to company social responsibility (CSR). We have continued to push ourselves as a business, and as individuals, creating positive change for patients, and society. Now we are looking to the future, with the launch of Generation Ipsen – our new roadmap for our commitment to social responsibility. With Generation Ipsen, we ensure that we are all working to create a better, healthier world for future generations.

Generation Ipsen is built to deliver positive change across four key pillars: Environment, Patients, People, Governance. Within each pillar, we have set clear and ambitious targets and KPIs to track our progress. Our CSR goals are a key part of delivering on our group strategy and I am pleased that we are already making significant progress in each area.

The ***Environment*** *remains a critical topic. We have put in place initiatives to minimize our impact on climate change, as well as to ensure we are better supporting local ecosystems. Our climate change targets are now officially validated by the* ***Science Based Targets initiative (SBTi)*** *and include a target of 2050 to reach net-zero value chain GHG emissions in line with the Business Ambition for 1.5°C. As part of this, we are moving towards company-wide 100% renewable electricity use at our sites by 2025 and have already shifted to 90% green electricity at the end of 2022. In our manufacturing sites, we continue to develop waste heat recovery and reuse solutions and reduce HVAC (Heating, ventilation and air conditioning), the most significant energy user for such sites. We also aim to reduce the greenhouse gas emissions of our fleet of vehicles by 40% through the Fleet for Future initiative, transforming our fleet to 30% electric vehicles by 2025.*

For ***Patients****, we continue to seek new and better ways to prolong lives and improve health outcomes across the world. We invest in our pipeline and develop our manufacturing and supply capabilities to ensure we can continue to help patients impacted by hard-to-treat diseases, for example investing more than €52m in our manufacturing capabilities at our Blanchardstown site in Ireland.*

From a societal perspective, Fondation Ipsen *– under the aegis of the* Fondation de France *– has again reached millions of people impacted by Rare Diseases, helping to improve lives in over 100 countries.*

Our partnership with Access Accelerated, a not-for-profit that works in communities that lack sufficient access to healthcare to address non-communicable diseases, has continued to thrive. Additionally, in response to the crisis in Ukraine we have provided humanitarian relief via patient support, medicine donations and €1.5 million in funding to the Red Cross and Tulipe charities.

Ipsen's ***People*** *remain the hearts, brains and architects of our success and supporting their welfare and progression remains a priority. We are focused on being an employer of choice in more than 75% of countries with an Ipsen footprint by 2024 and have already received this recognition in 23 countries. Our culture of collaboration and excellence is fostered by the Ipsen Way of Being program and our commitment to diversity and inclusion has been strengthened by achieving 47.6% female representation within our Global Leadership Team.*

Of course, acting responsibly also means having the correct processes and structures in place, and our dedication to this through strong ***Governance*** *is unwavering. As part of Ipsen's commitment to continuously assessing and reinforcing our Anti-corruption infrastructure, our ISO 37001 certification awarded by EuroCompliance was renewed in July 2022. We also updated our Code of Conduct and achieved a 98.4% training rate on it internally.*

I am deeply encouraged by the progress we are making across social responsibility and heartened by the determination Ipsen colleagues have to doing what is right – not what is easy.

David Loew
Chief Executive Officer

CSR strategy

Ipsen has a long and proud history of CSR and our commitment to acting responsibly remains core to our values. Our strategy in this area has traditionally been structured under three pillars: Employees, Communities and Environment. While each remains critical, in 2022 we adapted our CSR strategy to better reflect our ambition with: *Generation Ipsen – For Positive Change*.

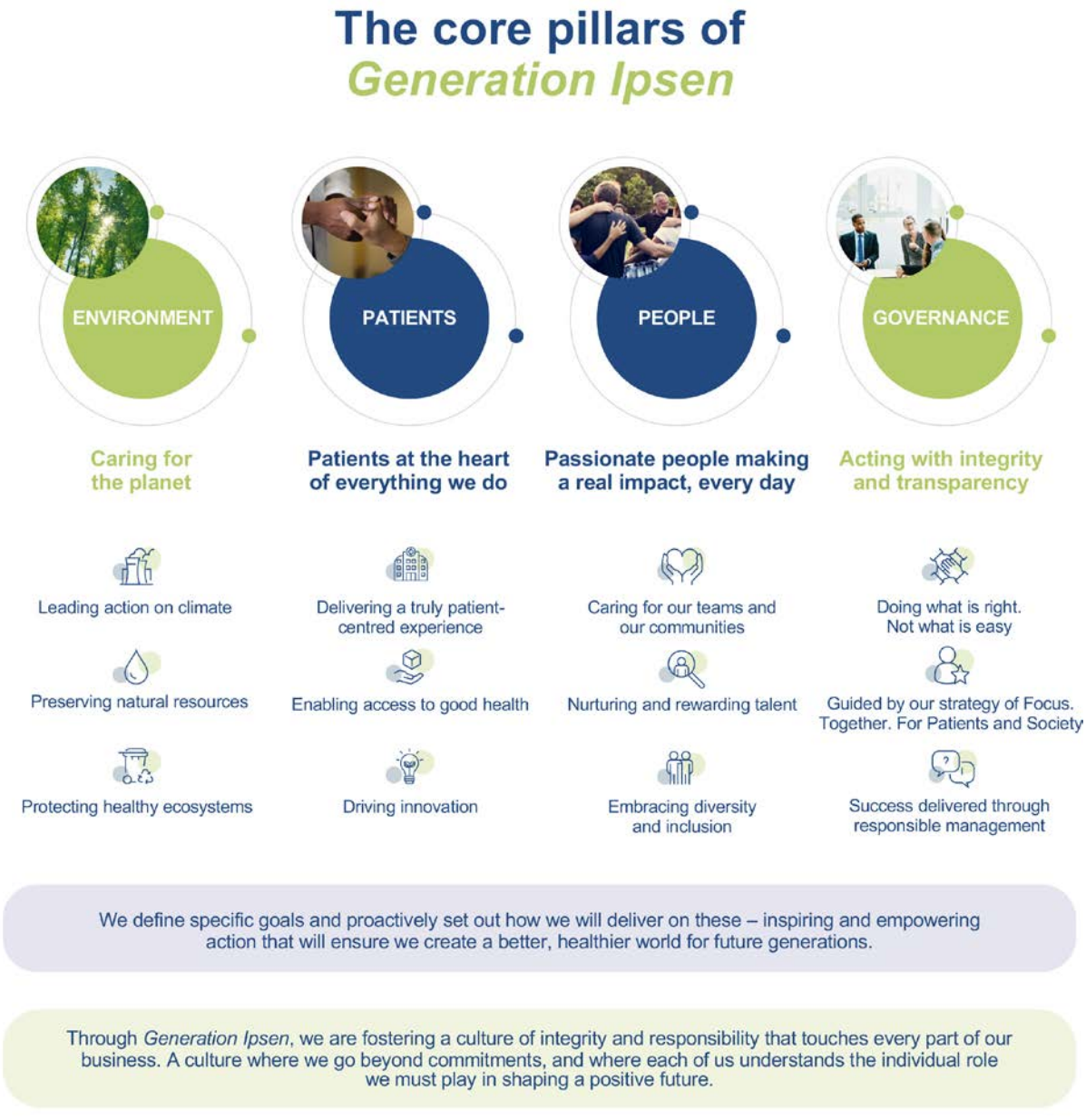
Through *Generation Ipsen*, we are fostering a culture of integrity and responsibility that touches every part of our business. A culture where we go beyond commitments, and where each of us understands the individual role we must play in shaping positive change. We define specific goals and proactively set out how we will deliver on these - inspiring and empowering action that will ensure we create a better, healthier world for future generations.

Generation Ipsen focuses on driving positive action across four pillars:

- **Environment**
- **Patients**
- **People**
- **Governance**

Each of our pillars sets out a clear and ambitious purpose and is underpinned by specific actions that are both tangible and visible. We are committed to transparency at every step, and continually challenge ourselves to go beyond what is expected – doing what is right, not what is easy. Across all our initiatives, care is taken to align with the United Nations' internationally recognized Sustainable Development Goals, and we remain firmly supportive of these major priorities.

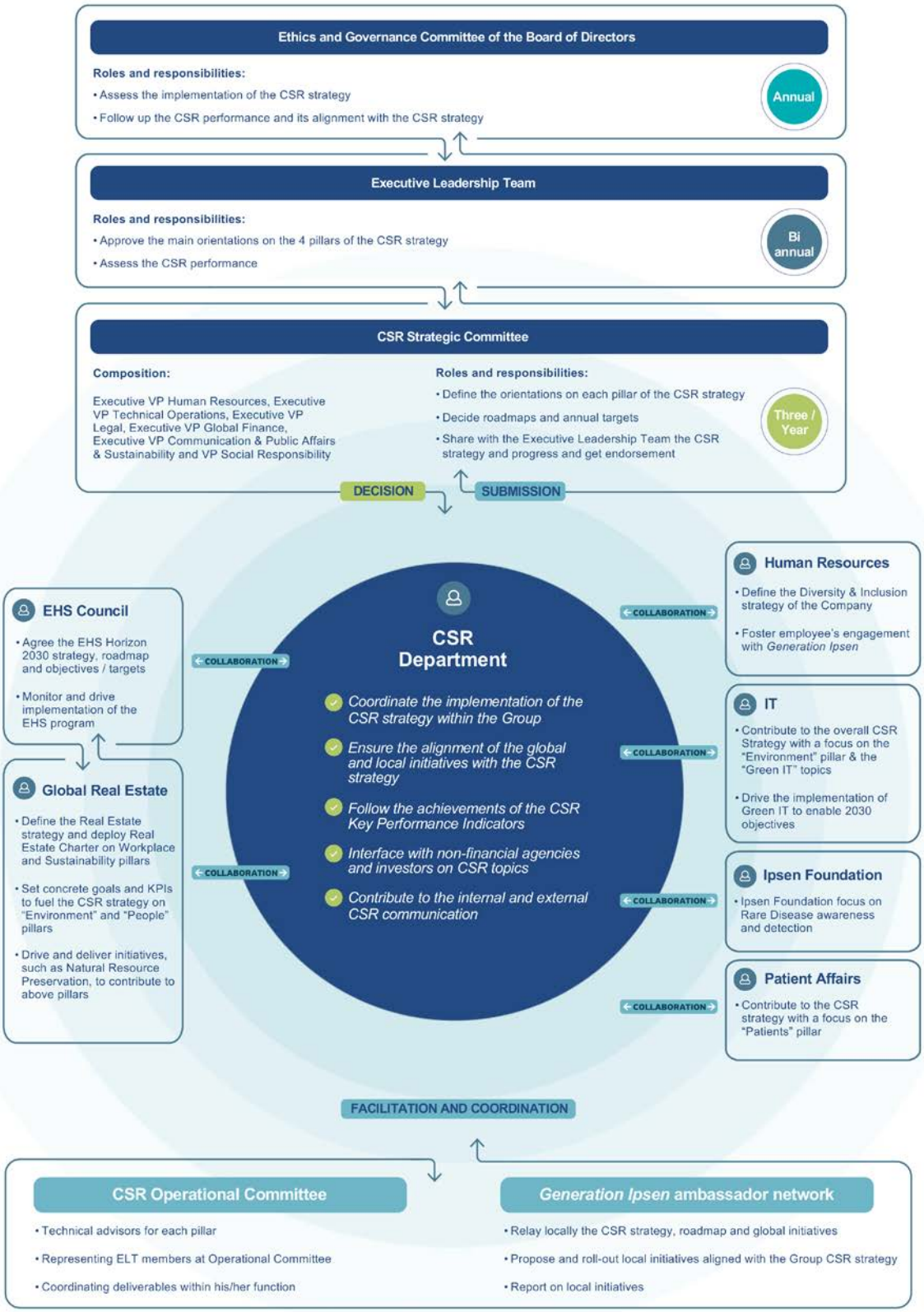
Generation Ipsen connects all of us and ensures that we can all be proud of the future we are shaping.



CSR governance

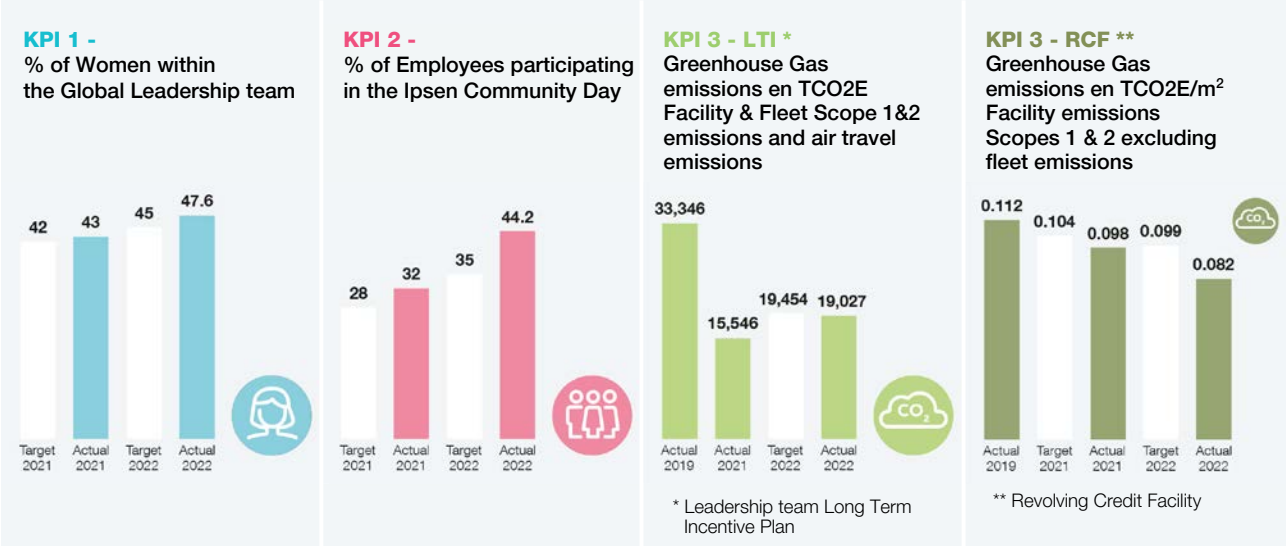
The CSR strategy of the Group is implemented at the different levels of the Company through a strong governance:

The Company Social Responsibility department coordinates and aligns the deployment of the CSR strategy within the Group, working closely with different departments to align the CSR roadmap and actions with the overall strategy of the Company.



CSR criteria in the remuneration of the leadership

In 2020, CSR metrics were introduced in the variable compensation of the Global Leadership Team (top 170 of the Company) highlighting the importance of Company Social Responsibility in the strategy of Ipsen.



Main CSR indicators

Since the introduction of CSR KPIs in the LTI and RCF, we have regularly improved our performance.

The LTI calculation has been updated in 2022 to include fleet and air travel gas emissions.

The 2022 carbon emissions increase (in absolute value) is due to a rebound of air travel (post-COVID) and a delay in electric vehicles fleet implementation.

CSR metrics are also part of the compensation package of the Chief Executive Officer.

Ipsen has decided to establish gender-balance and international experience targets for both Executive Leadership Team and Global Leadership Team (Top 170 of the Company) by 2025:

- Executive Leadership Team: to achieve 35% minimum of both gender and 45% of diverse nationals (*i.e.* employees having a nationality different from the most represented one).
- Global Leadership Team: to attain and maintain gender-balance 50% and 65% of diverse nationals.

Targets		2021*	2022	2023	2024	2025
Global Leadership Team	Women (%)	43	47.6	48	50	50
	Diverse nationals (%)	57.6	60.4	63	64	65
Executive Leadership Team	Women (%)	30.8	25	28	35	35
	Diverse nationals (%)	53.8	66.7	45	45	45

* Due to the divestment of the Consumer Healthcare (CHC) business in 2022, data are reported without the CHC segment.

2022 Ipsen's main CSR achievements in a nutshell:

Ipsen 2022 CSR achievements

We continually challenge ourselves to go beyond what is expected – doing what is right, not what is easy.

- *Our Greenhouse gas emissions reduction trajectory has been officially certified by the Science Based Targets initiative (SBTi)*
- *We have launched our "Fleet for Future" programs, aimed at significantly reducing our GHG emissions*
- *Sourced 90% renewable electricity for all global operations*

- *We continue to invest in our pipeline and manufacturing and supply capabilities – including more than €52m in our Blanchardstown site in Ireland*
- *Our partnership with Access Accelerated has continued to support communities that lack sufficient access to healthcare*
- *We have contributed patient support, medicine donations and €1.5m to help provide humanitarian relief to the people of Ukraine*

- *We have reached 47.6% female representation at the Global Leadership Team*
- *Were awarded "Employer of Choice" in 23 countries*
- *44% of Ipsen employees participated in the "2022 Community Day", supporting healthcare and environmental associations*

- *Received the ISO 37001 certification for anti-corruption management systems*
- *Continued to comply with the highest ethics and compliance standards including our own Ipsen Code of Conduct*

4.1.2 The Group's key CSR risks and opportunities

The Non-Financial Statement (NFS) is evolving towards a more business-oriented approach.

It should reflect the business model and an approach based on the analysis of the main CSR risks for five categories of information: social, environmental and human rights matters throughout the value chain, the fight against corruption and the fight against tax evasion.

The Statement is an opportunity to highlight the strategy and achievements of the Company. This implies aligning the materiality analysis of CSR issues with the identification of the main risks and opportunities.

The materiality analysis performed by the Company helped to shape the current Non-Financial Statement and reflect Ipsen's main stakeholders' expectations in terms of risks and risk management.

Ipsen, as a global specialty-driven pharmaceutical Company, with drugs marketed in more than 100 countries, acts to provide concrete responses to the needs and expectations of a wide variety of stakeholders, particularly those in the healthcare field. Ipsen has a transparent and regular dialogue with its main stakeholders (employees, healthcare professionals and patients, investors and the financial community, suppliers and partners, regulatory authorities and agencies, local communities, and the media) to provide reliable and factual information, to pursue a constructive dialogue, develop partnerships, support patients associations, with the ultimate goal of providing differentiated and innovative solutions for patients.

Ipsen's stakeholders

The Non-Financial Statement is based on the United Nations Sustainable Development Goals (UN SDGs) evidencing the importance for the Company of the commitment taken for the first time in 2012.

We have performed an analysis of the materiality in 2022 that led to the conclusion that there is no change to bring to the outcome above in spite of the Consumer HealthCare activity divestment.

The table below shows the results of the analysis with 13 main CSR risks selected and classified into four categories.

At Group level, the risks are ranked as medium and low. Within the framework of the analysis of CSR risks and opportunities, they have been identified as main risks.

Category	SDG's contribution	Name of the risk/ opportunity	Description of risk and links to Ipsen's activities	Chapter references
Improving people's life by offering innovative and safe medicines		Product quality	Protecting patients against the risks inherent to the biologic action of medicinal products and ensuring that benefit/risk for all products is positive.	2.2.2 and 4.2.1
		Product and Patient Safety	Non-compliance with security requirements that could jeopardize patients' health.	2.2.2 and 4.2.2
		Committed to ensure supply continuity	Risk of Ipsen medicines supply shortage.	2.2.2 and 4.2.3
		Counterfeit products	Counterfeit products of low quality and not complying with Ipsen's health standards, which may endanger patients' health and generate loss in sales revenues.	2.2.2 and 4.2.4
		Responsible product promotion	Improper marketing practices resulting in legal proceedings and mistrust of patients and healthcare professionals, which could damage Ipsen.	2.2.2 and 4.2.5
		Access to health	The implementation of initiatives and actions to improve healthcare in countries where access to medicines is difficult and diseases are difficult to treat.	4.2.6
Enhancing integrity to maintain a trusted relationship with our stakeholders		Data privacy	Inability to ensure integrity and confidentiality of data, resulting in disclosure or theft of patient's information and breach of data privacy.	2.2.2 and 4.3.1
		Anti-Corruption Conflict of interest	Corruption and conflicts of interest situations which could lead to major fines and penalties and damage to Ipsen's image.	2.2.2, 4.3.2 and 4.3.3
		Human Rights	Respect of human rights in Ipsen's operations and in its supply chain.	4.3.4
Driving our employees' excellence and engagement		Talent attraction	Loss and/or lack of key skills leading to delay of key programs and research projects launch, which could jeopardize Ipsen's ability to improve patients' health.	4.4.1
		Employee engagement	Negative impacts on employee motivation or on the quality of social relations that could jeopardize the achievement of some objectives and lead to a corresponding impact on the Group's results or financial position.	4.4.2
		Health and safety	Compliance or risk control failure which could result in several incidents causing injury or impacting employees' health.	2.2.2 and 4.4.3
Minimizing our environmental impact		Climate and energy	The climate risk related to business and supply chain disruption. Failure to take action on climate change which could have an impact on investor confidence and talent retention.	2.2.2 and 4.5.1
		Management of water, waste and air emissions	Failure of compliance or risk control which could result in water, waste and/or air pollution harming the environment and/or human health.	2.2.2, 4.5.2 and 4.5.3

4.2 IMPROVING PATIENTS' LIVES BY OFFERING INNOVATIVE AND SAFE MEDICINES

4.2.1 Bringing high quality product to patients

Definition of the risk

Within Ipsen, Quality is embedded in the whole lifecycle of our products, from research and development to commercialization, to ensure we bring to patients high product quality. As a pharmaceutical company, we must comply with all the good practices (GxP) expectations that are applicable to our portfolio in every market we supply (E.U., U.S., Japan and Intercontinental).

The main risks Quality could be faced with are:

- Critical inspection outcome;
- Significant product quality issue;
- Non-compliance with new regulations, e.g. EU GMP Annex 1.

To ensure our readiness at all times, we have established a strong Quality Management System that relies on key principles:

- Extended audit program of our operations and external partners with audit frequency established on risk-based approach;
- Risk-based approach in the design of all our processes;
- Risk-based approach in our decision-making process based on SISPQ (Safety, Integrity, Strength, Purity and Quality).

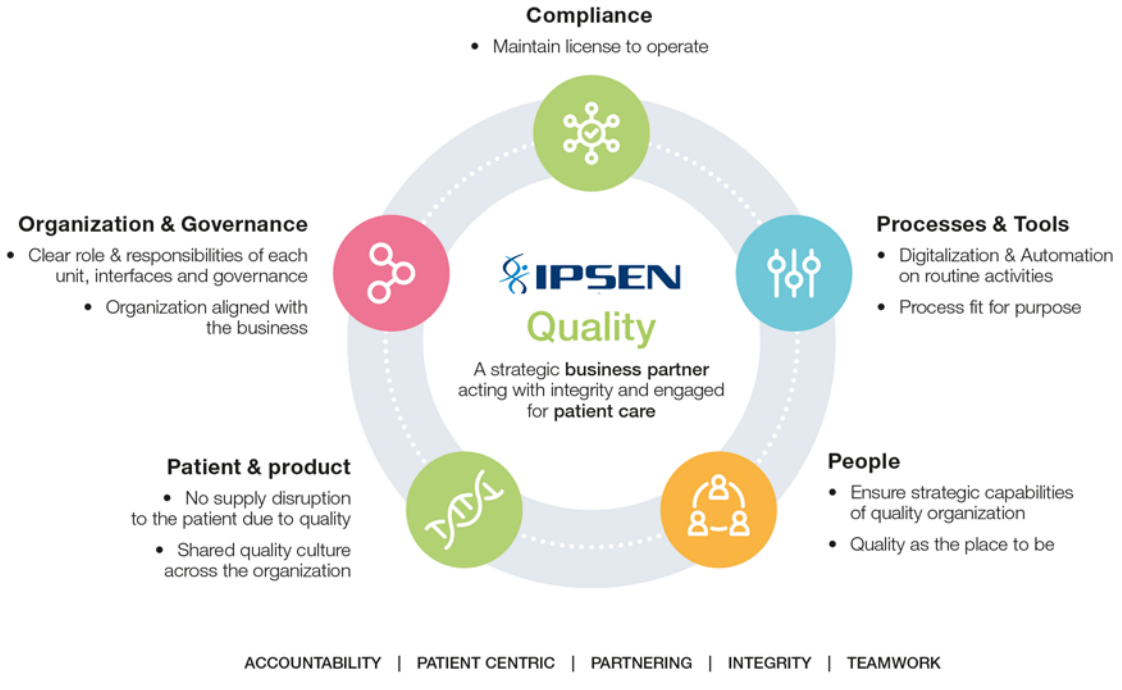
In addition, to ensure we protect our license to operate, Ipsen has implemented a process for the identification, assessment, ranking, control, documentation, communication and review of quality risks across the lifecycle of the product. Mitigation plans are defined for the most likely and highest impact risks. The output/results of the Quality Risk Management process are regularly reviewed to take into account new knowledge and experience.

Mission

The mission of Ipsen Global Quality is to achieve patient satisfaction with a safe product or service that exceeds expectations without negatively affecting productivity and / or patient safety:

- By identifying the key processes, exercising leadership and promoting the effort of the human team to achieve continuous improvement;
- Through a Quality management system which brings together the necessary ingredients so that the organization's employees can identify, design, develop, produce, deliver and support the products and services that the patient wants;
- By ensuring compliance with applicable regulatory requirements.

The purpose of Ipsen Global Quality is to be "*A strategic business partner, acting with integrity and engaged for patient care*".



Policies and procedures

Ipsen's Quality Management System is supported by policies and procedures ensuring compliance with GxP Regulations such as:

- Good Distribution Practice (GDP),
- Good Clinical practice (GCP),
- Good Manufacturing Practice (GMP),
- Good Laboratory Practice (GLP),
- Good Clinical Laboratory Practice (GCLP),
- Good Pharmacovigilance Practice (GVP).

Governance

Ipsen develops, maintains and improves its Quality Management System using the following structure:

Objectives

- Continuing our Quality journey by rolling out our global quality strategic roadmap,
- Strengthening our Quality processes to enhance integration of new assets and/or Company from Due Diligence up to Integration completion,
- Ensuring changes to regulations are integrated in our processes,
- Developing our people to foster their growth and prepare the future.

Metrics are defined for key performance areas and are used to monitor ongoing progress to quality objectives, to identify critical issues, to track improvement activities, and to identify and prioritize opportunities for quality and productivity improvements.

Results

KPI	2022	2021
Batch Acceptance level (%)	97.7%	99.2%
First Time Quality deviation (%)	90.6%	92.8%
Rate of on-time Corrective Action Corrective Prevention (CAPA) closure (%)	78.4%	94.8%

Data for Specialty Care only.

4.2.2 Ensuring product and patient safety

Product and patient safety

Definition of the risk

Ipsen's product portfolio is focused on transformative medicines in Oncology, Rare Disease and Neuroscience. All products' lifecycle activities, including development, manufacturing and commercialization activities conducted by Ipsen, must comply with the appropriate legal and regulatory framework. In case of non-compliance with applicable legal and regulatory frameworks, Ipsen could potentially put patient safety at risk (product quality issues, safety risk not anticipated) or lose its license to operate (quality and/or pharmacovigilance system unable to demonstrate the appropriate level of control and oversight).

Mission

The mission of Ipsen Global Patient Safety is to provide patients and healthcare providers with the means to safely and effectively utilize Ipsen's products.

In this context, Ipsen is operating a pharmacovigilance system, developed to protect patients against the inherent risks to the biologic action of medicinal products and ensuring a positive benefit/risk balance for all products. This pharmacovigilance system ensures the collection, detection, assessment, understanding and prevention of adverse effects or any other medicine-related problems.

Ipsen is committed to continuously develop and improve its pharmacovigilance system to guarantee that patients are protected and that Ipsen products can be used safely and effectively under changing circumstances, which includes changes in the legislation, changes in the product portfolio and changes in the structure and size of the Company.

Ipsen Global Patient Safety operates over the entire life of a medicinal product, starting at the non-clinical development stage, accompanying the clinical development in humans through all stages to build a robust safety dossier and benefit/risk assessment for regulatory filings and surveying the product on the market by collecting safety data from any interaction with healthcare providers or patients, in sporadic contacts or systematic data collection programs.

Governance

The Head of Ipsen Global Patient Safety (GPS), the Qualified Person for Pharmacovigilance (QPPV), its deputies and local representatives are responsible for the maintenance and compliance of the Ipsen pharmacovigilance system and, as importantly, the quality of all signal detection and management activities for Ipsen products around the world. The QPPV with the deputies and the local pharmacovigilance representatives ensure that global and local applicable regulations are efficiently followed.

The Head of Global Patient Safety reports directly to the Chief Medical Officer, who reports directly to Ipsen Chief Executive Officer (CEO) ensuring a clear escalation path to manage any urgent and important safety risk.

Ipsen's Chief Medical Officer co-chairs with the Head of Research & Development a cross-functional Benefit/risk committee constituted by Ipsen senior and executive leaders including the QPPV, the Benefit-Risk Decision Board. This committee is accountable for making patient safety decisions for the entire range of Ipsen products, whatever the development phase is. The Benefit-Risk Decision Board ensures the execution of actions made and monitors the preparation and implementation of the Action Plan for Emerging Safety Issues.

The key principle of pharmacovigilance (Global Patient Safety) within Ipsen is the empowerment of the dedicated pharmacovigilance representatives and cross functional teams for the collection, analysis of data and safety information with the goal to maximize the safety data acquisition & its level of quality.

The global patient safety department includes safety scientists and physicians dedicated to each therapeutic area to define product-specific safety strategies, review and analyze all safety data and perform product signal detection and validation with the unique objective to minimize identified risks for the patient and monitor rigorously the benefit-risk profile of each product.

In addition to these patients safety expert teams, each product benefits from a dedicated cross-functional team ensuring the defined Benefit-Risk assessment is effectively communicated internally, to ensure safety measures implementation, and externally, to prescribers and patients. These cross-functional teams can raise topics to the attention of the Benefit-Risk Decision Board for recommendation, guidance, and escalation.

This 3-tiered governance structure and the escalation process uphold the quality of signal management process and ensure an accurate and up-to-date benefit-risk profile for Ipsen products.

Policies and action plans

Ipsen is dedicated to continuously develop, improve and adapt its pharmacovigilance system to ensure compliance with evolving regulation, legislation at global and local level to ensure patient safety. Ipsen therefore adheres to international standards developed by the International Conference for harmonization (ICH) as well as the Council for International Organizations of Medical Sciences (CIOMS) and the pharmacovigilance regulations and all regulations of countries where Ipsen products are being developed or registered and marketed. These activities and the maintenance of an acute knowledge and expertise in the field rely on a strong internal network of local Pharmacovigilance, regulatory and quality experts in constant interaction with global teams, as well as Ipsen's involvement in focused groups, consortium, and global pharmacovigilance responsible initiatives in collaboration with regulators.

Ipsen's product safety management relies on a pharmacovigilance system encompassing all required safety processes operating in a pharmaceutical product lifecycle. The operation of the pharmacovigilance system ensures collection, analysis and reporting of safety data from all sources throughout the lifecycle of all products and involves close collaboration of many Ipsen functions, such as Regulatory Affairs, Clinical Operations, Medical Affairs, Quality, Marketing and business operations, and Legal. In this context, Ipsen is dedicated to continuously train and maintain the pharmacovigilance knowledge of all stakeholders involved in any step of product life cycle in accordance with their role and expertise. In addition, each Ipsen employee is annually trained on Pharmacovigilance main requirements and activities.

For product for which development and marketing responsibilities are shared with external parties (*e.g.* other pharmaceutical companies or academic partners) a dedicated governance structure is developed to ensure the collaboration across functional or organizational boundaries operates effectively. Ipsen Global Patient Safety team secures the flawless execution of the operational product data activities to support product reporting, product safety strategy development, appropriate maintenance risk management plan and related risk minimization measures to be shared with patients and healthcare providers.

As part of its continuous journey of improvement, Ipsen pharmacovigilance is prioritizing:

- The continuous development of local/global synergies through its regional cluster of excellence to maintain acute knowledge and implementation of regulatory requirements.
- Cross-functional collaboration consolidation for each product with a dedicated expert's team to facilitate and potentialize development strategies and cross fertilization.
- The development of a cross-functional Pharmacovigilance training strategy and its maintenance.

Objectives and results

Monitoring the safety profile of Ipsen products under development and marketed is the main mission of Ipsen pharmacovigilance function to proactively update the benefit-risk balance and inform patients and healthcare professional of any new risk.

Therefore, Ipsen pharmacovigilance system efficiency can be demonstrated by its ability to efficiently detect, analyze and assess safety signal to define appropriate action such as labelling update. Number of safety signals analyzed over a period is generally linked to the maturity of the portfolio and market expansion; increasing the knowledge on a product tends to decrease the number of the safety signals to analyze.

Among all safety signal analyzed, we expect to have very few safety signals confirmed.

The compliance indicators presented below relate to Individual Case Safety Reports (ICSR) submitted under 15 days and 90 days directly by global Ipsen pharmacovigilance to the following Health Authorities: EMA, FDA, TGA & Health Canada, MHRA in the UK (post-Brexit), Russia and some of Commonwealth of Independent States (CIS) countries. Submissions to other Health Authorities are managed locally by each country depending on local regulatory requirements and reported regularly to global functions.

Results

For the entire Ipsen portfolio (under development and marketed products)	2022	2021
On time ICSRs [1], submissions to Health Authorities managed at global level	> 98 % [2]	> 97% [2] [3]
Analyzed safety signals	8	7
Confirmed safety signals	5	0

(1) Individual Case Safety Reports.
(2) ICSRs KPIs include CHC portfolio to reflect ongoing TSA with Mayoly Spindler.
(3) Submission to MHRA in the UK since Jan 2021 and CIS countries HA submission since Sept 2021.

Being inspected by Health Authorities is part of the specific surveillance done by Health Authorities to guarantee that the maintenance of the licenses including the monitoring of the benefit-risk balance is performed by the pharmaceutical company in full compliance with the applicable regulations.

For pharmacovigilance system inspection, Health Authorities follow a specific calendar (*i.e.* inspection every 3 to 4 years if inspection outcome is favorable). The PV System of a pharmaceutical company can be inspected by each Health Authorities where active licenses are registered.

PV inspections conducted at global and local levels:

PV inspections	2022	2021 (*)
Global	*0*	*1*
Local	*0*	*1*
Total	**0**	**2**

(*) ANSM on behalf of EMA.

In addition to Health Authorities inspection, it is mandatory for each pharmaceutical company to conduct regular audits to assess the compliance of the PV System internally (global & local) and externally (business partners).

Audits are part of continuous improvement and risk management. Conducting internal audits and being audited by partners contributes to the maintenance of a robust PV System.

Audits of PV system including internally initiated audits and partner audits.

PV Audits	2022	2021
Global	*4*	*4*
Local	*13*	*16*
Total	**17**	**20**

Animal welfare

Animal testing is required scientifically in order to ensure the safety of the pharmaceuticals produced and the health of the people who consume them. Animal welfare is a sensitive issue for the community and, at Ipsen, meeting the highest standards of animal welfare is a top priority. This topic will be part of the materiality analysis in 2023.

Mission & policies

EU Directive 2010/63 on the protection of animals used for scientific purposes is one the most rigorous animal welfare standards in the world. The Directive calls for high-quality treatment and care for animal test subjects. Additionally, it mandates regular inspections and transparent communication on these assessments. At Ipsen, we comply with these EU guidelines regardless of where animal studies are conducted. Our culture of care goes beyond legal requirements to ensure the safest and most ethical research and testing methods worldwide.

We are signatories of Gircor's (*Groupe Interprofessionnel de Réflexion et de Communication sur la Recherche*) "French transparency charter on the use of animals for scientific and regulatory purposes." Gircor unites French biological and medical research organizations on the topic of animal research ethics. As members of Gircor, we share their dedication to staying informed on the latest research on developments in the world of animal research that enable us to adhere to the best practices.

Governance

Ipsen has decided to implement a dedicated governance aiming at defining a strategy and monitoring its implementation in accordance with Ipsen vision & values.

Ipsen Animal Welfare (IAW) group, a cross-functional team within Ipsen, which works across all R&D and manufacturing sites is in charge of monitoring and communicating internally and externally on the use of animal experimentations across the Group.

A dedicated Operational monitoring group on animals (R&D) is monitoring several topics of attention as Animal ethics, CROs qualification, resource for alternative methods, "3Rs" principles.

Objectives & results

While it is currently impossible to phase out the use of animals for scientific reasons, Ipsen commits to these guiding principles for the *reduction* (Reducing the number of animals used per experiment), *refinement* (Refining experiments to minimize animal suffering and improve welfare) and eventual *replacement* (Replacing animal experiments wherever/whenever possible with alternatives) of animal experimentation whenever possible.

Examples of the Company's commitment towards the improvement of animal welfare can be found in the fact that:

- Ipsen encourages the development of *in vitro* alternatives with a level of precision comparable to animal experimentation whenever / wherever possible, while ensuring patients' safety and medicinal products' efficacy.
- Ipsen's collaborators conduct animal ethics evaluations during internal quality assessments and with all contract research organizations (CROs). This quality assessment includes a strong focus on the management of animal welfare, including housing conditions, personnel training and animal ethics.
- Ipsen's Cell Based Assay ("CBA") was approved by the European and U.S. competent authorities, amongst others across the globe, to establish the potency of each batch of Ipsen's toxin and developed to replace the *in-vivo* "LD50" test. This achievement means the radical reduction of animal-based testing.

4.2.3 Ensuring supply continuity

Definition of the risk

Despite a strong end-to-end supply chain organization, the marketing of certain products by the Group has been and could be affected by supply shortages and other disruptions. Such difficulties may be:

a) regulatory (*e.g.* the need to correct certain technical problems in order to bring production sites into compliance with applicable regulations); or

b) technical (*e.g.* difficulties obtaining supplies of satisfactory quality, equipment failures, difficulties manufacturing active ingredients, or drugs complying with their technical specifications on a sufficiently reliable and uniform basis at the required volume); or

c) natural (*e.g.* natural disasters…).

Mission

Our mission is to ensure supply continuity of our medicines to patients.

Governance

Several teams are fully dedicated to cover this end-to-end supply chain risk, from raw material suppliers to distributors in the different countries.

The risk mitigation and action plans are defined by different leadership teams from Global Supply Chain, Global Procurement, Global Manufacturing and External Manufacturing. All these functions are represented within the Technical Operations leadership team that endorses strategic decisions, validates associated capital expenditures, and monitors key achievements.

Policies

All these functions have defined, and regularly update business continuity policies and Standard Operating Procedures to anticipate, decrease and appropriately manage all potential supply risks.

Actions

Major actions are:

a) risk identification: supply chain risk mapping exercise conducted every year;

b) risk response: robustness and continuous improvement of manufacturing processes, critical suppliers risk management, insurance prevention actions, capital investments, security stocks and business continuity plans.

Objectives & results

We leverage our high-quality manufacturing network and end-to-end supply chain to deliver our medicines to patients in a safe and reliable manner without disruption even if technical, natural and regulatory difficulties take place:

a) no product shortage;

b) new product available upon market authorization.

KPI	2022	2021
OTIF (on-time, in-full)	99.56% YTD	99.8% YTD

4.2.4 Fighting counterfeit products

Definition of the risk

Along with other manufacturers of pharmaceutical products, Ipsen and patients are exposed to serious potential health risks presented by illegal, falsified and counterfeit versions of the products. A falsified medicine is any medicine that passes itself off as a real, authorized medicine. In the case of counterfeit medicines, the illegal products also infringe the trademark rights of Ipsen.

The health risk for patients from taking falsified and / or counterfeit medicines includes:

- lack of effect, resulting in the underlying illness being untreated;
- infection / serious side effects from impurities and contaminants resulting from the frequently unsanitary and unsafe conditions in which these products are manufactured, stored and distributed;
- in the most serious cases, falsified and counterfeit medicines have caused the death of patients.

To the extent that falsified medicines or counterfeit products are sold as being those of Ipsen, both the patients' confidence and healthcare practitioners' trust in Ipsen's products could be undermined and Ipsen's reputation could be affected.

Mission

Fighting against falsified medicines to contribute to secure patient safety worldwide

Ipsen is completely committed to taking the necessary proactive steps to always give patients access to the highest health standards. Ipsen collaborates with other national and international stakeholders to protect patients, partners and businesses from the risks of falsified and counterfeit medicines.

Governance

Ipsen has implemented an anti-counterfeiting organization involving various stakeholders. The governance is as follows:

- The Security Committee, responsible for defining and maintaining the strategy to fight against suspicious counterfeit and falsified medicines in alignment with the associated risks.
- An Anti-counterfeiting (ACF) Investigation Coordinator responsible for the suspicious counterfeit and falsified medicines investigation coordination.

- An ACF organization, composed of experts from various operational functions such as Trademarks, Global Security, Global Quality, Regulatory, Commercial Operations, Supply chain, Communication, and Business Ethics, responsible for collaborating to manage suspicious, counterfeit and falsified medicines cases as appropriate, and to contribute to the definition of the strategy and its implementation on an *ad hoc* basis.
- An escalation process initiated at the right time by the ACF Investigation Coordinator using the Quality issues management system to confirm the assessment concerning suspicious, counterfeit and falsified medicines and the action plan, including the internal and external communication strategy.

Policies & action plans

Policies

The Global Policy

This Global Policy establishes the framework under which Ipsen's anti-counterfeiting strategy is defined and rolled out to prevent suspicious counterfeit / falsified products from entering the legal supply chain. It ensures individual cases will be appropriately managed and documented, when detected, to ensure regulatory compliance, secure the supply chain and protect patients.

This policy sets out the key strategic and operational requirements to ensure that Ipsen's anti-counterfeiting strategy is defined, implemented and maintained. This policy applies to all Ipsen Corporate functions, sites, entities and personnel managing or involved in the above listed activities related to suspicious counterfeit / falsified products.

The Global Standard Operating Procedure for case management

The purpose of this procedure is to define the principles, roles and responsibilities and process for the management of any suspicious counterfeit/falsified product case for an Ipsen product including the escalation process and notification of competent authorities as appropriated.

Main actions

1. Detecting and finding

Ipsen uses a variety of approaches to detect suspect falsified / counterfeit medicines. In the physical world, such reports may come from, *inter alia*, healthcare practitioners, patients, employees, healthcare and medicine regulatory agencies, they may also result from border measures (customs applications). In the digital world, the Company mainly relies on Internet online monitoring. Depending on regulations and circumstances Ipsen informs the local medicines regulatory agency where confirmed falsified and counterfeit medicines are found and may also support the regulatory agency investigation.

2. Improving supply chain

Today Ipsen's anti-counterfeiting strategy relies on 3 pillars:

- The serialization in order to ensure product traceability: which consists in the implementation of a unique number assigned to a single unit in a batch that could be verified if needed at any step of the supply chain until dispensing.
- The tamper evidence in order to ensure packaging integrity: it guarantees the integrity of the original manufacturer's pack and allows to detect if a box has been open.
- The safety features to facilitate counterfeit identification: they are hidden print specificities on packaging elements to maximize product identification versus counterfeits.

3. Cooperating with national and international organizations

Ipsen participates in local and international organizations.

Ipsen cooperates with law enforcement authorities, health authorities and other pharmaceutical companies, notably in efforts to shut down illegal websites that sell falsified medicines or collect information to be used by law enforcement authorities to pursue criminal networks selling falsified medicines.

Moreover, Ipsen collaborates with: *Union des fabricants* (Unifab), national industry federations such as LEEM (the French pharmaceutical industry association), professional federations, such as the European Federation of Pharmaceutical Industries and Associations (EFPIA), REACT (a non-profit organization providing services in fighting counterfeit trade) and the Pharmaceutical Security Institute (PSI).

Objectives & Results

Ipsen's objectives are:

- to protect patients' safety by securing its supply chain and preventing counterfeit / falsified products from entering it;
- to encourage reporting of suspect falsified and counterfeit medicines wherever they are found in the physical or online environment;
- to provide an appropriate response to suspect falsified and counterfeit medicine cases (investigation, data collection, regulatory compliance).

KPI	2022	2021
Number of counterfeiting cases identified and reported to National Drug Safety Agency (ANSM)	24	16

4.2.5 Promoting products responsibly

Definition of the risk

Companies are responsible for conducting promotion of their products without misleading or disguising it or engaging into off-label use related activities. The below general requirements are the basis of the Ipsen Business Ethics program which aims at mitigating relevant risks:

• **Fairness**

Promotion must be accurate, balanced, fair, objective and sufficiently complete to enable the recipient to form their opinion of the therapeutic value of the medicinal product concerned. It must not mislead by distortion, exaggeration, undue emphasis, omission or in any other way.

Any comparison made between different products must be based on relevant and comparable aspects of the products. Comparative advertising must not be misleading or disparaging.

• **Objectivity**

Promotion must encourage the rational use of medicinal products by presenting them objectively and without exaggerating their properties.

• **Transparency**

The Group must transparently state if materials or activities aim at the promotion of its medicines including but not limited to materials sponsored by a company and promotional articles in journals.

• **Approvals**

The promotion of use of unapproved medicines or unapproved indications or unapproved dosage or form of administration as defined in the market authorization.

Inappropriate promotion may have serious consequences related to the efficacy and safety of a product or may lead to wrong decisions impacting the health of patients.

Companies may face fines and penalties, expulsion from industry associations and reputational damage while depending on the seriousness of the cases, discredit of the entire industry may occur.

Promote our products responsibly

Ipsen promotes its products responsibly, in compliance with the highest legal and regulatory standards.

- **We promote** our prescription-only medicines only for uses that have been approved by the relevant authorities.
- **We promote** our prescription-only medicines to HCPs. We also promote to the general public, but only in countries where direct-to-consumers advertising is allowed, and in compliance with the applicable laws, regulations and industry codes.
- **We promote** our over-the-counter and non-medicinal products to the general public and to HCPs in compliance with applicable laws, regulations and industry codes.
- **We communicate** product information which is fair, balanced, objective, complete, accurate, substantiated and up-to-date.
- **We promote** promotional materials prior to their use following the applicable Company processes.
- **We train** all employees involved in the promotion of our products, on approved uses, product-related data, applicable requirements and on the company's promotional rules.

> FOR MORE INFORMATION

We can refer to the Ipsen Global and Country SOPs on Promotional Materials.

If we have questions or concerns, we speak to our manager or Business Ethics.

For reporting any concerns, we can use the Whispli designated Alert Platform (https://app.whispli.com/IpsenAlerts) or the email adress Ipsen.Ethics.Hotline@ipsen.com

Mission

Code of Conduct: "Ipsen promotes its products responsibly, in compliance with the highest legal and regulatory standards."

Governance

The Business Ethics Department supports the team managing products promotion to ensure the laws, regulations, Codes of practice and Ipsen policies and procedures are complied with.

Policies and action plans

Code of Conduct & Applicable Requirements

Ipsen, through its Code of Conduct, commits to promoting its products in accordance with the applicable laws, regulations and industry codes. Annual certification on the Code of Conduct is mandatory for all Ipsen employees (Refer to 4.3.2).

Furthermore, Ipsen is a member of the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA), European Federation of Pharmaceutical Industries and Associations (EFPIA) and other country industry associations such as Pharmaceutical Research and Manufacturers of America (PhRMA) in the United States and R&D-based Pharmaceutical Association Committee (RDPAC) in China and fully abides by their Codes including the articles dedicated to the promotion of products.

Procedures

In line with the the Code of Conduct, Ipsen has in place a Global Policy on Promotional Materials, setting forth the general principles and requirements for the promotion of its medicines. In addition, since 2015, a global SOP has introduced a standard process for the review and approval of globally developed promotional materials. Employees of global functions are trained through mandatory e-learning training which new comers have to complete as part of their onboarding process.

Country procedures are applicable concerning the review, approval and storage of promotional materials.

The process has been automated using an electronic tool *(CoManDo)* which has been implemented for use by all global functions and countries.

Other policies and procedures such as the Global Directive on Digital Activities, the Global Directive on Interactions with Healthcare Professionals & Healthcare Organizations (Revised in 2021) are in place to provide guidance and direction to Ipsen's employees on how promotional activities must be conducted to ensure promotion is conducted in a fully appropriate and responsible manner and in full compliance with applicable requirements.

Objectives & Results

Objective is to ensure Ipsen employees are well aware and trained on the requirements defined, ensuring a responsible promotion of Ipsen products.

KPI	2022	2021
Completion rate of trainings on the Code of Conduct (%)	98.4	97.5

4.2.6 Expanding access to health

Definition of the risk

The materiality analysis highlighted access to medicines as one the main items expected by Ipsen stakeholders. Ipsen is looking for ways to develop differentiated approaches to improving healthcare in countries and for communities where access to medicines is difficult and diseases are difficult to treat. This is an important challenge for Ipsen given its size and the geographical areas in which it is located.

Policies & action plans

Ipsen contributes to expanding access to health through different actions.

Humanitarian relief efforts [1]

At the beginning of the Ukraine invasion, Ipsen convened a crisis committee with two priority objectives: ensuring the safety of all our employees in the region and providing essential support and access to all our medicines to patients. At the time of this publication, all of our team members and their families in Ukraine are safe. Together with our partners, we are doing our very best to limit any impact to the supply of our medicines and maintain access to clinical trials – a lifeline to many patients across the region.

Beyond these two key priorities, Ipsen has decided to provide humanitarian relief to the people of Ukraine *via* a donation of €1.5 million, split between two humanitarian organizations.

- Tulipe, which collects donations from health companies to respond to the emergency needs of populations in distress during acute health crises, natural disasters and conflicts *via* its partners in the field.
- The Red Cross in France, an independent charity working alongside governments and public authorities, which undertakes neutral and impartial.

Patients support programs

In different countries, Ipsen has developed programs to support patients accessing its treatments. Two examples are developed in this section.

Ipsen ZAD is a Patient Support Program (PSP) which aims to offer patients access to affordable and adherence solutions to make their treatment journey smoother and easier.

ZAD is an Arabic word than means: All the supplies and necessities that a traveler will need during their journey to make it smoother. Similarly, Ipsen ZAD PSP is designed to equip the patient, during the treatment journey, with the needed services to make it a better & a smoother experience.

[1] This information has been added after the Board of Directors meeting of 10 February 2022.

ZAD was launched in 2020 and is currently implemented in Saudi Arabia, United Arab Emirates, Jordan and Lebanon, and Ipsen is planning to extend the program soon in Egypt, Kuweit and Irak. ZAD can only serve patients who have a valid prescription for a locally registered indication for Cabometyx, Somatuline and Decapeptyl. This prescription should be validated with healthcare professionals on regular basis.

Ipsen designed ZAD program in the region in response to the healthcare practitioners (HCP's) and to the urgent community demands to all pharma companies to provide effective solutions to patients who are facing affordability issues; patients who cannot pay for their treatment specially for high-cost treatments. Being patient centric, Ipsen designed and provided solution packages to patients and included other services beside affordability aiming to offer a comprehensive 360° program; ZAD is designed to provide adherence solutions with an intention to help the chronic patients living with cancer to be able to adhere and comply with the prescribed treatments. Ipsen truly believes in serving the patient throughout the whole treatment journey and not to miss any gap that can affect the patient life.

The main foundations of ZAD program are: Affordability & Adherence.

1. Affordability: the program is designed customized solutions for patients who don't have access to medical insurance and those who are partially insured. For uninsured patients, ZAD provides patients with Free of charge packs while provides co-payment solution for those who are partially insured.
2. Adherence: the program is designed to provide sustainable solutions for the patients' treatment journey. It provides the patients with additional services such as:
    a) Dedicated call centers: to answer any queries related to the disease, treatment, physicians, hospitals;
    b) Home Nursing/ Home delivery services in order to provide patients with means to make the treatment access easier and the treatment admission smoother.

Ipsen partnered with Axios, "a specialized 3rd party" to implement ZAD in the region, Axios International has been providing healthcare access and pioneering solutions to address the changing needs of patients, across the globe, for the past 20 years. Axios International is licensed by the Local authority and is well recognized both locally and internationally, also they passed many external audits with satisfactory results from different clients and regulators which is an essential point to ensure that any interactions with patients or HCPs are done through ethical and compliant manners.

Ipsen is always concerned about the patient safety and the Company's reputation and so, the management & the implementation of ZAD is followed through a very strict and assertive process. For this reason, Ipsen was keen to isolate the communication channel related to the program from any commercial sales activities. This way, Ipsen will ensure that there is a firewall between promoting the products (done through Ipsen commercial teams) and notifying the HCPs about ZAD (done solely through Axios dedicated team). Ipsen is doing this to abide with Ipsen standard operating procedures and to follow the local Ministries of Health rules & regulations.

Ipsen's intention was to build a strong and sustainable program. Ipsen believed that the only solution to reach this goal was through partnering with the community. The program was designed to consider the local charities in each country, as per the program mechanics; after finalizing the step related to referring the patient from the HCP to Axios, and Axios to validate the documents and to assess the patient's eligibility to join the program, directly Axios reaches to the local charities sharing the patient file and asking the charities to contribute to the patient's treatment. This step is extremely important, this step exemplifies the role of the effective partnership between Ipsen and the community, where the local charities help in the support needed to the patients in collaboration with Ipsen; by this, the patient's needs will be shared between Ipsen though the free of charge packs and the charities through purchased packs. This financial contribution from the charities will assist in sustaining the program from a financial aspect (through the purchased commercial packs) which will allow the program to support more number of patients for longer time as long as the patient is benefiting.

After almost 2 years, ZAD had helped directly around 130 patients prescribed Cabozantinib, Lanerotide or Triptorelin from different disease areas such as RCC, HCC, NET, Acromegaly, CPP, Prostate and Breast cancer who were referred to benefit from ZAD different services "Either Adherence &/or Affordability", yet, what is interesting in the program was also the intangible impacts gained from ZAD, such as:

1. Better visibility of the company as a patient centric company.
2. Better Accessibility to key stakeholders as Regulators & Hospitals' decision makers.
3. Differentiating & Protecting Ipsen's portfolio during the various stages of product lifecycles.
4. Better Pharmacists' and Nurses' disease awareness within the program.
5. Plenty of patient's disease awareness's platforms and materials to educate patients.

ZAD is a PSP designed to optimize the patient's outcomes, focusing on the patient's journey aiming to make this journey smoother, Ipsen is planning to expand the program in 2023 beyond KSA, UAE, JOR & LEB to include Egypt and Kuwait, with expectations to serve around up to 300 patients in the coming year, Ipsen truly believes that whenever there are patients who are not optimally served, ZAD will be always striving to reach to all eligible patients across the Middle East region to optimize their treatment journey.

Through the Ipsen iAccess Asean program, Ipsen has entered into a similar partnership with Axios International in September 2020.

Two products, Cabometyx and Somatuline, are part of the program for Malaysia and Thailand.

At the end of 2022, approximately 130 patients are part of the program.

Objectives & Results

Objective of this Patient Support Program (PSP) is to offer patients access to affordable and adherence solutions to make their treatment journey smoother and easier.

KPI	2022	2021
Kingdom of Saudi Arabia (KSA)	48	15
United Arab Emirates (UAE)	80	40
Jordan (JOR)	2	0
Total of referred patients in KSA, UAE & JOR	**130**	**55**

Access Accelerated initiative

Ipsen joined in 2019 the Access Accelerated initiative, the largest collective industry effort to address the growing Non-Communicable Diseases (NCD) health challenge.

The rising incidence of NCDs represents one of the greatest threats to health and development worldwide and reducing NCD mortality is recognized as a priority in the United Nations 2030 Agenda for Sustainable Development (United Nations Development Goal 3.4: "By 2030, reduce by one third premature mortality from non-communicable diseases through prevention and treatment and promote mental health and well-being.").

NCDs cause 41 million deaths each year - equivalent to 71 percent of all deaths globally. Cardiovascular diseases, cancers, respiratory diseases and diabetes are the most frequently occurring NCDs. The burden is most acutely felt in low- and middle-income countries (LMIC), which represent more than 3/4 of total NCDs deaths.

Access Accelerated is a collective of more than 20 biopharmaceutical companies pooling investment and working together to advance action for NCDs. Using a multi-sectoral approach, Access Accelerated supports locally defined priorities and develops tailored solutions to ensure scalable and sustainable NCD solutions.

The program partners with four worldwide networks dedicated to improving NCDs prevention, treatment and care (NCD Alliance, PATH) and organizations specializing in major non-communicable diseases (C/CAN for cancer, World Heart Federation for cardio-vascular diseases).

It also relies on a strong partnership with the World Bank Group to bring financial and technical assistance to support developing countries in achieving Universal Health Coverage (UHC) by 2030.

Access Accelerated now covers 44 LMICs across five continents. Strategy is grounded in the understanding that in order to meet their needs, a people-centered approach must be taken. Actions currently explore three areas where the holistic perspective brought by uniting the expertise of member companies can accelerate solutions:

- Reinforcing Supply Chain, whose reliability is vital to ensure that treatments can reach the people who need them (roadmaps to strengthen NCD supply security in Ghana and Kenya, supply chain assessment in Vietnam, demand forecasting tool in Kenya, etc.),
- Developing Digital Health, a promising tool at global, national and local level to improve Healthcare delivery. One can mention the continued uptake of the NCD Navigator (dynamic mapping of NCD programs currently active in a country) or a digital app in Vietnam providing information, reminding people to get health checkups and allowing self-assessment for personal NCD risk factor,
- Integrate Primary Healthcare, which is for most people their first contact with the healthcare system (doctor's surgery, community clinic or a dispensary). Access Accelerated aims at integrating NCD services at the primary care and community level to increase early detection of NCDs and improve patients outcomes (gather and spread best practices, training and mentoring sessions, creation of health education resources, National Guidelines implementation, etc.).

The Access Accelerated initiative:

- reached a beneficiary population of 217 million people,
- unlocked U.S.$ 355 million in new LMIC investments to combat NCDs, supporting national policy change in 14 countries,
- leveraged an additional U.S.$ 2 billion World Bank investment in NCDs.

In all actions undertaken on the ground, the program focuses on patient experience and empowerment necessity, which is fully aligned with our *Generation Ipsen* «Patient» pillar.

And values that support Access Accelerated actions and decision-making - transparency, accountability and collaboration - resonate with Ipsen Generation « Governance » pillar.

Indeed, the Access Accelerated initiative represents for Ipsen a concrete way to implement the "Together" and "For patients & society" pillars of our Group strategy ("Focus. Together. For patients & society").

Supporting International Health Partners

Since 2019 and for the first time in its history, Ipsen has introduced in the revolving credit facility of the Company, three environmental, social and governance criteria (gender balance at Global Leadership Team, participation of Ipsen employees at the Community Day and reduction of our greenhouse gas emissions (Scopes 1 & 2)), thus reflecting Ipsen Group CSR commitment.

The mechanism implemented was innovative at the time it was set up, and structured to allow the payment of both sustainability discount or premium, if any, to a charity.

International Health Partners (IHP) has been selected as a beneficiary of the payments as it is in our area of expertise as biopharmaceutical company and provides health care services. Moreover, we wanted to join our forces to other pharmaceutical companies, as with Access Accelerated initiative, reinforcing and evidencing once again our strategy "Focus. Together. For Patients & society".

IHP is a global non-profit organization and the largest coordinator of donated medical products in Europe. It supports people in disaster-hit and vulnerable communities to get the medicines and health supplies they need.

IHP works with a strong network of Healthcare companies, Non-Governmental Organizations (NGO), Logistics partners and local alliances to source medicines and high-quality medical supplies that are appropriate for use in resource-poor contexts, responsibly ship and distribute them to help equip clinics, hospitals and healthcare workers around the world. It can respond rapidly to humanitarian disasters, supports long-term healthcare development projects and equips medics to carry out their work.

Since its foundation in 2004, IHP action represents:

- more than 9 million patients helped with vital medicines and supplies,
- £173.5 million of donated medicines sent to those who need them.

Again in 2022, the achievement of CSR criteria enabled our Group to donate to IHP more than €88 000, participating in helping more than 6.8 million people with more than 14 million treatments shipped to 32 countries across 4 different continents. Action areas covered neglected tropical diseases, mental health, maternal health, deworming, child cancer, essential health pack supply and disaster response.

Fondation Ipsen

Mission

The mission of *Fondation Ipsen* is "Rare but not alone". *Fondation Ipsen* focuses on improving rare disease detection. *Fondation Ipsen* exhorts a vision to ensure that all people living with a rare disease are respected and receive an accurate and timely diagnosis.

Governance

Fondation Ipsen was established in 1983, under the aegis of the *Fondation de France*. The foundation functions independently to Ipsen Pharma, and is overseen by *Fondation de France* and an independent scientific board. Actions taken by *Fondation Ipsen* are independent and unrelated to the business of Ipsen Pharma. *Fondation Ipsen* is subject to objective audit from *La Cour des comptes* [2].

Actions

To understand the needs of patients with rare diseases, *Fondation Ipsen* worked directly with 146 organizations on an outcome based, research-grade publishable needs assessment. The goal was to identify gaps and opportunities to accelerate rare diseases detection and diagnosis. To reach that goal: patients must be accurately informed about the science and its limitations; patients must be assisted by health workers informed of the latest advances; scientific laboratories must have capacity to identify relevant genes (technically and sufficiently funded) and there needs to be accurate communication of science to patients, health care providers and the public. *Fondation Ipsen* interacted with patient organizations, healthcare entities and scientific institutions in France, Belgium, the USA, Canada, South Africa, and New Zealand. The Needs Assessment facilitates the detection of rare disease by means of improved awareness through communication with the public, patients, patient organizations and the health and scientific communities. The report, entitled "Science Communication in Rare Disease Organizations", was finalized in January 2022.

The accurate transmission of science to the public is complex because scientific information is often technical and there is oftentimes inaccurate information. *Fondation Ipsen*'s publishing arm, BookLab, addresses this need by offering, free of charge, educational high-quality books on sciences and health, with a focus on rare diseases and disabilities. To raise general interest in these issues and to fight against stigma that patients endure, *Fondation Ipsen*'s BookLab publications, with original and attractive formats, are intended for the public, patients, and families of all ages and across cultures.

Fondation Ipsen's quarterly magazine for young children, Little Issue, developed in collaboration with The Big Issue, offers complete educational content (sciences, languages, reading, general culture). Initially distributed to schools in South African townships, Little Issue is also available for sale in South African supermarkets (SPAR). The quality of the content has aroused interest at an international level. Little Issue is published in multiple languages and is distributed in schools in South Africa, in Asia (Nepal, Vietnam), in French-speaking Africa (Ivory Coast, Gambia, Madagascar, Niger, Togo, Burundi, Madagascar), in France, and to sick children in hospitals in Mexico.

Books intended for children from 3 years old, the "Children of Genetics", break down the barriers between families living with a rare disease and the rest of the world. By taking the form of illustrated tales, these books bring the specific issues faced by these families and patients into everyone's daily life. The books inform the public, for a better detection of rare diseases and invite, from the youngest age, an acceptance of interindividual differences. The books are intended for distribution as eBooks, in different languages (French, English, Spanish, Chinese), *via* the main e-platforms (Amazon, Kobo, FNAC, etc.). The printed French versions are distributed to local communities (schools, libraries) and to patients/families, patient associations, *via* the Dijon University Hospital and the ARGAD Association *(Association de Recherche en Génétique et d'Accompagnement des familles et professionnels de Dijon-Bourgogne)*.

Pediatric patients' voices are rarely heard amid the complexity of modern medicine. Therefore, each story in the "My Life Beyond series" stems from the imagination and experience of a Mayo Clinic patient. The books were developed through collaboration between these patients, Mayo Clinic physicians and author-illustrator Hey Gee. Through this unique lens of inspiring experiences, the series, intended for 5-9 years old, explores how children view illness, challenges, and recovery. The printed books are distributed within the U.S., in book shops by Simon and Schuster and in France to collectivities (schools, libraries) and partner associations. The first trilogy of the book series (Harassment, Leukemia, Autism) was distributed in 500 libraries in France, in collaboration with a company working with people with disabilities.

Fondation Ipsen's podcast program is composed of three channels, each having a different focus. The "Science Corner", designed for children, addresses the subject of difference and tolerance in rare diseases, through the tales of Jonas, a 10-year-old schoolboy who finds himself trapped in the "DNA Vortex". "Our Health", designed for the public and the scientific community, addresses health and well-being

[2] La Cour des comptes is a financial jurisdiction of the administrative order in France.

issues, and consists of interviews with prominent scientists and personalities. "Science (Hi)Stories", designed for the public, offers a journey through time, making it possible to understand scientific issues through a historical perspective. The podcasts are available for free on all popular Podcast platforms such as Apple Podcasts, Spotify, Deezer, Ausha, Podcast Addict and more. They are promoted on *Fondation Ipsen*'s social networks (Facebook, LinkedIn, Instagram), as well as on its website.

Overall, *Fondation Ipsen*'s website http://www.fondation-ipsen.org is promoted to the public in several ways. Firstly, the Google Ads tool allows it to be promoted in English and French. In addition, *Fondation Ipsen* is active on social networks, especially on Facebook and Instagram. *Fondation Ipsen* is also well positioned on Google and related search engines using an optimized SEO approach.

To communicate up to date scientific information to the rare disease community, *Fondation Ipsen* supports the development of Orphanet's newsletter, OrphaNews International (https://international.orphanews.org/home.html). To communicate information about rare diseases from work experts to the public, *Fondation Ipsen* also organizes bimonthly webinars about rare diseases with the journal Science/ AAAS. In 2022, webinars focused on providing solutions to issues in the rare disease ecosystem.

Since 2021, *Fondation Ipsen* also collaborates with the National Press Foundation to select, train, and provide scholarships to a delegation of international journalists to report on rare diseases.

To foster collaboration between organizations and experts, *Fondation Ipsen* organizes international conferences on rare disease detection. In April 2022, a conference focusing on the interdisciplinary development of new diagnostics, therapeutics and social advances for patients and their families affected by a rare disease was organized in collaboration with the University of California San Francisco. In September 2022, *Fondation Ipsen* also organized, in collaboration with the OECD, a workshop exploring policy directions for critical health technology innovation and access.

To further accelerate the detection and diagnosis and raise awareness about rare diseases internationally, *Fondation Ipsen* works with renowned partner organizations. For example, *Fondation Ipsen* funded the Rare Disease Day campaigns (a globally coordinated movement on rare diseases initiated by EURORDIS in 2008) of EURORDIS' national alliance organizations in several countries and regions. Together with EURORDIS, *Fondation Ipsen* is also developing classroom curricula and toolkits to help raise awareness among young people about rare diseases and foster brainstorming among students about ways in which their schools can be more inclusive of people living with a rare disease.

Finally, *Fondation Ipsen* supports several initiatives to help the Ukrainian rare disease community, which was particularly impacted by the conflict in Ukraine, as it is not mobile, often isolated, and dependent on medical care and specific treatments. Support was given to selected organizations, namely the Healthcare Education Institute Foundation in Poland, the Romanian National Alliance, and Humanity and Inclusion, to help the rare disease community relocate to neighboring countries and provide for displaced populations' basic needs. The BookLab also produced in Ukrainian the guide "Helping children to cope with disaster and traumatic events" in collaboration with the National Institutes of Health and adapted its "Children of Genetics" books into Ukrainian.

Results

Meaningful results have been achieved in 2022. *Fondation Ipsen*:

- reached 34 million people through digital communication, including 32,900 podcast listeners, reaching a total of 89 million people and 127,900 podcast listeners since 2019;
- distributed 114,000 printed books and 9,600 eBooks, totaling 361,000 books in circulation and 25,000 downloads in 113 countries since 2019;
- engaged with 257 leading experts from 220 organizations and 43 countries;
- financially supported 17 organizations.

As from 2023, we will implement a new patient's KPI.

4.3 ENHANCING INTEGRITY TO MAINTAIN OUR STAKEHOLDERS' TRUST

4.3.1 Protecting personal data

Definition of the risk

The major risk regarding processing of personal data is a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorized disclosure of, or access to, personal data transmitted, stored or otherwise processed.

This risk is important to manage considering current developments in information and communication technologies and because of its potential impact and consequences it can have on personal aspect.

Ipsen commits to protect the personal data of Ipsen employees, patients, healthcare professionals and other partners Ipsen interacts with. The Company protects patients and healthcare professionals' data and is transparent about use of their data in Ipsen activities such as Research, but also employees' data by accompanying and training Ipsen employees on processing and protection of personal data.

Mission

Our mission is to protect fundamental rights and freedoms of people and in particular their right to the protection of personal data by preserving integrity, confidentiality and availability of data.

In order to perform its mission, Ipsen approaches Data Privacy on several parts such as a business approach by using prevention, measure of risks and conducting assessment, analysis and a legal approach to secure every project by protecting individual's rights within legal frameworks such as contract, privacy notice and consent forms.

One of the main aspect of Data Privacy is the IT security approach. Ipsen aims at securing its assets by always prioritizing defenses to protect. In order to achieve that goal, Ipsen developed a 'Risk Informed' strategy by understanding the threats, vulnerabilities and impacts to be able to take the right decision but also create a long-term Security Culture within the Group to protect people, processes and technologies.

Governance

Since 2016, the Data Protection Officer (DPO) is responsible for ensuring the implementation of a Data Privacy and Protection program within the Group. The role of the DPO is to advise, inform and monitor compliance with Data Privacy regulations.

The DPO reports to the General Counsel and Executive leadership team member.

The DPO has set up an international and corporate Privacy Champion Network in charge of the awareness and the support of each affiliate and corporate team. Members of the network are employees representing all functions and business.

The DPO also relies on the Data Privacy Board that ensure collaboration within Ipsen's corporate department and affiliates regarding cross-functional projects and implementation of harmonized processes.

Policies & action plans

Ipsen's activities involve different personal data processing for different groups of individuals such as employees, patients, healthcare professionals, contractors, scientists...

To protect the privacy of the individuals, Ipsen has created a Group's Global Privacy policy that defines the main principles of Data protection. This global policy applies to all Ipsen employees processing personal data in compliance with European requirements and local regulations for each Ipsen Affiliate.

Main Data Privacy Principles at Ipsen

Development of employee awareness and trainings

In 2022, Ipsen has enhanced its mandatory annual training modules for all employees through online trainings, face-to-face tools adapted to the different functions so that employees are part of the data protection compliance pathway.

Training modules are updated regularly, awareness modules are available for every new comer and trainings are organized in every affiliate according to countries specific requirements.

Documentation for employees to process personal data are available on Ipsen intranet such as templates of contract, Privacy Notice, Consent form, checklists for compliance to General Data Protection Regulation (GDPR), policies and general documentation about Data Privacy.

Ipsen has implemented OneTrust, a data privacy management tool to assess the compliance of projects involving data processing with respect to the regulations, to define corrective actions to be implemented and maintaining our register of data processing.

In 2022 Ipsen also improved the management of requests from individuals and the compliance of websites involving the use of cookies.

The Privacy Champion network is also a key asset in the awareness of employees in their role of identification of risky projects and Data Protection Impact Assessment needs.

Description of clinical trials data protection

Patients' personal data may be collected for clinical trials. When this is the case, an Informed Consent form is required. The Consent form triggers voluntary participation in a study and information about the use of the collected data and the right to privacy, depending on the applicable regulations, as well as information about pharmacovigilance processing.

Healthcare professionals' personal data may also be collected during a study: a privacy notice is then required to inform them about the processing of the data and the right to privacy depending on the applicable regulations, as well as information about pharmacovigilance processing.

Objectives & Results

The main objective of Ipsen is to reach the highest level of data privacy compliance and awareness for Ipsen activities.

Ipsen's number of data breaches in 2022 remains low, with 0 data breaches reported to the authorities. This number is the result of Ipsen's enhancement of its awareness programs and procedures related to data security prevention and data breach notification by developing new policies and trainings.

Ipsen has implemented a catalog of modules concerning each step of compliance to data privacy regulation and continuously updates trainings and adapts its roadmap in order to demonstrate its compliance in terms of Data Privacy.

KPI	2022	2021
Number of data breaches reported to the authorities	0	2

4.3.2 Fighting corruption

Definition of the risk

Corruption is the act of offering, promising, making, authorizing, requesting, agreeing to receive or accepting, directly or indirectly through third-parties or intermediaries, any transfer of value to any person or organization, for the purpose of obtaining or retaining any undue advantage.

Corruption in its broader definition may also include influence peddling, tax evasion, money laundering and fraud.

Corruption negatively impacts society in multiple ways.

It hinders economic and social development and creates poverty. Public money is misused instead of being used for the right priorities such as healthcare, education, pensions, investments and transport infrastructure. In healthcare, decisions can be made for the benefit of individuals other than patients; patients may be prescribed the wrong treatment and citizens can suffer from distorted prices of medicines, medical devices or medical services.

It distorts fair trade and it may feed criminal networks and terrorist activities.

Corruption negatively impacts both companies and individuals.

The impact may range from damage of trust of consumers, candidates or other stakeholders, unquantifiable damage of reputation, impact on shares, fines and penalties, exclusion from public tenders, loss of talents up to discredit of an entire industry.

Mission

Ipsen rejects unequivocally any form of corruption and commits to act with the highest standards of ethics, integrity and transparency.

Fighting corruption

Ipsen strongly rejects all forms of corruption as these distort fair trade, hinder economic development and impose multiple costs on society at large.

Ipsen prohibits employees and contractors from accepting, offering or giving, directly or indirectly through third-parties, anything of value to any person or organization, whether public officials or not, to obtain or retain any undue advantage.

Ipsen complies with all applicable international and national laws, regulations and codes that prohibit any form of corruption. Non-compliance with applicable anti-corruption laws can have severe consequences for Ipsen and the employees concerned. Ipsen avoids doing business with entities and/or individuals that are subject to official trade and economic sanctions.

- **We interact** with all our stakeholders with the highest level of integrity based on the merits and the science behind our assets.
- **We do not** offer or give any stakeholder anything of value to obtain or retain any undue advantage.
- **We do not** offer HCPs and/or other stakeholders any gifts, congress sponsorships, grants, donations, hospitality, or anything of value in return for an increase in prescriptions or to obtain other undue advantage for Ipsen.
- **We maintain** accurate books and records to reflect all financial transactions made and received.

> FOR MORE INFORMATION

We refer to the Ipsen "Global Anti-Corruption Policy" (GLB-POL-004). If we have questions or concerns, we speak to our manager or Business Ethics or, for reporting any concerns, we can use the Whispli designated Alert Platform (https://app.whispli.com/IpsenAlerts) or the email address Ipsen.Ethics.Hotline@ipsen.com.

Governance

Business Ethics Infrastructure & Governance

Ipsen has established over the last years infrastructure and governance at global and country level to identify and mitigate compliance- and ethics-related risks.

Business Ethics Program & Ethical Culture

Ipsen Business Ethics Program is continuously enhanced with new elements, revisions and other improvements in areas such as policies and procedures, education and monitoring. In addition, existing and new initiatives intend to continuously shape Ipsen's culture with focus on ownership, accountability and decision-making and conduct of activities. Ipsen routinely measures its ethical culture through specific questions in employee surveys. In the 2021 survey, to the question "I think of compliance or ethical considerations myself when taking a decision or implementing it", 90% of the responses were positive.

Governance & Resources

All entities including commercial operations, R&D and manufacturing sites as well as global functions are overseen by appointed Business Ethics Officers, members of the Ipsen's Business Ethics department.

Business Ethics Committees co-chaired by the Business Ethics Officers and the Country Managers or Function Heads oversee the evolution of the compliance programs and the external developments in the countries while the Business Ethics committee of the Executive Leadership Team is informed on important updates and endorses priorities twice a year.

The Ethics & Governance Committee of the Board oversees the evolution of the Business Ethics Program and significant matters that may have a major impact on its effectiveness.

Continuous Enhancement of Ipsen's Anti-Corruption Program

Further to its Anti-corruption Policy and the other elements described below, Ipsen strives to continuously assess and reinforce its anti-corruption infrastructure in accordance with any applicable new requirements deriving from new country or extraterritorial laws, regulations or international standards.

In 2020, Ipsen launched a new initiative with the aim to ensure that its anti-corruption infrastructure in all relevant areas beyond policies and procedures could effectively address the risk and respond to the expectations of the identified interested parties. The dedicated anti-corruption system obtained in November 2021 the ISO 37001 certification, awarded by EuroCompliance, following an audit carried out between May and November 2021 in different sites in France, Europe and United States, confirming its commitment to fight corruption. The certification was renewed in July 2022.

Ipsen has also led other efforts towards this aim such as the revision of the Employees Conflict of Interest Policy and SOP, supported by an annual and mandatory e-learning assigned to all employees, launched in 2021 (Refer to 4.3.3).

Policies & action plans

Code of Conduct

Through its new Code of Conduct which was launched in 2019 and revised in June 2022, Ipsen and its leadership reject unequivocally any form of corruption and commit to act with the highest standards of ethics, integrity and transparency.

The Code of Conduct and its training are available in 20 languages. The training on the Code of Conduct is mandatory for all new hires and mandatory annual certification by all Ipsen employees is required.

As part of the annual assignment, Ipsen employees were assigned the Code of Conduct Training in 2022 and each individual has to certify the pledge to the Code.

Global Anti-Corruption Policy

The Global Policy has been effective since March 2019 and it reaffirms Ipsen's position on corrupt practices and sets global standards for its employees, third parties and contractors.

Ipsen complies with all applicable laws, regulations and codes that prohibit any form of corruption, including, but not limited to, French Law 2016-1691 (Sapin II), Articles 432 and 433 of the French Criminal Code, the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act when applicable, as well as applicable international conventions, including, but not limited to, the OECD Anti-Bribery Convention and the UN Convention against Corruption. Ipsen has joined the United Nations "Global Compact" program since 2012.

In accordance with this Policy, corruption in any form is strictly prohibited. Influence Peddling is also forbidden.

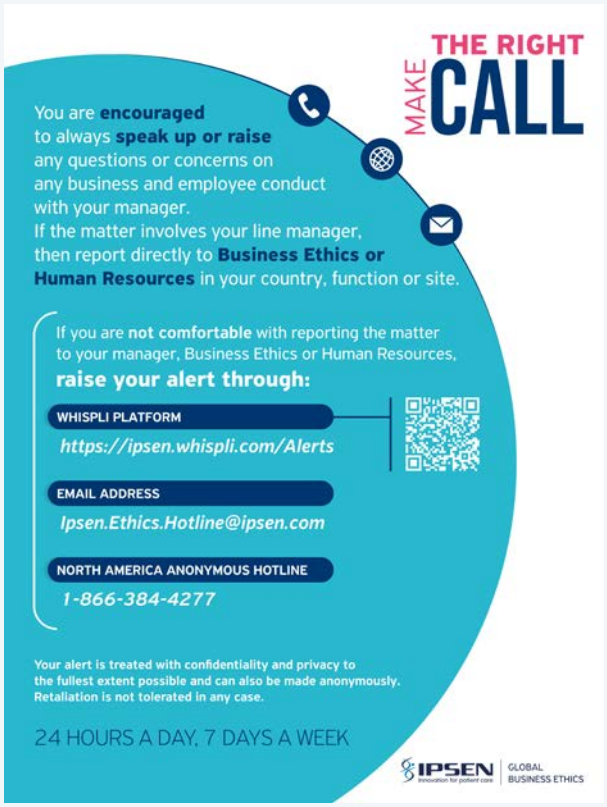
The Code of Conduct and Global Anti-corruption Policy constitute the cornerstone of the Ipsen's commitment against corruption and the anchor of its Anti-corruption Program. Consequently, any breach of the Code of Conduct, the Anti-corruption Policy or of the related laws, regulations and codes may result in disciplinary measures, up to termination, in compliance with the applicable employment legislation.

Training available in 20 languages on the Anti-corruption Policy is annually assigned to Ipsen employees since 2020. The training content is customized to ensure relevant cases are examined depending on the function/role of the individuals.

Global Policy on interactions with external stakeholders

The Ipsen Global Policy on interactions with external stakeholders was developed in 2016 to establish a global framework and define global principles around our interactions with external stakeholders, to be conducted with integrity and transparency, and in full compliance with laws, regulations, codes and Ipsen procedures. In addition to this Policy, several directives are in place to guide employees in their interactions with specific external stakeholders: HCPs/HCOs, Policy makers, Market Access stakeholders, individual patients and Patient Organizations.

All the Business Ethics related procedures are easily available to all employees on the Intranet.



Speak up

Ipsen strongly encourages a culture where employees can speak up or raise any questions or concerns on any business and employee conduct that is suspected not to comply with our Code of Conduct, our policies and procedures and Ipsen's legal and ethical obligations.

When we speak up, we do the right thing. By raising concerns, we help to protect ourselves, our colleagues and Ipsen's image and reputation:

We can speak with our manager, with Human Resources or Business Ethics.

- Additionally, if we prefer, we can use the Whispli designated Alert Platform (https://app.whispli.com/IpsenAlerts) or the email address Ipsen.Ethics.Hotline@ipsen.com. The information submitted through the Alert Platform and the email address will only be received by the specific individuals in the Global Business Ethics department entrusted with the management of alerts.
- We provide a safe environment for raising concerns:
  - To the extent permitted by applicable laws.
  - The protection of the individual making the alert is of paramount importance. Any information that may assist in identifying the individual making the alert will not be disclosed to any person other than those directly involved in the treatment of the alert.
  - Reports may be made anonymously, if the individual feels uncomfortable disclosing their identity.
  - Ipsen is committed to a strict non-retaliation policy. No retaliatory action will be taken against any individual making an alert in good faith.
  - Ipsen is responsible for the handling of any alert and takes all necessary precautions to ensure the protection of data.
  - Only personal data that is relevant, adequate and considered absolutely essential, will be collected.
  - Alerts must be based on facts and made in good faith. Abusive, malicious or frivolous reports may lead to disciplinary sanctions.

> FOR MORE INFORMATION

We can refer to the Ipsen "Global Whistleblowing Policy" (GLB-POL-003).
If we have questions, we ask our manager or Business Ethics.

Global Whistleblowing Policy

The enhancement of the speak-up culture is a priority for the Company, and this was reflected in the 2019 Ipsen Global Objectives. Its evolution is monitored every two years through the Employee Engagement Survey.

Ipsen implemented the Global Whistleblowing Policy in September 2018 and across 2019 in various waves with the aim to encourage employees and contractors to report any concerns about potential non-compliant or unethical behaviors. The Global Policy sets the principles and requirements on how these reports must be treated including confidentiality, respect of anonymity, personal data protection and non-retaliation.

The Global Policy's launch was accompanied by the Global Investigations SOP to formalize the process of investigations, from initiation up to closure and remedial and/or disciplinary actions.

Over 140 Senior Leaders such as General Managers, Heads of Technical Operations and R&D Sites, Human Resources, Legal and Business Ethics have been trained until now.

Employees can report any concerns to their manager, HR, or Business Ethics Officer directly or use a central email address or a new platform which has become available to expand the channels of reporting. Both the Policy and the Platform are made available in 20 languages. A link to the Reporting platform can be very easily found on the Intranet home page.

A global internal communication campaign wasconducted in 2022 ("Make the right call").

Third-Party Business Ethics Management Program

The Third-Party Business Ethics Management Program was initiated in 2017. It has been designed and is continuously improved upon to avoid any transactions with a Third-Party subject to economic or trade sanctions, and to mitigate the risk related to corruption among other compliance related risks, to mitigate the risks related to CSR (*e.g.,* Human rights) and to comply with all applicable anti-corruption and anti-bribery laws including the French anti-corruption Law Sapin II.

The program was revised in 2021 so that resources and attention are devoted throughout the whole business lifecycle of the contract with the third party, as well as ongoing relationship management controls, with an objective of having the compliance responsibilities owned by Business owners, with more bridges between Operations and Business Ethics, for a more efficient risk management. The Code of Conduct for Business partners was also revised to reflect the vision of the Ipsen Third-Party Business Ethics Management.

Several thousands of suppliers have been assessed since its launch. The due diligence performed is also complemented by trainings and monitoring activities consistent with main anti-corruption laws and guidance documents (*e.g.,* FCPA, UK Anti-Bribery Act and French Law Sapin II).

Objectives & results

The objective is to avoid any form of corruption through employees' commitment to acting with the highest standards of ethics, integrity and transparency. Ipsen has developed specific written standards and awareness trainings to support Ipsen employees in this matter.

KPI	2022	2021
Completion rate of trainings on the Code of Conduct (%)	98.4	97.5
Completion rate of trainings on Anti-Corruption (%)	97.3	97.1
Number of Business Ethics related alerts raised in 2022	19	-
Total number of Due diligence conducted	970	1159

4.3.3 Avoiding Conflict of Interest

Definition of the risk

Ipsen expects its employees to make decisions based on what is best for the Company and the well-being of patients and not for personal benefit. Ipsen employees may find themselves in a situation where their personal, social, financial or political interests, or that of private individuals or corporations with whom they are linked or close to, may come into conflict with the interests of Ipsen.

A conflict of interest, whether potential or actual, can seriously damage Ipsen's reputation and have consequences for the individuals involved.

Mission

We make decisions based on what is best for the Company and the well-being of patients.

We do not unduly use our professional role for our personal benefit or to benefit relatives.

We take every reasonable step to avoid finding ourselves in situations of conflicting interests with our Company.

We disclose all conflicts of actual or potential interest in writing according to the existing procedures.

We do not accept any gifts.

We do not all accept any invitations to a meal or social, cultural, sporting or hospitality event that may compromise our independence or judgment regarding a third party or that otherwise may be considered as, or reasonably appear to be, inappropriate.

Governance

The management of conflicts of interest of Ipsen employees is led by Business Ethics, Legal, and Human Resources, with all functions assessing the situations and the proposed actions to manage the conflict of interest.

Policies and action plan

Ipsen has created a Global Policy on conflict of interest (co-owned by Business Ethics and Legal) that defines the main principles which apply to all Ipsen employees. The process of disclosure and assessment of a potential situation of conflict of interest is described in a specific SOP, and supported by an IT tool developed for Ipsen in 2020, allowing each employee to disclose a specific situation, at any time.

Trainings

Ipsen has developed an e-learning on conflict of interest, explaining the risk for Ipsen and describing the different types of conflict of interest. This e-learning is assigned to all employees on a yearly basis, and is mandatory to complete. It is revised at least every two years.

Objectives and Results

The objective is to ensure Ipsen employees can, at any time, declare a potential situation of conflict of interest and have it assessed. Mandatory training and the dedicated IT tool allow the identification of such situations for an efficient mitigation of the risk.

KPI	2022	2021
Completion rate on trainings on conflict of interest	98.5%	97.5%
Number of conflicts of interest declared and assessed 2022	145	–

Avoiding conflicts of interest

Ipsen expects its employees to make decisions based on what is best for the Company and the well-being of patients and not for personal benefit. Ipsen employees may find themselves in a situation where their personal, social, financial or political interests, or that of private individuals or corporations with whom they are linked or close to, may come into conflict with the interests of Ipsen. A conflict of interest, whether potential or actual, can seriously damage Ipsen's reputation and have consequences for the individuals involved.

- **We make** decisions based on what is best for the Company and the wellbeing of patients.
- **We do not** unduly use our professional role for our personal benefit or to benefit relatives.
- **We take** every reasonable step to avoid finding ourselves in situations of conflicting interests with our Company.
- **We disclose** all conflicts of actual or potential interest in writing according to the existing procedures.
- **We do not** accept any gifts.
- **We do not** all accept any invitations to a meal or social, cultural, sporting or hospitality event that may compromise our independence or judgment regarding a third party or that otherwise may be considered as, or reasonably appear to be, inappropriate.

To prevent conflicts of interest, we safeguard against situations in which the objectivity of a business decision may be impaired, or may reasonably appear to be impaired, especially when:
Investing in a competitor, supplier or customer. Having a family member who wants to do business with Ipsen. Taking a second job or accepting board membership in another company.

4.3.4 Promoting and defending Human Rights

Definition of the risk

As a Company present in several countries with many stakeholders, adverse human rights impacts may arise in the course of doing business. Human Rights violation may lead to negative impacts on the business operations (*e.g.,* cancellation of contracts), on the corporate reputation, but also on the patients Ipsen serves. Ipsen must ensure that Human Rights are respected in all its activities and its supply chain. Human Rights refer to the fundamental rights of the United Nations (UN Global Compact, Universal Declaration of Human Rights) and the International Labor Organization (ILO).

Ipsen must comply with regulatory human rights obligations, including international standards such as the United Nations Guidelines on Business and Human Rights and national regulations and must identify the nature and extent of potential human rights violations in each country where the Company, its suppliers and direct sub-contractors operate.

Ipsen's organization, policies, action plans and individual approach to human rights are presented below.

Mission

Code of Conduct: "We respect human rights and carry out our human rights duties through exemplary behavior in our business conduct."

Governance

Human Rights are governed through various Ipsen departments, including Business Ethics, EHS & Procurement to ensure they are respected all along the value chain, from the supplier to the patients.

Policies & action plans

Policies

- Ipsen encourages its employees to be exemplary corporate citizens, committed to serving the communities in which the Company operates.
- These actions are made to respect people, protect the planet and integrate human rights and environmental considerations into all aspects of activities, from research and product development to the supply chain and manufacturing operations to patients. A specific section is dedicated to Human Rights in the Ipsen Code of Conduct, (as mentioned earlier, all Ipsen employees must complete an annual and mandatory e-learning).
- Ipsen has committed to the principles of the United Nations (UN) Global Compact since 2012 and supports the 10 principles set out in the UN Declaration of Human Rights and the International Labor Organization's standards.
- Ipsen invests in communities and focuses efforts on patient associations and charitable work. Ipsen's commitment reflects its Company Social Responsibility effort.

Respecting human rights

Ipsen respects human rights and carries out its human rights duties through exemplary behavior in its business conduct.

- **We respect** and promote human rights.
- **We adhere** to the principles of the United Nations (UN) Global Compact; we support the principles set out in the UN Declaration of Human Rights and the International Labor Organization's standards regarding child labor and minimum wage.
- **We invest** in communities and focus our efforts on patient associations and charitable work. Our commitment reflects our Company Social Responsibility effort and Ipsen's employees are our ambassadors.
- **We select** sustainable suppliers that adhere to the principles of the UN Global Compact.

> FOR MORE INFORMATION

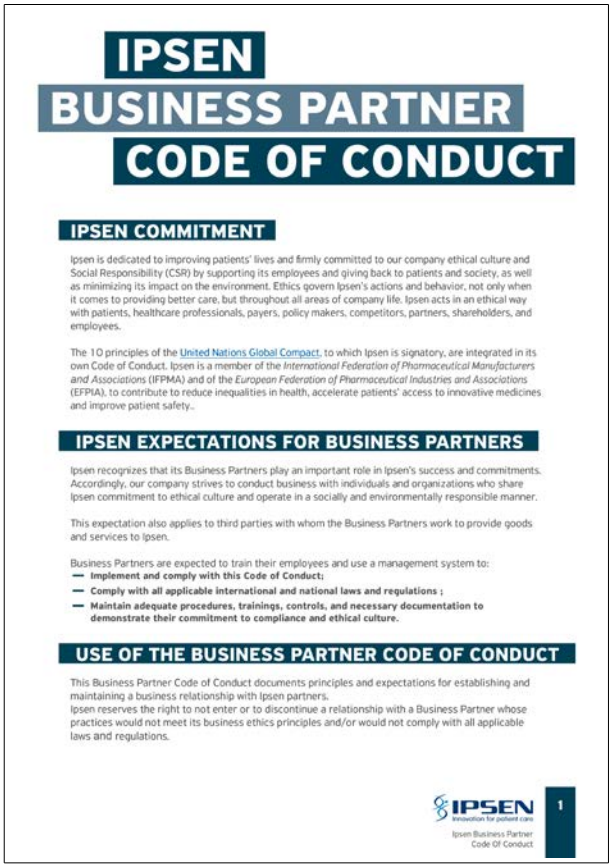
We can refer to Ipsen's Annual Report, available on Ipsen's website, and to www.unglobalcompact.org.

If we have questions or concerns, we speak to our manager or Business Ethics or for reporting any concerns, we can use the Whispli designated Alert Platform (https://app.whispli.com/IpsenAlerts) or the email address Ipsen.Ethics.Hotline@ipsen.com.

Main realizations

Ipsen wishes to only work with individuals and organizations who share Ipsen's commitment to ethical business practices and operate in a socially and environmentally responsible manner.

The Business Partner Code of Conduct clearly outlines the principles and expectations on suppliers who wish to establish and maintain a relationship with Ipsen. This includes Ipsen's requirements around human & labor rights, health & safety, protection of the environment and ethical business practices.



IPSEN

BUSINESS PARTNER

CODE OF CONDUCT

IPSEN COMMITMENT

Ipsen is dedicated to improving patients' lives and firmly committed to our company ethical culture and Social Responsibility (CSR) by supporting its employees and giving back to patients and society, as well as minimizing its impact on the environment. Ethics govern Ipsen's actions and behavior, not only when it comes to providing better care, but throughout all areas of company life. Ipsen acts in an ethical way with patients, healthcare professionals, payers, policy makers, competitors, partners, shareholders, and employees.

The 10 principles of the United Nations Global Compact, to which Ipsen is signatory, are integrated in its own Code of Conduct. Ipsen is a member of the *International Federation of Pharmaceutical Manufacturers and Associations* (IFPMA) and of the *European Federation of Pharmaceutical Industries and Associations* (EFPIA), to contribute to reduce inequalities in health, accelerate patients' access to innovative medicines and improve patient safety..

IPSEN EXPECTATIONS FOR BUSINESS PARTNERS

Ipsen recognizes that its Business Partners play an important role in Ipsen's success and commitments. Accordingly, our company strives to conduct business with individuals and organizations who share Ipsen commitment to ethical culture and operate in a socially and environmentally responsible manner.

This expectation also applies to third parties with whom the Business Partners work to provide goods and services to Ipsen.

Business Partners are expected to train their employees and use a management system to:

- **Implement and comply with this Code of Conduct;**
- **Comply with all applicable international and national laws and regulations ;**
- **Maintain adequate procedures, trainings, controls, and necessary documentation to demonstrate their commitment to compliance and ethical culture.**

USE OF THE BUSINESS PARTNER CODE OF CONDUCT

This Business Partner Code of Conduct documents principles and expectations for establishing and maintaining a business relationship with Ipsen partners.
Ipsen reserves the right to not enter or to discontinue a relationship with a Business Partner whose practices would not meet its business ethics principles and/or would not comply with all applicable laws and regulations.

IPSEN
Innovation for patient care
Ipsen Business Partner Code Of Conduct
1

• Supplier Risk Management (SRM)

In 2022, Ipsen piloted a group-wide coordinated risk management process under a single 'go to' digital platform, bringing together internal experts across Procurement, Business Ethics, EHS, Data Privacy, Cyber Security, Operational Tech security & IT Quality to develop a world-class SRM solution that determines where and which risk assessments are required for potential new suppliers. This initiative streamlines internal/ external inputs and reviews while ultimately protecting Ipsen in ensuring 3rd party suppliers meet Ipsen standards & requirements, including those in the Code of Conduct. Ipsen's risk management process incorporates checks using industry recognized databases (including Duns&Bradstreet, Dow Jones and Ecovadis) to monitor and develop suppliers as well as combining with in-house subject matter expert assessments and reviews.[1]

• Third Party Business Ethics management program

The Ipsen Business Ethics Third Party program, aiming at fighting against corruption and bribery, assesses several hundreds of Ipsen's partners each year.

In 2021, the Business Ethics Third party management program was reviewed to include more questions to the third parties assessed on human rights, in a dedicated section on Company Social Responsibility.

In 2022, 245 new Third Parties covered by the Business Ethics Third party management program have been evaluated, compared to 521 in 2021.

Objectives & Results

Ipsen's objective is to be able to identify, assess, prevent and potentially address human rights abuses resulting from business operations through employees awareness and business partners due-diligence process.

KPI	2022	2021
Number of new third parties assessed through the Business Ethics Management program	245	521
Completion rate of trainings on the Code of Conduct (%)	98.4	97.5

[1] Number of suppliers evaluated by Ecovadis indicator removed since 2020 disclosure.

4.4 DRIVING OUR EMPLOYEES' EXCELLENCE AND ENGAGEMENT

4.4.1 Attracting the best talents

Definition of the risk

Ipsen's expansion might be hindered by missing key expertises and resources, such as those needed for business development, market access, management of clinical trials, or regulatory licenses.

In addition, there are some specific challenges linked to Ipsen's footprint such as:

- the strategic importance of Ipsen's presence in the United States of America,
- a large geographical footprint with small-sized locations,
- the evolution of the portfolio *via* external acquisitions that may require us to anticipate or adapt quickly to new assets.

The "Great Resignation" phenomenon throughout 2022 created a further challenge, in particular in the USA, UK and Ireland.

That is why Ipsen relies heavily on recruiting and retaining the best executive management and scientists.

Mission

To address these various challenges, the mission defined is as follows:

> To apply a strategic approach to identify, attract, hire talented individuals to Ipsen, to efficiently and effectively meet our growing and dynamic business needs.

Governance

Within Human Resources (HR), four types of HR professionals work closely together to ensure Ipsen attracts the best talents: the Talent Acquisition and Compensation & Benefits Centers of Excellence, the Strategic Business Partners and the HR Operations. In 2022, Roles & Responsibilities have been clarified in detail.

Their respective roles are summarized below:

Talent Acquisition	
CoEs	**Talent Acquisition and Compensation & Benefits Centers of Excellence:** Global experts that define the roadmap and policies and their own global tools. They are accountable for rolling out and ensuring consistency in the application of tools and policies. They review operational KPIs and identify action plans when needed.
Division	**Strategic Business Partners:** Senior level HR leaders who are responsible for maintaining and feeding the internal talent pipeline for their scope of responsibility.
Operations	**HR Operations and Shared Service Center:** Key resources for transactional HR interactions within a specific geographic zone (countries, regions, locations…) including on-boarding of new talents.

Policies, Frameworks & action plans

Existing policies & frameworks

Ipsen's Employment Value Proposition relies on 4 key pillars: "It's all about size", "Impact Always", "Purpose-led", "People-powered". Talents find the best of both worlds: Big Pharma and Biotech. This value proposition was refreshed in 2022.

A Hybrid Work policy was also implemented to give flexibility.

The Talent Acquisition principles, which are part of a global document called "Ipsen HR Principles", cover the following aspects: data-informed planning and strategy, link to internal succession plans, employer branding, candidate relationship management, candidate assessment, candidate care and feedback.

In 2022, Ipsen also reviewed and validated a **list of preferred executive search firms** focused on amplifying quality requirements across our global footprint on the most critical positions. The selection was made using a robust tender process including diversity, inclusion and equity principles/ metrics Ipsen is focused on integrating and is aligned with our DE&I strategy.

Ipsen's Talent Acquisition Recruitment resources are allocated and structured across the main hubs: North America, UK & Ireland, France and China.

Finally, Ipsen defined a **standard onboarding journey,** applicable to any newcomer to Ipsen, thereby ensuring it delivers a consistent employee experience across our global footprint.

Main recent achievements

2022 was marked by the acquisition of Epizyme, the carve-out of the CHC business and a significant recruitment trend, back to a "pre-COVID" level (2019).

In order to better anticipate hiring needs, several functions have performed or initiated a Strategic Capabilities planning exercise: Supply Chain, Engineering, Procurement and IT. These exercises enable us to clarify expected skills for each role and to anticipate the future evolutions in roles and skills. A project to establish a Strategic Workforce Planning both short and long-term is being initiated.

- **Reinforcement of the Talent Acquisition operating model**

  The Talent Acquisition Center of Excellence developed and deployed a range of KPIs to monitor Talent Acquisition activity, gain efficiencies and promote the harmonization of processes across its key stakeholders. A refined roles and responsibilities charter has been launched and several initiatives underway to ensure excellence in delivery and execution.

  The COE also developed a more systematic approach to gather external feedback provided *via* social media and targeted satisfaction questionnaires to create improvement plans.

Objectives & Results

Objective is to deliver strategic services that create a competitive position for Ipsen by sourcing, attracting and hiring high-caliber talent leveraging technology for engagement throughout the talent process for an exceptional candidate experience:

- create an exceptional experience for every candidate,
- elevate Ipsen's brand to be recognized as a leading biopharma company,
- operate as a nimble organization aligned to the business,
- upgrade capabilities to drive operational & execution excellence.

Description of key performance indicators:

KPI	2022 *	2021 *
Number of recruitments	1,445	1,057
Headcount	5,240	4,738
Share of women in the Global Leadership Team (%)	47.6	43

* 2022 and 2021 excluding CHC business.

4.4.2 Enhancing employees' engagement

Definition of the risk

The Group's success largely depends on the motivation of its employees. Negative impacts on employee motivation or on the quality of social relations could jeopardize the achievement of some Group targets related to research, production, or marketing activities and lead to a corresponding impact on the Group's results or financial position.

Also, the Group's success depends for a large part on certain essential managing executives and critical talents. The departure of these senior employees could damage the Group's competitiveness and compromise its ability to achieve its objectives.

Finally, Ipsen is convinced that it is through being an inclusive organization that we will best manage the complexities we face today and innovate for tomorrow.

That is why, investing in employee's engagement and development is a key objective of the HR Policy.

Mission

Employees' engagement is at the center of the HR vision, that is outlined as follows:

> Ipsen's ambitious growth and innovation is driven by optimal organization capabilities and fully-engaged teams. Each employee's engagement is the outcome of an approach based on the three "C's": *capabilities*, *contributions*, and *commitment*: build strong capabilities, ensure contributions are fully recognized and maintain an unwavering commitment from everyone.

Governance

The governance around the employees' engagement is to be considered at different levels:

HR Talent Management

At Ipsen, most topics directly related to employees' engagement (Learning and Development, Diversity and Inclusion, Engagement) are gathered under the "Talent" umbrella that encompasses both Talent Management and Talent Acquisition and thus enables positive synergies.

The Talent governance involves 3 different types of actors within the HR function, with specific roles as described in the following chart:

Talent Management	
CoEs	**Talent Management Center of Excellence:** Global experts that define the Talent Management roadmap and policies and own global Talent Management tools. They are accountable for rolling out global programs, for coordinating annual development and talent assessment campaigns and for ensuring global consistency in the application of tools and policies. They review operational KPIs and identify action plans when needed. Talent Management CoE is grouped with Learning & Development CoE. The CoE is organized with a small global team and a network of geographic Talent Partners for each Hub and clusters of countries.
Division	**Strategic Business Partners:** Senior level HR leaders who are responsible to maintain and feed the talent pipeline for their scope of responsibility. They animate the Talent Management activities at divisional level, partnering with Business Leaders to identify future leaders and ensuring their development.
Operations	**HR Operations and Shared Service Center:** Key resources for more transactional HR interactions within a specific geographic zone (countries, regions, locations…). They are accountable for the local roll-out of annual campaigns, global policies, programs and tools.

HR Functions

In addition, and even if the Talent Management activities are critical in ensuring the engagement of all employees, all other HR Functions (such as Compensation & Benefits, International Mobility, HR Information Systems) also contribute to that objective.

CSR Department and the "People" pillar

On top of the HR functions, the Company Social Responsibility Department works closely with the HR Department to define the overall strategic goals of the "People" pillar of the CSR Policy: the CHRO (Corporate HR Officer) is a member of the CSR Strategic Committee and many local CSR ambassadors are also HR representatives.

Diversity, Equity & Inclusion (DE&I) Groups

The two types of DE&I groups which were set up in 2021 to help drive diversity & inclusion across Ipsen were reinforced in 2022:

- Global DE&I Council (GDIC): core team of business leaders who help sponsor and drive DE&I globally; the council is sponsored by a member of the Executive Leadership Team in addition to the Corporate HR Officer. The mission and focus of the GDIC was reviewed and clarified in 2022.
- Local Inclusion Groups: core team of employees who drive DE&I in their own region. Ipsen now has Inclusion Groups in France, the U.S., the UK, & the DACH (Germany-Austria-Switzerland) region. In addition, the part allocated to Diversity and Inclusion in the QVCT (*Qualité de Vie et des Conditions de Travail*) manager's role in France has grown in 2022, thus bringing a specific focus to DE&I in the region.

The topic of DE&I is regularly presented and reviewed by the Board of Directors.

Local level and well-being at work

Finally, as regards the specific topic of improving well-being at work, many concrete improvements are undertaken directly at local level. Ipsen decided that each site or country would be accountable to apply for external site certifications and to decide which certification is most appropriate. An increasing number of sites or countries decide to do so.

In 2023, Ipsen will move to a global contract with Great Place to Work; the responsibility for applying for the award will remain local, but questions and approach will be harmonized, and a new bi-annual cadence introduced to reduce survey fatigue and enable global results analysis.

Policies & action plans

Policies and Tools

To sustain the three-C's approach to engagement, policies have been developed to cover each aspect:

- On the *"Capabilities"* side, the iPerform philosophy aims to accelerate the development of all Ipsen employees with the support of the new iPeople system while the "iDevelop philosophy" ensures every single employee is a talent and deserves a development plan.
- To ensure contributions are fully recognized throughout the Group, a global Recognition Platform called Bravo! was launched in October 2022.

  The Compensation & Benefits principles were documented in 2019. These principles cover the following aspects: compensation, incentive plans, benefits and recognition plan and awards.
- To encourage the commitment of all employees, Ipsen's CSR strategy is being developed so that all of them commit to *Generation Ipsen.* Criteria have been defined to provide guidance to local teams in supporting the appropriate initiatives.

  The Ipsen Code of Conduct states Ipsen principles in terms of inclusion and non-harassment, thus acknowledging that inclusion is an important element of commitment.

  Finally, Ipsen encourages its affiliates – while leaving it to their initiative – to seek external recognition awards such as "Great/Best Place to Work" to encourage their efforts to improve well-being at work. Since 2021, an *ad hoc* workforce provides advice and support to their colleagues in other countries that are willing to start the journey to obtain such an external recognition.

  Engagement level is measured worldwide every other year by an independent provider, with action plans being followed wherever necessary.

Recent achievements

- **Develop Leaders and High Potentials**
  In 2022, the Company rolled-out a Leadership Model called "3H: Head, Heart, Hands" that is illustrated by the Ipsen Way of Being.

- **Develop every employee**
  The culture of the development plan is now really embedded in the Company with an annual update.

  In 2022, the campaign led to 98% of employees updating their development plan.

  A specific guidance was shared to ensure the objective of the development is defined in 2 dimensions: within own job and for a targeted position. 90% of employees have defined a career interest. A major event was held in 2022: for the 1st time a Career Month was held across all Ipsen entities with events at global and local level with the motto "I own my growth", enabling teams to get inspiration from career stories and key projects, know better the ecosystem of resources available and share and learn with peers. The assessment of our associate's potential helps our HR Business Partners identify targeted development actions for our future leaders either through mobility, specific career acceleration programs or exposure events. In 2022, two Talent Speed networking events were organized, enabling 2-way feedback and rich exchanges between talents and members of the Executive Leadership Team. In 2022, the focus was on enriching succession plans to enable faster targeted development and preparation of the organization. Nearly 80% of employees identified as having high potential are positioned in at least one succession plan.

  The assessment of our employees' potential helps our HR Business Partners to identify targeted development actions for our talents (or emerging talents) either through mobility or through specific leadership programs.

- **Every day is a learning experience (on-line learning)**
  In 2022, the on-line learning partnership with LinkedIn Learning was expanded and further activated. The rich content is shared with large or targeted audience to fit the needs at the right moment: Career Management related during Career Month, Feedback during End-Year period, Project Management for participants to projects assignments or well-being for targeted teams.

- **Provide opportunities to grow *via* first-class leadership programs**
  In 2022, the entire Global Leadership Team started an 18 month leadership program in partnership with IMD (Impact Together). This program is a blended learning journey including face to face modules with high standard leadership course, coaching, virtual modules with outside-in perspective. The program includes an accountability as well for participants to cascade the learning and content to their teams.

  Other leaders are covered by 2 main programs: Leading the Ipsen Way and First Time Leaders. In 2022, around 590 managers have been trained through these programs.

  On top of leadership programs, Ipsen offers Career Acceleration programs to targeted individuals to accelerate their development and their readiness for future roles. These programs mix a range of activities related to growing self-awareness, leadership courses or exposure to senior leadership and projects assignments.

- **A strong 'Learning through others' offer**
  The mentoring offer continued to be enriched in 2022, with a campaign of recruitment of new mentors during Ipsen Career Month and the organization of on-boarding session for mentoring pairs.

  Additionally, Ipsen is reinforcing its L&D offer with the update of the coaching policy and the selection of a platform of coaching that will be available to employees in 2023.

- **Develop career mobility**
  Career Pathways have been developed for pivotal job and in areas of the Company where retention is a particularly acute issue.

  Cross-mobility (cross-job, cross-geography, cross division) is particularly valued at Ipsen. By Q3 2022, more than 270 employees have experienced a cross-move at Ipsen. This kind of career path was highlighted during an Ipsen Live event to inspire with true stories.

- **Establish a new Hybrid Model**
  Guidance has been provided to all countries regarding the number of days allowed to work from home. Employees were surveyed on this topic as part of the 2021 Engagement Survey and again in the Action Pulse Survey in 2022. Existing and new workplaces will be progressively adapted to foster this new collaboration method.

Specific training sessions have been held for employees and managers to support them through this significant change.

- **Understand and promote Diversity, Equity and Inclusion (DE&I)**
  In 2022, the awareness and understanding of DE&I grew within Ipsen, as a result of the following actions and initiatives built around the 3 pillars of the DE&I strategy:
  – Building an inclusive culture.
  – Ensuring equitable outcomes.
  – Working towards diverse representation within our workforce (with specific targets to improve gender balance and diverse nationalities at the global leadership team level).
- **Building an inclusive culture**
  – Awareness sessions: in 2022, special events were organized to improve employees' awareness of DE&I: International Women's Day in March, Pride month in June and Disability month in November.
  – The Executive Leadership Team also held two sessions focused on Inclusion and Role Modeling.
- **Education**
  – Schedule of allyship and fighting bias workshops proposed to the HR Community.
  – Embedded DE&I introduction into the HR onboarding program.
  – Launched DE&I online programs *via* LinkedIn Learning.
- **Ensuring equitable outcomes**
  – The Recruitment process was enhanced to engage hiring managers in reflections on diversity for their teams; this was accompanied by online training for hiring managers and therapeutic area specialists.
  – Reviewed our HR processes in Talent acquisition, Talent Management, Performance Management, and Compensation and Benefits.
  – Roll-out of a methodology for the Compensation & Benefit teams to analyze gender pay equity within their scope.
- **Diverse representation**
  – Detailed action plan to continue to work towards gender balance within our Global Leadership Team.
  – The Women's Group Elevate has continued to drive the topic of gender in the US; a European branch of the Elevate group is to be piloted in 2023.
  – Piloted our first program focused on supporting the development of our women leaders through the use of digital coaching.

Anchor and evolve our Ipsen Way of Being

In 2022, the Ipsen Way of Being that represents the backbone of Ipsen's culture and values was further socialized across the Company. It was incorporated in the 360 feedback program, ready for cascade to all Ipsen managers over the next three years (2023-2025).

Also in 2022, the Ipsen Culture Manifesto was introduced to articulate our aspirational culture. Designed to enable rapid and supported cultural transformation, the manifesto includes an engaging traffic light mechanism to support conversations between, and measure progress against the 18 attributes contained within it as, individuals, teams, and Ipsen as a whole.

Additionally, HR globally supported some specific aspects of the transformation of Ipsen:
– The new "Asset Centric Model" for which HR developed a specific program to help Asset Teams work effectively together.
– Also, "a Digital Pathway" was developed with an expert provider to provide high-quality e-learning modules on all digital aspects and from a "literacy" to an "expert" level. The "literacy" level was completed by more that 1,000 employees.
– Adapt the Ipsen assessment tools according to this new Ipsen Way of Being and Culture Manifesto.

Listen actively to our employees

Ipsen also decided to make a specific effort in better listening to the employees. The implementation of a specific tool (Glint) along with a willingness to implement shorter, more frequent "pulse surveys", support this approach. In 2021, the Engagement Survey was run using this new tool that gives every manager a precise view of their team's results and encourage them to develop their own action plan.

In 2022, a follow up Action Survey was conducted to assess impact of actions recorded in 2021 and overall engagement; results indicate that engagement remains high, the same and above benchmark.

An Employee Assistance Program (EAP) was rolled-out to our main countries that provides assistance to all employees and their family members.
Finally, some HR resources have been specifically dedicated to supporting Ipsen efforts to sustain engagement in its workforce.

Along with developing employees, fostering their engagement for the benefit of Patients and of the community has also been a strong line of action:

- **Combine Health with Patients support**
  Ipsen in Motion is our global internal program promoting the health and well-being of our employees while allowing us to support patients' associations and environmental causes in various countries where Ipsen has a presence. It consists in a series of sport challenges proposed to all Ipsen employees around the world through a digital platform (United Heroes).

Challenges can be Global, taking place over the whole year or Local, of one month duration, scheduled over the year. It is the initiative of Geographies to present a challenge and to communicate to embark and motivate colleagues from all other regions.

The associations for which we raise funds thanks to these challenges are chosen each year and we try to make our contribution to as many associations as possible working in our therapeutic areas. In 2021, we broadened our support to environmental associations, thus reinforcing the actions taken in favor of our Ipsen Generation "Caring for the planet" pillar.

Since its launch in 2018, Ipsen in Motion has gathered more and more active participants every year. With more than 1,100 active users in 2022 the engagement of Ipsen employees has been more than doubled in 4 years, representing now about 1 in 3 employees involved.

The 2022 four Local challenges were chronologically initiated by Australia & New Zealand, Italy, Central Europe & Adriatics (CEA) and Brazil teams.

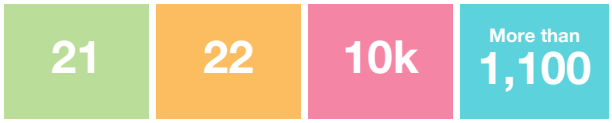
All objectives have been exceeded, allowing to gather a total amount of €40,000 donated to support local patients' associations:

- Rare Cancers Australia (RCA), whose purpose is to improve the lives and health outcomes of Australians living with rare, less common and complex cancers, with key focus on emotional and financial support to patients,
- NET Italy and A.I.NET, 2 Italian associations raising funds to support research and scientific study of rare neoplastic diseases, in particular NET (NeuroEndocrine Tumors),
- The Association for the Rehabilitation of People after Stoke (CMP Association) in Czech Republic, providing comprehensive follow-up for stroke patients, helping them return to their everyday life,
- National Alliance for Rare Disease Romania, aiming to develop and implement lobbying and advocacy activities to improve the quality of life of rare disease patients in Romania,
- The Strokeinfo Foundation in Hungary, established to give people affected by brain, heart and cardiovascular diseases the care, attention and information that will help them live happy and fulfilling lives,
- Nie Rakovine in Slovakia, an alliance of volunteer former cancer patients trained to help current cancer patients and their relatives, providing psychological support, social guidance and practical advice,
- Stroke Action Association (Associação Ação AVC) in Brazil, a non-profit civil organization whose purpose is to share knowledge about stroke and support patients and family members throughout the post-stroke process.

Beyond these challenges, Global Directions, such as HR or Finance, have spontaneously taken over the Ipsen in Motion tool to federate their geographically dispersed teams, creating their own challenge and funding their donation.

Above the support to remarkable actions and the improvement of employees' wellness, Ipsen in Motion creates a real link between Ipsen employees at local and global level. Supporting and encouraging each other is indeed a very concrete way to reinforce engagement towards patient, communities and environment as well as employee motivation.

Ipsen in motion



* Since 2019.

- **Spontaneous local communities support**

Beyond the actions planned in the framework of Ipsen Community Day or Ipsen in Motion challenges, local teams also responded to the call of their communities with spontaneous specific actions or demonstrated a conscious and long term approach for specific program, all related to one of the four Ipsen generation pillars: Environment, Patients, People & Governance.

Many have been carried out in 2022 including:

- Teams at the Dreux site in France have organized several activities related to environmental protection: sharing of the site's biodiversity inventory, collection of waste around the site by employees and their families, construction of hedgehog boxes or donation of terrariums made during a team building,
- Throughout the year, UK has made available to the teams various and varied actions: "Monthly for you days" providing a focus and opportunity to connect with employee's cross sector, health and wellbeing activities or seminars, local charitable organizations and "Movember" initiative support, educational webinars on impact on local wildlife and means to improve, etc.
- Iberia organized a football match Employees vs. Veterans Real Madrid, as part of a broader action, jointly with Janssen and Fundación Real Madrid. The campaign *"Que no te pille fuera de juego"* (don't get caught offside) comprised a donation and several activities to raise prostate cancer awareness,
- Italy has been particularly active in the field of employee's wellbeing and has received a dozen awards as Best Workplace, Great Place to work, Best Workplace for Women or Health Friendly Company. Italian team also received "CEOforLIfe Lundbeck Awards: Health Begins From the Brain" in recognition of its "Wellbeing and Mental Health" project which included psychological support for all colleagues and family members, mindfulness sessions during working hours or information material to take care of oneself,

– Brazil seized the opportunity of office move to implement a sustainable policy. The building is certified by GBC (Green Building Council) and holds a LEED EB O+M accreditation, level Gold. It is energetically efficient and provides smart water usage, efficient waste management/recycling, easy access to public transportation and a whole bikers structure to allow reducing the need to use cars, thus resulting in a lower environmental impact.
– Our Moscow office received a green award in an independent competition for the fifth year in a row for its significant achievements in the Best Green Engagement Program category at the national Green Construction and Operation award "Green Office Awards" 2022. Ipsen demonstrated one of the best programs for involving employees in eco-practices within the framework of the green office.

• Enable and encourage employees to take part in the "Ipsen Community Day"

Ipsen Community Day was created in 2019 to promote and support the engagement of our employees into healthcare and environmental activities. Around the world, local affiliates organize a wide range of events to support patients, healthcare communities, caregivers and environmental associations.

With a minimum duration of half a day, actions are defined by all the stakeholders of each geography, which allows a real closeness with the local charities and the empowerment of all local employees. Supported charities must act within local healthcare organizations or in favor of the planet. Events can be organized at any time of the year and can also be multiplied throughout the year. This flexibility is a key element in ensuring that actions respond both to the needs of charities on the ground and to the agendas of geographies.

Year after year, the ever-increasing participation rate shows the great commitment and the deep willingness of all of us to make the difference, for society.

In 2022, more than 2,300 people in 42 geographies participated. The 35% participation target was once again exceeded, establishing a new record-breaking rate of 44,16%.

Some of the actions which took place this year included:

– Actions for needy and refugees like food or hygiene kit preparation, present wrapping, Christmas gift, etc. (Algeria, Singapore, Greece, DACH, UK, USA, Canada, France, Iberia, Poland);
– Disabled people support with games or wheelchairs mounting and donation (Canada, Iberia);
– Children activities and support like toys collection, kindergarten renovation, various donations, etc. (Middle East Africa, Colombia, DACH, Russia, France, UK);
– Elderly care including horticultural therapy, drawing and cards, etc. (Taiwan, Netherlands, Russia, France);
– Environmental maintenance and biodiversity preservation with cleaning up, trash collection, tree planting, reforestation or bee hotels and bird houses building (Belgium, Czech Republic, Slovakia, Hungary, Romania, NOBA, DACH, Italy, Russia, UK, Ireland, Canada, Iberia, France);
– Support to Patient association / charity with a Race against Cancer or a walking challenge (Vietnam, Singapore, China).

Each year, more and more of our employees come together and unite behind common values to act within their communities and shape positive change.

All these actions and the proactive involvement showed by all reflect our Generation Ipsen "People" pillar: we are passionate people making a real impact, every day.

Ipsen Community Day belongs to very key actions that make our CSR commitment concrete and anchor it in everyone of us daily life. It is therefore one of the Group's Long Term Incentive metrics.

42	More than 2,300	More than 100	More than 80
Geographies	Participants	Activities	Supported associations

in 2022.

• Translate commitment financially

To show its commitment to the CSR objectives, Ipsen has been willing to subject some financial obligations to its fulfilling of certain CSR criteria: this has been the case of the revolving credit facility negotiated in 2019, as well as of the French profit-sharing agreement.

Ipsen also wishes that each employee shares in its success. A key pillar of Ipsen Way of Being is *sharing and celebrating successes*. In 2021, all employees received an award of €500 gross (or equivalent) on an exceptional basis at the end of December provided they have been employed by Ipsen continuously since 30 June 2021 and are not in the highest level of responsibilities in the Company.

Objectives & Results

The objective is to provide an environment where employees can fulfill themselves and grow.

The main KPIs considered are the ones that:

– reflect the stability of workforce (turnover, % of permanent positions, absenteeism);
– the means to ensure their development (number of training hours per employee, % of employees with a formalized development plan);
– and the level of engagement (engagement index, number of certified sites).

KPI	2022	2021
Number of countries which are certified "Great / Best Place to Work"	23	19
Number of training hours per employee (h)	23	29.8
Employees with a formalized development plan (%)	96 [2]	97 [2]
Employees having taken part in the Ipsen Community Day (%)	44.20	32
Turnover (%) [1]	13.2 [2]	13.9 [2]
Percentage of permanent jobs in the Group (%)	96 [2]	96
Absenteeism rate (%)	2.87	2.7 [2]
Gender Equality Index (France)	85	88

[1] Voluntary turnover for permanent positions.
[2] Excluding CHC business.

KPI	2022*	2021-2022
Engagement index (%)	76 [1]	74 [1]

Engagement Survey is run every other year. In 2022, a Pulse survey was conducted to follow-up on previous year's results.

[1] Excluding CHC business.

4.4.3 Providing a healthy and safe workplace

Definition of the risk

The risks associated with employee motivation have been outlined in 4.4.2. above. Providing a safe and healthy workplace is an essential aspect of this and in preventing the loss of employee trust associated with workplace injury or illness.

The supply of products to patients could be disrupted by a significant incident or regulator action that restricts or stops operations. Fines, penalties and business recovery will have financial impacts.

Health & Safety performance and management system effectiveness are also common supplier assessment criteria to establish and maintain customer commercial relationships.

Changes in regulatory requirements affect Ipsen operations and those across the supply chain.

All these risks can impact operations, costs and ability to compete in the biotech business sector.

Mission

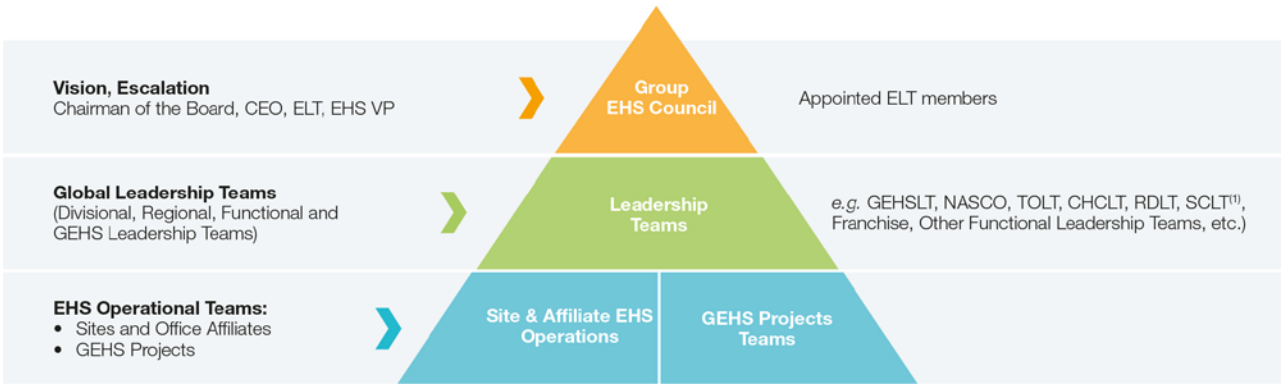
Ipsen's Code of Conduct outlines Ipsen's commitment to "Provide a safe work environment".

Protecting our people and improving their well-being to ensure provision of Ipsen drugs for patients.

Governance

Occupational health & safety compliance and risk Improvement is managed by the Environment Health and Safety (EHS) governance bodies at every level of the organization:

EHS Governance Pyramid



(1) Global EHS Leadership Team, North American Steering Committee, Technical Operations Leadership Team, Consumer Healthcare Leardership Team, Research and Development Leasdership Team.

Group level: The Group EHS Council defines the vision of the Group, sets up the strategy and objectives.

Division level: The Global Leadership teams drive the EHS performance for the Regional, Divisional and Functional Teams and are in charge of implementing EHS strategies and objectives.

Site level: the EHS Operational Teams drive the EHS performance.

Policies & action plans

Policies

Ipsen's EHS policy drives the following principles for occupational Health & Safety:

- Provide a safe, injury-free workplace;
- Prevent illness and enhance well-being;
- Communicate plans, goals and results;
- Continually improve systems and approaches.

Ipsen's EHS Management System drives the management and operational standards necessary to protect employees, contractors and visitors' Health & Safety.

Management system effectiveness is independently verified through the Ipsen Group certification to the international standard *ISO 45001:2018 – Occupational health and safety management*.

2022 Health and Safety Program Achievements

Group ISO 45001-2018 certification maintained; no material findings from independent audits. Two Consumer Healthcare facilities were removed from the Group certification in 2022 to reflect new organizational boundaries.

In addition to local internal auditing, Group EHS compliance audits are conducted, on behalf of Ipsen corporate EHS, by a competent EHS audit partner. 2022 audit sampling included two manufacturing locations, one R&D facility and five affiliate offices.

Over 1,600 S3 visits were completed in 2022. Each an opportunity for teams to speak up about safety concerns and to make our facilities safer.

> FOCUS

The People Based Safety program

- Ipsen's Behavioral safety approach structured around the S3 Code; Step Up, Speak Out, Stay Safe
  - Raises awareness to the fact that all accidents are preventable and everyone has a role to play
  - Fosters regular structured dialogue and individual feedback around safety improvement; Peer to peer and management to team
  - Identifies and corrects unsafe conditions and unsafe behaviors
- Formal S3 visits and managerial safety visits are required at all R&D and manufacturing sites, supported by site specific targets

Continued development of affiliate EHS Champion capabilities with quarterly EHS skills webinars. Each session focuses on a relevant topic (*e.g.* Ergonomics, driver safety, etc.), increasing understanding of the topic and sharing best practice tools.

Objectives & Results

Ipsen is committed to delivering world-class safety performance. The business has set a target to achieve zero medicalized incidents by 2025 and to maintain this into the future.

In 2022, the Ipsen Group medicalized incident rate per 1 million hours worked (FR2) was 0.33. This is slightly reduced from 2021 but still a 54% improvement since the 2019 base year. 2022 medicalized incident categories included 2 slip/fall at same level and a musculoskeletal injury. Despite significant reductions in medicalized injuries since 2019, Ipsen is committed to continued improvement. The potential for a performance plateaux will be addressed with a review and relaunch of the S3 program in 2023.

Musculoskeletal injury / illness treatment cases continue a downward trend. The Ipsen Ergonomics program drives improvement in this area through risk assessment, work / task design and automation.

In 2022 Ipsen launched the new Synthesis 3 facility at our Dublin factory. This Eur25 million investment will modernize site process safety controls and dramatically reduce musculoskeletal and chemical exposure risks by replacing manual material handling with automation.

All incidents and illnesses are investigated to root cause and improvement actions are tracked to close within the Ipsen Group EHS information Platform; EHSphere.

Two 2022 medicalized incidents occurred within manufacturing sites in Europe and the other within our Australian affiliate. The injured person gender profile is 1 male and 2 Female.

KPI	2022	2021	2019
Ipsen Medicalized Accidents Frequency Rate (FR2)	0.33	0.34	0.72
S3 Safety Visits	1,688	1,494	1,302

Collective agreement contribution to performance and employee well-being

Ipsen has put in place a strong social dialogue with its employee representatives:

- The Ipsen group EHS management system requires each location to establish and maintain employee consultation processes or forums such as safety committees.
- Employees are represented in each Ipsen legal entity in accordance with the applicable local legislation, *i.e.* by the Joint Consultation Group in the United Kingdom, by the *Rappresentanza Sindacale Unitaria* in Italy, by the *Comité de Empresa* in Spain and by the *Betriebsrat* in Germany. In France, employee representation is ensured at the local level (7 companies) and at the central level within the framework of an Economic and Social entity *(Unité Économique et Sociale)*, with a single Central Works Council for all employees in France and a Central Negotiation Body *(Instance Centrale de Négociation)* which brings together trade unions representatives of the Economic and Social entity.
- The frequency of meetings between management and employee representatives depends on the applicable local legislation.
- The Group ensures that the rights and freedom of employee representatives are strictly observed and that they enjoy the same promotion and training opportunities as other employees.

A European Works Council, composed of 8 members representing European countries, was launched in 2014. The members of the European Works Council work together, taking a concerted approach, and in compliance with the legal and regulatory practices as well as the cultural and social characteristics of the various countries. Ordinary meetings are held annually in order to present the progress in Ipsen's business and its strategic directions.

A European employee representation body for information and consultation on so-called "transnational" issues which is responsible for sharing information and exchanging viewpoints, fostering experience-sharing and building coordination between European countries.

In 2017, Ipsen signed a 4-year agreement aimed at fostering well-being at work as well as gender equality and renewed it in 2022 for another 4 years (2022-2025). This agreement is structured around five pillars:

- Gender equity;
- Promotion of work-life balance;
- Development of an effective work environment;
- Promotion of Diversity and Inclusion;
- Monitoring of risky situations and provision of psychological support.

As this agreement was being initially rolled-out in 2018, all Ipsen French sites have reinforced their specific actions for well-being at work, such as sports activities, concierge service, corporate co-financed day-nursery and prevention of psychosocial risks.

In 2018, Ipsen signed the charter of the *Institut National contre le Cancer* and thus committed itself to a set of 11 measures meant to improve the "patient/employee" life during and after medical leave.

In 2019, the trade union rights agreement to implement the new "Social and Economic Committee" within the seven former legal structures (EC, DP and CHSCT) was completely renegotiated.

Finally, the three-year profit-sharing agreement initially signed for 2019-2021 has been renewed for one year (2022). It sets up three criteria related to CSR: one related to environment (reduction of carbon emissions, implementation of eco-responsible solutions for the French sites), a second to security at work and a third to the French Community Day (Ipsen Patient Day) event, which offers employees the opportunity to volunteer their time in associations.

4.5 MINIMIZING OUR ENVIRONMENTAL IMPACT

4.5.1 Climate Action

Definition of the risk

Climate change is a significant business risk associated with:

- Increased compliance obligations such as the EU green Deal;
- Flooding, drought and other natural disasters which have the potential to impact operations and supply chain;
- Climate adaptation cost;
- Investor confidence based on non-financial/ESG performance criteria;
- Carbon taxation and Energy Pricing;
- Mandatory mitigation standards, emission limits, and design standards;
- Availability of natural resources as process inputs;
- Reputational commercial impact from Environment, Social, Governance performance criteria;
- Impact on Ipsen's Revolving Credit Facility costs due to failure to meet targets.

Mission

Minimize Ipsen's contribution to global warming with science based climate action.

Governance

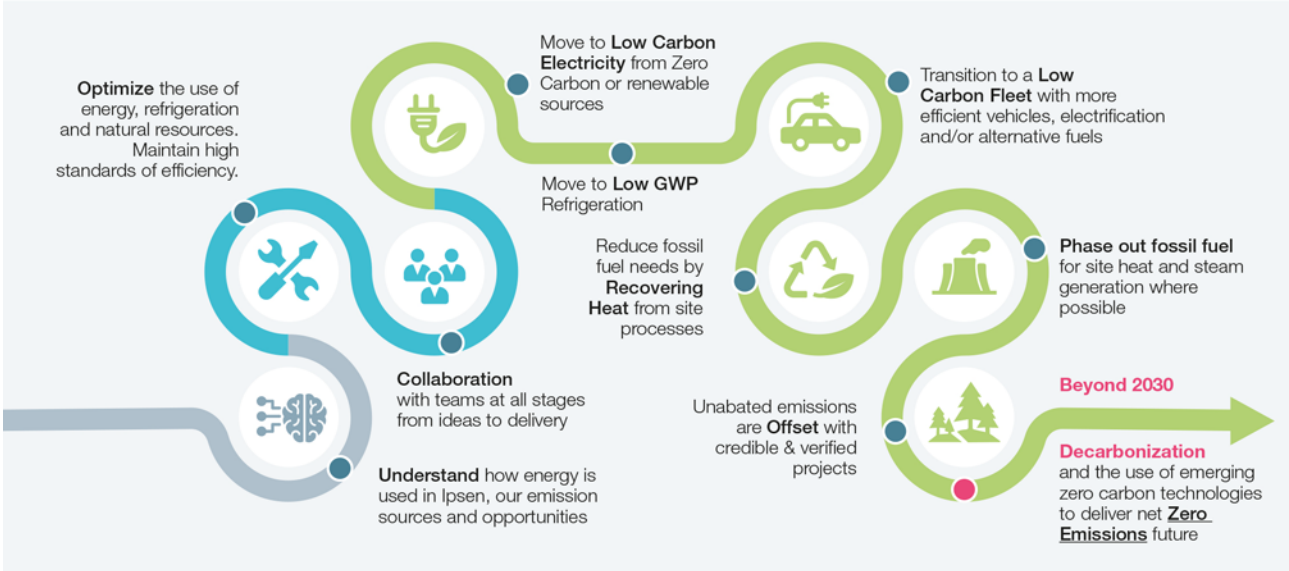
Environmental issues are managed by the Environment Health and Safety (EHS) governance bodies at every level of the organization. For more details, please refer to 4.4.3 above.

The Board Ethics & Governance Committee provides regular oversight of Group ESG strategy and progress against commitments. This includes the Climate strategy and science based targets. The climate action plan and LTI (Long Term Incentive plan) linked targets are reviewed and approved annually in a dedicated joint session with the compensation Committee.

Policies & action plans

Ipsen is committed to science-based reductions in our greenhouse gas (GHG) emissions, sufficiently ambitious to help keep global warming to 1.5°C as called for in the Paris climate agreement.

Scope 1 & 2 Roadmap



By joining the Business Ambition for 1.5°C campaign in 2021, Ipsen has also committed to reach net-zero value chain GHG emissions by 2050.

Climate adaptation

Ipsen has completed a physical climate risk analysis in partnership with AXA Climate. The climate risk tool evaluated our current and future risks based on climate indicators per time horizon and climate change scenarios; SSP2-4.5 and SSP5-8.5. The scope of the assessment was all Ipsen facilities, external manufacturing and distribution partners and critical suppliers. This will drive key climate adaptation actions in the coming years. However, Ipsen's key internal manufacturing facility "multi-peril" risks were scored as low risk projected to 2050 for the SSP5-8.5 'pessimistic' climate scenario. Therefore, climate adaptation will likely focus on supply chain risk mitigation.

2022 Achievements

Ipsen's near term climate targets have been independently validated by the Science Based Target initiative (SBTi).

Ipsen now uses 100% 'Green' Electricity for all operations in the UK, Ireland and France. This has increased Ipsen's Group wide use of electricity from renewable sources to 90%. Ipsen is committed to 100% renewable electricity by 2025.

A waste heat recovery and reuse system was installed at Ipsen's Dublin facility alongside a new high efficiency, and low GWP (Global Warming Potential) gas, chiller system. The new chiller system replaces older more inefficient technology, reducing the electricity used in the system by 32%. The waste heat recovered will be used in building 4 to reduce gas consumption there by 90% and site gas consumption by 13% .

HVAC (Heating, ventilation, and air conditioning) is the most significant energy user at manufacturing sites. Projects are already in progress at all sites to reduce HVAC emissions across non-GMP areas. Ipsen is working with industry leading experts to develop projects and validation protocols, to optimize HVAC carbon intensity for GMP areas.

The HVAC optimization program at Wrexham has delivered an absolute carbon emission reduction of 12% in 2022, at a time when site volumes have increased significantly.

Refrigerant gas (equivalent emissions) emissions continue to decline, 32% vs 2021, driven by continued improvements in maintenance and reliability, and with investments in lower GWP (global warming potential) gas replacements; for example, the Dublin chiller replacement included a change of gas from a GWP >1700 gas to a very low GWP 7 gas.

Ipsen is committed to a sustainable real estate footprint to minimize the climate impact of our office locations. Ipsen has reduced our office floor-print by 8% since 2019 and our new offices in Toronto and Brazil are both LEED (Leadership in Energy and Environmental Design) Gold certified.

Fleet emissions have increased in 2022 but this was expected as driving intensity rebounded after COVID. The updated fleet policy, introduced in 2022, commits Ipsen to fleet electrification where it will reduce carbon emissions in real world scenarios and introduces a global emissions cap of 150 gCO_2/km for any fossil fuel vehicles that remain. Ipsen has identified the opportunity to have 30% of the Group fleet transition to battery electric vehicles (BEV) by 2025. To support the transition, Ipsen will increase at-the-office charging infrastructure and fund the installation of at-home vehicle charging units for Fleet drivers. 2022 saw delays in the delivery of new electric vehicles due to manufacturer supply chain disruption but this will not impact our 2025 commitment as orders are in line with expectations.

Budgetary mechanisms and staff engagement campaigns are also being utilized to limit post-COVID Air Travel emission rebound. The 2022 rebound was higher than expected but still limited to <40% of 2019 base year business travel emissions. Travel emissions have also been added to the LTI (Long Term Incentive) carbon criteria; previously focused on Facility emissions. 2022 saw the addition of fleet and air travel emissions to the LTI criteria to influence individual behaviors and choice.

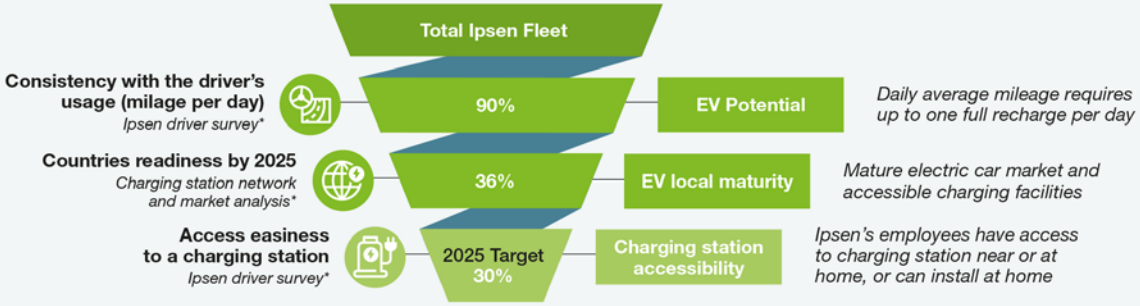
> FOCUS

Fleet For Future

- Plan to Transition at least 30% of group fleet to battery electric vehicles (BEV) by 2025,
- Hybrid (HEV) vehicles will be offered where driver profile shows potential for net reductions in carbon emissions,
- Plug-in hybrid (PHEV) vehicles are excluded from the group fleet offering; Studies suggest that GHG emissions may be higher in 'real world' use senarios,
- Global emissions cap introduced for vehicle offerings,

Why 30% BEV target?

- Market maturity assessment reviewed vehicle availability and available charging infrastructure to identity BEV opportunity for each market,
- Ipsen fleet survey of all drivers to understand role requirements, average and maximum daily mileage, urban vs rural driving profile, potential / limitations for home charging, etc.,
- Infographic illustrates the outcomes of the opportunity analysis; Ipsen has a high potential for BEV transition but market maturity remains a barrier.



Objectives & Results

The 2022 goal was to reduce facility and fleet (Scope 1 & Scope 2) carbon emissions by a 'science based' 12% vs 2019 base year.

In 2022, Ipsen has reduced its absolute facility carbon emissions by 29% vs 2019.

in 2022, Ipsen has reduced its fleet carbon emissions by 25% vs 2019.

Facility carbon intensity metrics (tCO_2e per sq meter of facility footprint) are still in use as part of the existing revolving credit facility (RCF) obligations. Within the RCF, Ipsen committed to reduce group facility Scope 1 and Scope 2 (location based) emission intensity to 0.098 tCO_2e/m^2. Ipsen exceeded this commitment with 2022 facility (Location based) carbon intensity of 0.082 tCO_2e/m^2

KPI	2022	2021	2019
Ipsen Scope 1 + Scope 2 'Facility' GHG emissions (TCO_2e) Market-based	8,327	10,682	11,788
Ipsen Scope 1 'Fleet' GHG emissions (TCO_2e)	5,160	3,292	6,871

4.5.2 Responsible Consumption and Production

Definition of the risk

Wasteful over-consumption of water can lead to water shortages, an important material input to Ipsen operations.

This may also prompt regulatory action or price changes driven by scarcity.

Water risk associated with climate change are addressed in 4.5.1. above. Water Quality risks are included in pollution prevention and regulatory compliance aspects of 4.5.3 below.

The generation and disposing of waste has significant environmental impacts and contributes to Ipsen's Scope 3 GHG emissions. The financial cost of raw materials, energy inputs and treatment inherent in the waste, can be significant.

The increased use of renewable energy will challenge energy providers as peak demand and supply may not always coincide. The building of infrastructure to meet increasing demand may also require high GHG processes (concrete, etc.); even when purchasing green energy, reducing consumption is key to reducing environmental impact and costs.

Mission

Ipsen has identified UN Sustainable Development goal 12 "responsible consumption and production" as a material focus of our program.

> Ipsen supports SDG 12 by the sustainable management and efficient use of natural resources; environmentally sound management of chemicals and all wastes throughout their life cycle; reducing waste generation through prevention, reduction, recycling, and reuse and by adopting sustainable practices in all activities.

Policies & Action Plans

The Ipsen Group EHS policy includes fundamental principles for responsible consumption and production:

- maximize water & energy efficiency;
- minimize waste;
- transparency in plans, goals and results;
- continually improve systems, controls and performance.

We invest in energy and water conservation through focused efforts to identify where conservation opportunities exist and will continue to do so.

We work to reduce waste generated in our operations and to choose the most sustainable waste treatment destinations where possible.

Ipsen has committed to Zero waste to disposal (landfill or incineration without energy recovery) where technically feasible by 2025.

We have initiatives in place to reduce packaging used for Ipsen products and procure packaging materials from sustainable sources.

2022 Achievements

The Ipsen Natural Resource preservation project is designed to engage all manufacturing, R&D and significant office locations in reducing energy, waste and water intensity.

Energy intensity improvements are highlighted in section 4.5.1 climate action above *e.g.* Dublin Chiller Replacement Project.

Environmentally sound chemical management: Solvent use in Ipsen manufacturing is 19% less than in 2019 base year, despite increased production. Hazardous waste volumes reduced more significantly; 25% reduction in hazardous waste generated by Ipsen vs 2019.

Ipsen's waste recycling rate continues to increase. Over 36% of Ipsen's waste is now sent for either recycling or recovery treatment vs 22% in 2019.

The sale of the Ipsen Consumer HealthCare business in 2022 has dramatically changed the materiality that water consumption has within Ipsen's environmental sustainability program. Ipsen has completed a physical climate risk analysis, including an evaluation of water stress risk. Each site was mapped to their water basin to understand their future water stress per watershed; *i.e.* projecting availability vs demand pressures in 2050 assuming a SSP5-8.5 'Pessimistic' climate scenario. The outcome highlights that Ipsen's manufacturing water stress peril is low with no significant increase in water stress expected by 2050 within the SSP5-8.5 climate change scenario.

With such a dramatic reduction in materiality around water intensity, the Ipsen water program will shift to ensuring sustainable water usage rather than continuous reductions in water consumption. The Signes facility was identified as having the highest water risk potential within Ipsen (but still classified as low risk). A water management review was completed to identify 'zero water waste' opportunities and confirm that site water intensity on site is sustainable.

Objectives & Results

The 2022 Objectives were to:

- Maintain 2021 facility Energy intensity, per Sq. meter across 2022;
- Maintain water intensity, per Sq. meter, at or below 2019 levels;
- Reduce process waste intensity, per Sq. meter, by 20% in 2025 vs 2019 base year.

In 2022, Ipsen reduced facility energy intensity by 9%. vs 2021.

Ipsen's water intensity performance remains ahead of target; 8% vs 2019 base year.

Ipsen has also achieved the 2025 waste intensity target with a 22% reduction.

Year-on-year increases in absolute energy, waste and water consumption were observed. This is driven by significant business growth, and annual variance in manufacturing schedule and semi-finished good production, within the existing manufacturing footprint. This has impacted the intensity (Normalized to Occupied Area) performance.

KPI	2022	2021	2019
Ipsen Total Facility * Energy Use Normalized to Occupied Area (MWh/m^2)	0.456	0.499	0.497
Ipsen Total Water consumption Normalized to Occupied Area (kWh/m_2) **	0.94	0.88	1.02
Ipsen Total Waste Intensity Normalized to Occupied Area (kg/m^2) ***	29.79	25.04	38.03

* The facility area and energy use includes all facilities with more than 10 employees at sites.
** The facility area and water use includes the facilities that are Manufacturing and R&D (laboratory) facilities and where water use is metered.
*** The facility area and waste generation includes all the facilities that are Manufacturing and R&D (laboratory) facilities.

4.5.3 Protecting the Environment and Healthy Ecosystems

Definition of the risk

Water, waste and air emissions due to Ipsen's activity, which could cause significant damage to sensitive areas, ecosystems and to general public health.

The supply of products to patients can be disrupted by a significant incident or regulator decision that restricts or stops operations. Any associated fines, penalties and business recovery will also have a financial impact.

Environmental performance and management system effectiveness are increasingly common supplier assessment criteria to establish and maintain customer commercial relationships.

Changes in regulatory requirements affect Ipsen operations and those across the supply chain. With the evolution of the EU taxonomy regulation, financial institutions are also focusing more on environmental criteria within investment risk evaluations.

Talent recruitment & retention is an emerging risk in relation to environmental performance and ambition. Top talent has greater sustainability expectations. Numerous studies have highlighted that approximately 60% of early career candidates see sustainability as one of their top considerations when choosing an employer.

All these risks can impact operations, costs and ability to compete in the biotech business sectors.

Mission

Ipsen's Code of Conduct outlines Ipsen's commitment to:

> Protect the environment throughout the entire product lifecycle

Governance

Environmental issues are managed by the Environment Health and Safety (EHS) governance bodies at every level of the organization. For more details, please refer to 4.4.3 above.

Policies & Action Plans

The Ipsen Group EHS policy includes fundamental principles for protecting and enhancing the environment:

- comply with all applicable regulatory requirements,
- minimize waste,
- prevent environmental incidents,
- transparency in plans, goals and results,
- continually improve systems, controls and performance.

Ipsen's EHS Management System drives the management and operational standards necessary to protect the environment.

Management system effectiveness is independently verified through the Ipsen Group certification to the international standard ISO 14001:2015 – Environmental management systems.

The waste, water and air emissions management program focuses on eliminating or reducing adverse emissions from Ipsen operations.

We comply with all applicable regulatory requirements and Ipsen Environment, Health & Safety (EHS) policies, standards and requirements wherever we operate.

We design and manufacture products that strive to minimize impact on the environment.

We promote biodiversity wherever we can at our sites across the globe.

Objectives & Results

Ipsen protects the Environment around our facilities by effectively managing risk, complying with regulations/permits and continuously improving environmental performance. This is facilitated by establishing and maintaining Group certification to the ISO 14001-2015 – Environmental Management system standard.

In 2022, independent management system surveillance audits identified no material findings.

Regulatory agencies also audit our facilities to ensure we are in compliance with obligations. Ipsen received zero Notices of Violation in 2022.

Process efficiency improvements are also reducing environmental impact with significant reductions in air and waste-water emissions.

KPI	2022	2021	2019
Notice of Violation / Regulator enforcement action	0	0	0
Environmental Incidents / Pollution Events	0	0	0

Ipsen protects the Environment across the rest of the value chain through:

- The Code of Conduct and the Supplier Risk Management (SRM) program (see 4.3.4).
- Product Environmental Risk Assessment.
- The Pharmaceuticals in the Environment (PIE) program. In 2022, an external subject matter expert organization was engaged to review the effectiveness of the PIE program.

> FOCUS

Pharmaceuticals in The Environment

- Objective to minimize Active Pharmaceutical Ingredients (API) discharges across the product value chain
- New medicines entering the market have an Environmental Risk Assessment to model potential API discharges from patient use and to ensure any adverse impacts are mitigated
- Preventing API discharges from our factories
  - Process washes are captured and safely disposed as a hazardous waste
  - Factory effluent discharges are monitored for API
  - 2021 analytical method development to improve levels of detection of API in effluent
- Ipsen participates in the EFPIA (European Federation of Pharmaceutical Industries and Associations) PIE working group to support industry response to this important issue

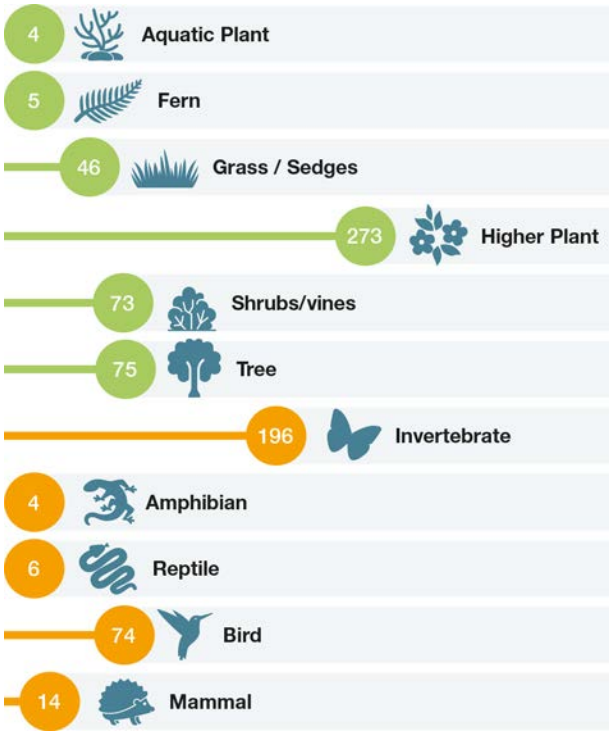
Group Biodiversity Program

Ipsen recognizes the importance of protecting biodiversity and a biodiversity strategy plan (BSP) has been developed to drive further actions across the Company. For 2022 the strategy encompassed actions on continuing the ecological monitoring program, developing site-based action plans and conducting a Value-Chain Assessment examining upstream and downstream impacts. The commitment to be nature positive by 2030 remains.

Additional Biodiversity surveys were conducted at Les Ulis and Signes manufacturing sites and results added to the Group-wide biodiversity database. Biodiversity assessments have now been completed at all Ipsen-owned manufacturing and R&D facilities. Rare, native species have been identified and noted at each site as well as invasive alien species which will be targeted for removal.

Ipsen is also keen to involve employees and a global biodiversity competition was held in 2021-2022. The winners of Ipsen Biodiversity Champions trophies were announced during the company webinar event to celebrate the UN International Day for Biological Diversity in May. At the event, which was broadcast across Ipsen, data about the biodiversity of Ipsen sites was presented.

Total * of species by Group



* These numbers only include unique species recorded at Ipsen sites and exclude any duplicates.

Notable IUCN species

	Species Name
EN	**Ginkgo Biloba / Maidenhair tree** *(Gingko Biloba)*
EN	**Dawn redwood** *(Metasequoia glyptostroboides)*
EN	**Coast redwood** *(Sequoia sempervirens)*
VU	**Field wood-rush** *(Luzula campestris)*
VU	**Wych Elm** *(Ulmus glabra)*
NT	**Common or European Ash** *(Fraxinus excelsior)*
NT	**Herring Gull** *(Larus argentatus)*
NT	**Black kite** *(Milvus migrans)*
NT	**European Rabbit** *(Oryctolagus cuniculus)*
NT	**Ocellated lizard** *(Timon lepidus)*

EN: Endangered,
VU: Vulnerable
NT: Near Threatened

Ipsen sites also involve themselves in community based conservation activities as part of Ipsen's CSR Community Days. A range of activities were undertaken, including local habitat creation and enhancement (no mow areas, installation of nest boxes, "bug hotels", tree planting, wildflower planting), partnerships with external conservation organizations and litter picking.

An analysis was also conducted to identify material biodiversity issues for the Ipsen value chain and to inform the Biodiversity Strategy. The Ipsen Pharmaceuticals in the Environment controls, sustainable packaging initiatives, procurement of raw materials and future nature-based carbon compensation offsets were all identified as opportunities to protect ecosystems and / or enhance biodiversity beyond Ipsen's direct impacts.

4.6 ANNEX I: SCOPE OF RISKS COVERED

Law	Mandatory issue	How the risk is tackled
Decree implementing the European Directive (n° 2017-1265)	Consequences on climate change from the activity and the use of the Company's products and services	4.5 Minimizing our environmental impact
	Circular economy	4.5 Minimizing our environmental impact
	Fight against food waste	Considering Ipsen's business and activities, this issue was considered as non material for the Company
	Collective agreements	4.4.3 Providing a safe and healthy workplace
	Actions against discrimination and in favor of diversity and the inclusion of disabled people	4.4.2
	Societal engagements in favor of sustainable development	4.1.1 and 4.2.6
Law on the fight against fraud – 23 October 2018	Fight against tax evasion	2.2.1
Law on sustainable food – 30 October 2018	Fight against food poverty, respect of animal well-being, responsible, equitable and sustainable food	4.2.2 for animal well-being Considering Ipsen's business and activities, other issues (food poverty, responsible, equitable and sustainable food) are considered as non material for the Company
Law on sport practice promotion - (2022-296) 2 March 2022	Promotion of the practice of sport by considering the social, environmental, cultural and sporting aspect of its activity	4.4.2 Enhancing employees' engagement

4.7 ANNEX II: CORRESPONDENCE TABLE WITH GRI STANDARDS

Global Reporting Initiative (GRI) G4 table correspondence

GRI category and requirement	Reference
General standard disclosure	
Strategy and Analysis	
G4-1: CEO statement.	4.1.1 Presentation and governance of Ipsen's Company Social Responsibility
G4-2: Description of Key Impacts, Risks and Opportunities.	4.1.2 The Group's key CSR Risks and opportunities 1.1.2.3 Ipsen's Business Model
Organization profile	
G4-12: Organization's supply chain.	4.2.1 Bringing high quality product to patients 4.2.4 Committed to fight against counterfeit products 4.3.4 Promoting and defending Human Rights 4.4.3 Providing a healthy and safe workplace 4.5 Minimizing our environmental impact
G4-15: Economic, environmental and social charters, principles, or other initiatives to which the organization subscribes or which it endorses.	4.1 Ipsen Company Social Responsibility's Vision and Strategy – UN Global Compact 4.5.1 Climate action
G4-16: Membership of associations and organizations.	4.1 Ipsen Company Social Responsibility's Vision and Strategy – UN Global Compact 4.2.6 Enlarging access to health – Access Accelerated initiative 4.2.5 Promoting products responsibly – IFPMA, EFPIA and other country industry associations in pharmaceutical industry
Stakeholder Engagement	
G4-24: List of stakeholder groups engaged by the organization.	4.1.2 The Group's key CSR Risks and opportunities
G4-26: Organization's approach to stakeholder engagement.	4.3 Enhancing integrity to maintain a trusted relationship with our stakeholders
Governance	
G4-35: Process for delegating authority for economic, environmental and social topics from the highest governance body to senior executives and other employees.	4.1 Ipsen Company Social Responsibility's Vision and Strategy
G4-36: Executive-level position or positions with responsibility for economic, environmental and social topics, and whether post holders report directly to the highest governance body.	4.1 Ipsen Company Social Responsibility's Vision and Strategy
G4-37: Processes for consultation between stakeholders and the highest governance body on economic, environmental and social topics.	4.1 Ipsen Company Social Responsibility's Vision and Strategy
G4-43: Measures taken to develop and enhance the highest governance body's collective knowledge of economic, environmental and social topics.	4.1 Ipsen Company Social Responsibility's Vision and Strategy
G4-44: Expertise of the governance bodies in sustainability topics.	4.1 Ipsen Company Social Responsibility's Vision and Strategy
G4-45: Highest governance body's role in the identification and management of sustainability impacts, risks, and opportunities. Include the highest governance body's role in the implementation of due diligence processes.	4.1 Ipsen Company Social Responsibility's Vision and Strategy
G4-46: Highest governance body's role in reviewing the effectiveness of the organization's risk management processes for sustainability topics.	4.1 Ipsen Company Social Responsibility's Vision and Strategy

GRI category and requirement	Reference
G4-48: Highest committee or position that formally reviews and approves the organization's sustainability report and ensures that all material aspects are covered.	4.1 Ipsen Company Social Responsibility's Vision and Strategy
Ethics and Integrity	
G4-56: Organization's values, principles, standards and norms of behavior such as codes of conduct and codes of ethics.	4.2.5 Promoting products responsibly 4.3.2 Fighting corruption 4.3.3 Avoid conflict of interest 4.3.4 Promoting and defending Human Rights
G4-57: Internal and external mechanisms for seeking advice on ethical and lawful behavior, and matters related to organizational integrity, such as helplines or advice lines.	4.3.2 Fighting corruption 4.3.4 Promoting and defending Human Rights
G4-58: Internal and external mechanisms for reporting concerns about unethical or unlawful behavior, and matters related to organizational integrity.	4.3.2 Fighting corruption 4.3.3 Avoid conflict of interest 4.3.4 Promoting and defending Human Rights
SPECIFIC STANDARDS DISCLOSURES	
Environmental – energy	
G4-EN3: Energy/fuel consumption within the organization.	4.5.2 Responsible Consumption and Production
G4-EN6: Energy saved due to conservation and efficiency initiatives.	4.5.2 Responsible Consumption and Production
G4-EN7: Reductions in energy requirements of products and services.	4.5.2 Responsible Consumption and Production
Environmental – water	
G4-EN8: Total water withdrawal by source.	4.5.2 Responsible Consumption and Production
Environmental – biodiversity	
G4-EN11: Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas.	4.5.3 Protecting the Environment
G4-EN13: Habitats protected or restored.	4.5.3 Protecting the Environment
Environmental – Emissions	
G4-EN15: Direct Greenhouse Gas (GHG) emissions (Scope 1) – Metric Tons of CO_2.	4.5.1 Climate Action
G4-EN16: Energy indirect Greenhouse Gas (GHG) emissions (Scope 2) – Metric Tons of CO_2.	4.5.1 Climate Action
Environmental – Effluents and Waste	
G4-EN23: Total weight of waste by type and disposal method.	4.5.3 Protecting the Environment
Social – Labor Practices and Decent work	
G4-LA1: Total number and rates of new employee hires and turnover by age group, gender and region.	4.4.2 Enhancing employees' engagement
G4-LA10: Programs for skills management and lifelong learning that support the continued employability of employees and assist them in managing career endings.	4.4.2 Enhancing employees' engagement
G4-LA11: Percentage of employees receiving regular performance and career development reviews, by gender and by employee category.	4.4.2 Enhancing employees' engagement
Social – Labor Practices and Decent work – Occupational, Health and Safety	
G4-LA5: Workers representation in formal joint management–worker health and safety committees	4.4.3 Providing a healthy and safe workplace
G4-LA6: Types of injury and rates of injury, occupational diseases, lost days, and absenteeism, and number of work-related fatalities	4.8 Annex III: Summary of our Key Performance Indicators (KPIs)

GRI category and requirement	Reference
G4-LA8: Health and safety topics covered in formal agreements with trade unions.	4.4.3 Providing a healthy and safe workplace
Social – Human Rights – Investment	
G4-HR2: Total hours of employee training on policies and procedures concerning aspects of human rights that are relevant to operations, including the percentage of employees trained.	4.3.4 Promoting and defending Human Rights
Social – Human Rights – Non-discrimination	
G4-HR4: Operations and suppliers identified in which the right to exercise freedom of association and collective bargaining may be violated or at significant risk, and actions taken to support these rights.	4.4.3 Providing a healthy and safe workplace
Social – Human Rights – Security practices	
G4-HR7: Percentage of security personnel trained in the organization's policies and procedures concerning aspects of human rights that are relevant to operations.	4.4.3 Providing a healthy and safe workplace
Social – Society – Anti-corruption	
G4-SO4: Communication and training on anti-corruption policies and procedures. (GRI G3 involved only employees' training).	4.3.2 Fighting corruption

4.8 ANNEX III: SUMMARY OF OUR CSR KEY PERFORMANCE INDICATORS (KPIs)

Description of the indicator	2022	2021
Product quality		
Batch Acceptance level (%)	97.7	99.2
First Time Quality Deviation (%)	90.6	92.8
Rate of on-time CAPA closure (%) (Corrective Action Corrective Prevention)	78.4	94.8
Product and patient safety		
On time ICSRs [1], submissions to Health Authorities managed at global level (%)	>98 [6]	>97 [2] [6]
Analyzed safety signals	8	7
Confirmed safety signals	5	0
PV inspections	0	2
PV audits	17	20
Supply continuity		
OTIF (on-time, in-full) (%)	99.56	99.8
Counterfeit drugs		
Number of counterfeiting cases identified and reported to ANSM (National Drug Safety Agency)	24	16
Responsible product promotion		
Completion rate of trainings on the Code of Conduct (%)	98.4	97.5
Access to health		
Total of referred patients in KSA, UAE & JOR	130	55
Data privacy		
Number of data breach reported to the authorities	0	2
Anti-Corruption		
Completion rate of trainings on the Code of Conduct (%)	98.4	97.5
Completion rate of trainings on Anti-Corruption (%)	97.3	97.1
Number of Business Ethics related alerts raised	19	–
Total number of Due diligence conducted	970	1,159
Conflict of interest		
Completion rate of trainings on conflict of interest (%)	98.5	97.5 [3]
Number of conflicts of interest declared and assessed	145	–
Human Rights		
Number of third parties assessed through the Business Ethics Management program	245	521
Completion rate of trainings on the Code of Conduct (%)	98.4	97.5
Talent attraction		
Number of recruitments	1,445 [5]	1,057 [5]

Description of the indicator	2022	2021
Employee engagement		
Number of countries which are certified “Great/Best Place to Work”	23	19
Number of training hours per employee (h)	23	29.8
Employees with a formalized development plan (%)	96 [5]	97 [5]
Employees having taken part in the Ipsen Community Day (%)	44.20	32 [7]
Turnover (%) [4]	13.2 [5]	13.9 [5]
Percentage of permanent jobs in the Group (%)	96 [5]	96 [5]
Absenteeism rate (%)	2.87 [5]	2.7 [5]
Gender Equality Index (France)	85	88
Engagement index (%)	76 (Pulse Survey) [5]	74 [5]
Headcount	5,240 [5]	4,738 [5]
Share of women in the Global Leadership Team (%)	47.6 [5]	43 [5]
Share of diverse nationals in the Global Leadership Team (%)	60.4 [5]	57.6 [5]
Share of women in the Executive Leadership Team (%)	25 [5]	30.8 [5]
Share of diverse nationals in the Executive Leadership Team (%)	66.7 [5]	53.8 [5]

(1) Individual Case Safety Reports.
(2) Submission to MHRA in the UK since Jan 2021 and CIS countries HA submission since Sept 2021.
(3) Training deployed in 2020 and first year of data collection in 2021.
(4) Voluntary turnover for permanent positions.
(5) Excluding CHC.
(6) ICSRs KPIs include CHC portfolio to reflect ongoing TSA with Mayoly Spindler.
(7) Global.

Description of the indicator	2022	2021	KPI 2019
Energy reduction, Climate change and Waste [5]			
Ipsen Total Energy Normalized to Occupied Area (MWh/m^2)	0.456	0.499	0.497
Ipsen GHG Scope 1 & 2 Emissions Normalized to Occupied Area (tCO_2E/m^2) Location based [1]	0.082	0.098	0.112
Ipsen GHG Scope 1 & 2 Emissions Normalized to Occupied Area (tCO_2E/m^2) Market based [1]	0.050	0.065	0.077
Waste normalized kg/m^2	29.79	25.04	38.03
Management of water [5]			
Ipsen Total Water Consumption Normalized to Occupied Area (m^3/m^2)	0.94	0.88	1.02
Safety and Health Management [5]			
Ipsen Fatalities	0	0	0
Ipsen Medicalized Accidents with Lost Days (Frequency Rate 1 FR1)	0.33	0.23	0.00
Ipsen Medicalized Accidents with and without Lost Days (Frequency Rate 2 FR2)	0.33	0.34	0.72
Ipsen Severity Rate	0.015	0.026	0.005
Ipsen Manufacturing and R&D Medicalized Accidents with Lost Days (Frequency Rate 1 FR1)	0.81	0.44	0
Ipsen Manufacturing and R&D Medicalized Accidents with and without Lost Days (Frequency Rate 2 FR2)	0.81	0.88	0.82
Ipsen Occupational Illness	7	3	5
Contractor Fatalities	0	0	0
Contractor Medicalized Accidents with and without Lost Days	0	1	2
S3 Safety Visits	1,688	1,494	1,302
Waste Management [5]			
Total Waste (tons)	3,319	2,828	3,805
Recycled Waste (tons)	1,205	867	831
Recovery (tons)	590	1,042	735
Disposed Waste (tons)	1,524	919	2,239
Hazardous Waste (tons)	2,560	2,358	3,403

Description of the indicator	2022	2021	KPI 2019
Energy Management [5]			
Total Energy (kWh) Ipsen	75,820,882	81,911,804	75,876,702
Electrical Energy (kWh)	45,005,697	45,261,618	43,935,727
Renewable Electricity (kWh) [2]	40,522,096	33,897,407	17,840,072
Fossil Fuel Derived Energy (kWh - HCV)	30,810,968	36,647,977	31,896,414
Other Energy (kWh)	4,216	2,209	44,561
Carbon Management [5]			
Carbon Scope 1 Total Emissions (tCO_2E)	11,920	11,477	14,316
Carbon Scope 1 Building Energy Emissions (tCO_2E)	6,349	7,581	6,678
Carbon Scope 1 Car fleet Emissions (tCO_2E) [3] [4]	5,160	3,292	6,871
Carbon Scope 1 R-Gas Emissions (tCO_2E)	411	604	767
Carbon Scope 2 Total Emissions (tCO_2E) Location-based methodology	6,890	7,892	9,670
Carbon Scope 2 Total Emissions (tCO_2E) Market-based methodology	1,567	2,497	4,343
Carbon Scope 3 Total Emissions (tCO_2E)	17,956	11,268	29,861
Carbon Scope 3-1 Purchased goods or services (tCO_2E)	955	157	150
Carbon Scope 3-2 Capital goods (tCO_2E)	1,917	1,808	1,757
Carbon Scope 3-3 Emissions related to fuels and energy (not included in Scope 1 and Scope 2) (tCO_2E)	4,899	4,819	5,517
Carbon Scope 3-4 Upstream freight and distribution (tCO_2E)	1,265	231	216
Carbon Scope 3-5 Waste generated (tCO_2E)	888	796	2,483
Carbon Scope 3-6 Business travel (tCO_2E)	5,540	1,573	14,687
Carbon Scope 3-7 Employees commuting (tCO_2E)	1,463	856	2,929
Carbon Scope 3-9 Downstream freight and distribution (tCO_2E)	691	536	1,165
Carbon Scope 3-12 End-of-life of sold products (tCO_2E)	111	33	31
Carbon Scope 3 Other indirect emissions upstream	226	459	926
Water Management [5]			
Total Water Consumption (m^3)	94,401	75,724	93,262
Supply from Well Water and Surface Water Origin (%)	—	—	—
Total Water Recycled (m^3)	—	—	—
Hazardous Materials Management [5]			
Solvent Consumption (tons)	732	726	908
Compliance Management [5]			
Notices of Violation Received	0	0	0
Fines and Penalties Paid	0	0	0
Air Emissions Management [5]			
VOC Emissions (tons)	2.55	1.31	1.99
NOx Emissions (tNO^2)	3.18	0.78	0
SOx Emissions (tSO^2)	0.02	0.44	0
Waste Water Management [5]			
Waste Water Treated (m^3)	20,057	21,474	18,486
COD Loading (tons)	4.74	2.96	3.17
BOD Loading (tons)	1.46	1.03	1.05
Total Suspended Solids (tons)	1.38	1.04	1.64
Total Facility Area (m^2) [5]	**166,201**	**164,073**	**152,784**

(1) Without direct emissions from mobile sources with combustion engines.
(2) Renewable electricity data from 2021 is based on guarantees of origin or similar assurance structures built into Power Purchase Agreements (PPA). Previous years quantities were calculated according to supplier electricity mix information provided on invoices, regardless of contract terms.
(3) Car fleet data is split into business use (included in Scope 1) and non-business use of Company provided vehicle (included in Scope 3). Where primary use cannot be determined or quantified, emission are reported under Scope 1.
(4) China is excluded from car fleet data, but is estimated to represent 0.3% of Group Scope 1 emissions.
(5) Excluding CHC

4.9 ANNEX IV: COMPLYING WITH THE EUROPEAN TAXONOMY

Ipsen applies the European Union Taxonomy Regulation (Regulation EU 2020/852 entered into force on 12 July 2020) and the two delegated acts applicable as of 1 January, 2022 supplementing this regulation, namely:

1. the delegated act concerning the technical screening criteria for economic activities with significant contribution to climate change mitigation and adaptation (the 'Climate Delegated Act');
2. the delegated act specifying the key performance indicators ("KPIs") related to turnover, capital expenditure ("Capex") and operational expenditure ("Opex") that non-financial companies must disclose under article 8 of the Taxonomy regulation.

The Taxonomy regulation will cover six environmental objectives (climate change mitigation, climate change mitigation adaptation, sustainable use and protection of water and marine resources, transition to a circular economy, pollution prevention and control, and the protection and restoration of biodiversity and ecosystems) when all the delegated acts will be published. However, only the two climate objectives are to be taken into account when calculating the indicators for the financial year 2022.

Regarding the specific disclosures on proportion of turnover derived from a product associated with eligible environmentally sustainable activities, by their nature, activities of the pharmaceutical industry have not been listed as activities contributing substantially to climate change mitigation or climate change adaptation. For this reason, the proportion of eligible turnover as of 31 December 2022, is equal to zero [1].

In the coming years, with the publication of the delegated act on the four remaining environmental objectives, the Taxonomy will be expanded to include additional economic activities, and it is likely that Ipsen's reporting obligations will expand as well.

Ipsen is committed to science-based reductions in Greenhouse gas (GHG) emissions and to deliver net zero emissions no later than 2050. Climate mitigation activities at our sites in 2022 reduced absolute Scope 1 + Scope 2 (Market Based) GHG emissions from our facilities by over 20%. This was made possible through investments, some of which being taxonomy eligible CAPEX related to individual climate mitigation measures, such as:

Taxonomy Eligible Activities 2022

Taxonomy code	Activity related to capital expenditure (CAPEX)
4.25	Installation producing heat/cool using wasted heat
6.5	Transport by motorbikes, passenger cars and light commercial vehicles
7.1	Construction of new buildings
7.2	Renovation of existing buildings
7.3	Energy efficiency equipment
7.4	Charging stations for electric vehicles
7.5	Energy performance of buildings
7.7	Acquisition and ownership of buildings
8.2	Data-driven solutions for GHG emissions reductions

No climate adaptation CAPEX was identified for financial year 2022.

As of 31 December 2022, the proportion of eligible Capex amounts to 13% of the total Capex [2] (vs 9% as of December 2021). The low level of eligible Capex is explained by the high proportion of Capex related to intangible assets at 31 December, 2022.

The operational expenditures (Opex) related to the activities listed above are eligible according to the Taxonomy regulation. However, these Opex have been deemed non-material in comparison to the Opex to be included in the denominator of the Opex ratio. The proportion of eligible operational expenditures as of 31 December 2022, is therefore considered zero [3].

Methodology for evaluating activities against alignment criteria

To assess the current level of alignment of activities identified as eligible, the Group verified compliance with the technical review criteria for these activities and the minimum safeguards (MS).

Verification of compliance with the technical criteria

For each eligible activity, two types of technical criteria need to be checked for compliance: the substantial contribution criteria and the "DNSH" criteria. The "DNSH" criteria are either specific to an activity or generic. They aim at verifying that the activity "does no significant harm" to the other five environmental objectives.

For 'acquisition and ownership of buildings' related to leased office buildings, the technical criteria assessment is performed at corporate level on the basis of IFRS 16 financial reporting. Sustainability criteria for leased office buildings was assessed with the real estate department using tender data provided by landlords.

(1) Total Sales 2022 IFRS: see section 3.2.1 Consolidated income statement.
(2) Total Capex 2022: €257.5 million (see lines "Acquisitions/ Increases" of the Note 11 Intangible assets (€141.9 million) and Note 12.1 Property, plant & equipment movements (€115.6 million) in Chapter 3.2 Consolidated Financial Statements 2021 (3.2.5. Notes).
(3) Total Opex "Denominator" 2022 as per of Annex I of Reg UE 2021/2178: €464.6 million (Opex R&D + maintenance & repairs + short-term leases). Our Assessment of possible eligibility is less than 5% and is therefore considered non-material.

For 'transport by motorbikes, passenger cars and light commercial vehicles', the technical criteria assessment is performed at corporate level on the basis of IFRS 16 financial reporting, for leased vehicles, and battery electric vehicle performance data from the vehicle leasing service providers.

For all the other individual Capex, the Group uses an internal reporting of investments as the basis for the technical criteria assessment: each project is assessed individually by the entities and sites which bear the investment through a survey sent to them, which details the eligibility criteria as well as the specific substantial contribution and specific DNSH criteria.

Disclosed data is based on location reporting of eligible individual Capex and investments as of 31 December, 2022. No allocation of investments between eligible and non-eligible Capex has been necessary as Capex are already reported project by project in the financial consolidation system.

Climate Adaptation is considered within Ipsen's global risk management process. The Group performed in 2022 an assessment of the climate change physical impacts of its own sites in 40 countries as well as third-party sites. This assessment allows to conclude that the Group complies with the generic DNSH criteria related to climate change adaptation.

Verification of compliance with the minimum safeguards (MS)

The Group meets the requirements of the minimum safeguards of the report of the Platform on Sustainable Finance (PSF) in terms of human rights, corruption, competition law and taxation. Compliance with those topics is embedded in Ipsen's Code of Conduct and Ipsen's Business partner Code of Conduct. Moreover:

1. Ipsen ensures that Human Rights are respected in all its activities and in its supply chain (see 4.3.4. Promoting and defending Human Rights and 4.4.3 Providing a healthy and safe workplace).
2. Ipsen has a implemented a global anti-corruption management system for which the ISO 37001 certification has been renewed in 2022 (see 4.3.2. Fighting corruption).
3. No financial penalties were imposed on Ipsen for anti-competitive practices (see 6.4.3. Cross-reference table of the Management Report and of the Board of Directors' Report on Corporate Governance - Legal, financial and tax information of the Company).
4. Ipsen is committed to observing all applicable laws, rules and regulations in meeting its tax compliance and reporting responsibilities and paying its fair share of taxes in all jurisdictions where it operates (see paragraph 2.1.4.3. First line of defense).

In addition, the effectiveness of the procedures in place is considered demonstrated by (i) the absence of condemnation of the Group or a Ipsen employee or (ii) the implementation of an action plan to follow up on a conviction on one of these four themes.

In accordance with the delegated act "Article 8" of the Taxonomy adopted on 6 June 2021 on the content and presentation of the information to be reported, the three regulatory tables indicating the share of eligible and aligned activities for each indicator are published below.

4.9.1 Taxonomy Eligible / Aligned Turnover

				Substantial Contribution Criteria						DNSH criteria ("Does No Significant Harm")									
Economic activities	Code (2)	Absolute turnover (3)	Proportion of turnover (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity and Ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Taxonomy aligned proportion of turnover year N (18)	Taxonomy aligned proportion of turnover year N-1 (19)	Category (enabling activity) (20)	Category (transitional activity) (21)
Text		mil€	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	%	E	T
A. TAXONOMY ELIGIBLE ACTIVITIES		0	**0%**	100	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.
A1. Environmentally sustainable activities (Taxonomy-aligned activiries)																				
Turnover of environmentally sustainable activities (taxonomy- aligned activities)		0	**0%**	100	na	na	na	na	na	na	na	na	na	na	na	na	na	na	na	na
A2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy aligned activities)																				
Turnover of taxonomy-eligible but not environmentally sustainable activities (not taxonomy- aligned activities)		0	**0%**																	
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																				
Turnover of Taxonomy non-eligible activities		3,156.4	100%	na	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.
Total (A+B)		3,156.4	**100%**	see section 3.2.1 Consolidated income statement.																

4.9.2 Taxonomy Eligible / Aligned Capex

				Substantial Contribution Criteria						DNSH criteria ("Does No Significant Harm")										
Economic activities	Code (2)	Absolute Capex (3)	Proportion of Capex (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity and Ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Taxonomy aligned proportion of Capex year N (18)	Taxonomy aligned proportion of Capex year N-1 (19)	Category (enabling activity) (20)	Category (transitional activity) (21)
Text		k€	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	%	E	T
A. TAXONOMY ELIGIBLE ACTIVITIES (A1 + A2)		33,749	13%	100%	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.
A1. Environmentally sustainable activities (Taxonomy-aligned)																				
Construction of new buildings	7.1	5,327	2%	100%	.	.	.	.	.	Y	Y	Y	Y	Y	Y	Y	2%	.	.	.
Investments in renovation of existing buildings	7.2	144	0.1%	100%	.	.	.	.	.	Y	Y	Y	Y	Y	Y	Y	0.1%	.	.	T
Investments in energy performance of buildings	7.5	82	—%	100%	.	.	.	.	.	Y	Y	Y	Y	Y	Y	Y	—%	.	E	.
Investments in energy efficiency equipment	7.3	4,870	2%	100%	.	.	.	.	.	Y	Y	Y	Y	Y	Y	Y	2%	.	E	.
Investments in Data-driven solutions for GHG emissions reductions	8.2	116	—%	100%	.	.	.	.	.	Y	Y	Y	Y	Y	Y	Y	—%	.	E	.
Investment in installation producing heat/cool/chilled water using waste heat	4.25	400	0.2%	100%	.	.	.	.	.	Y	Y	Y	Y	Y	Y	Y	0.2%	.	.	.
Acquisition and ownership of buidings	7.7	1,089	0.4%	100%	.	.	.	.	.	Y	Y	Y	Y	Y	Y	Y	0.4%	.	.	.
Fleet (Transport by motorbikes, passenger cars and light commercial vehicles)	6.5	814	0.3%	100%	.	.	.	.	.	Y	Y	Y	Y	Y	Y	Y	0.3%	.	.	T
Capex of environmentally sustainable activities (taxonomy- aligned activities)		**12,842**	**5%**	**100%**	.	.	.	.	.	.	.	.	.	.	.	.	**5%**	.	.	.
A2. Taxonomy-eligible but not aligned activities																				
Construction of new buildings	7.1	3,018	1%																	
Investments in renovation of existing buildings	7.2	2,655	1%																	
Investments in energy efficiency equipment	7.3	3	—%																	
Acquisition and ownership of buildings	7.7	10,845	4%																	
Fleet (Transport by motorbikes, passenger cars and light commercial vehicles)	6.5	4,386	2%																	
Capex of taxonomy-eligible but not aligned activities		**20,907**	**8%**																	
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																				
Capex of Taxonomy non-eligible activities		**223,839**	**87%**																	
Total (A+B)		**257,588**	**100%**																	

4.9.3 Taxonomy Eligible / Aligned Opex

				Substantial Contribution Criteria						DNSH criteria ("Does No Significant Harm")									
Economic activities	Code (2)	Absolute Opex (3)	Proportion of Opex (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity and Ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Taxonomy aligned proportion of Opex year N (18)	Taxonomy aligned proportion of Opex year N-1 (19)	Category (enabling activity) (20)	Category (transitional activity) (21)
Text		k€	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	%	E	T
A. TAXONOMY ELIGIBLE ACTIVITIES (A1 + A2)		8.2	1.8	100	.	.	.	.	.	.	.	.	.	.	.	.	1.8	.	.	.
A1. Environmentally sustainable activities (Taxonomy-aligned activiries)																				
Opex of environmentally sustainable activities (taxonomy- aligned activities)		0	0%	100	.	.	.	.	.	.	.	.	.	.	.	.	0	.	.	.
A2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy aligned activities)																				
Opex of taxonomy-eligible but not environmentally sustainable activities (not taxonomy- aligned activities)		8.2	1.8																	
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																				
Opex of Taxonomy non-eligible activities		456.4	98.2																	
Total (A+B)		**464.6**	**100%**																	

4.10 ANNEX V: REPORTING METHODOLOGY

- Ipsen has audited consolidated financial statements and the list of entities included in its sustainability reporting is the same as in its financial reporting.
- Due to the divestment of the Consumer Healthcare (CHC) business in 2022, data are reported without the CHC segment. When possible, indicators have been computed without CHC for previous years for comparability purposes.

Headcount

Headcount indicators reported in the universal registration document are based on Ipsen's global Human Resources Information Systems deployed in all countries. Primary, transactional, data is being kept up-to-date by the local HR and used for the global report.

The headcount includes any employee with a current work contract with Ipsen. Notably, external resources (temporary workers, trainees…) are excluded from headcount.

In 2022, Ipsen divested its CHC business to Mayoly Spindler with an impact of 1,085 employees. By the end of 2022, 95 "CHC" employees, working under Transition Distribution and Promotion Agreements (TDPA) until Mayoly Spindler creates their own structure, were still reported under Ipsen official Headcount.

Recruitments

Recruitments take into consideration employees coming from acquisitions:

– In 2021, there was no acquisition with personnel impact,
– In 2022, Ipsen acquired Epizyme with 198 employees. The number of recruitments in 2022 show the Ipsen perimeter, *i.e.:* CHC included before divestment, not included after the divestment date.

Regarding Joint Ventures, the Group HR policy does not apply to these entities and no HR reporting is being requested from them. Therefore, all HR indicators are shown without the Joint Ventures.

Absenteeism

Absenteeism data are collected separately:

- For France, they are retrieved from the French payroll system,
- For other countries, they are collected from the HR manager.

At the end of 2022, this scope accounts for 2.87% of Ipsen's headcount.

Training

Training activity is recorded in Ipsen Learning Platform by the owner of the training (Training Manager, HR…).

The evidence of the training duration is provided on this platform and/or by paper attendance signed sheets.

The training report is extracted at corporate level and all the collected data is consolidated into a common Excel file.

Gender Equality Index (France)

The French *"Index de l'égalité professionnelle femmes-hommes"* measures gender pay gap with the following criteria:

– Gender pay gap,
– Distribution gap in individual increases,
– Distribution gap for promotions,
– Number of female employees increased on their return from maternity leave,
– Parity among the top 10 salaries.

Engagement

Engagement rate is measured by running Company-wide surveys led every 2 years. In 2021, the provider was changed and the questions asked were marginally amended to comply with the provider's and be able to benchmark. This change might have slightly impacted the overall results versus the previous campaign but there is no way to measure this impact.

For the first time in 2022, a shorter Pulse Survey was run to follow up on a limited number of questions.

Human Rights

The assessment of the Third Parties was made through the Third Parties Due Diligence Platform, live as of June 2019.

Environment, Health and Safety (EHS)

Manufacturing and R&D sites include 4 manufacturing or production sites: Dublin (Ireland), Signes (France), Cambridge (USA) and Wrexham (United Kingdom), as well as 4 research and development (R&D) sites: Les Ulis (France), Dreux Pharm Sciences (France), Oxford-Milton Park (United Kingdom) and Cambridge (USA) which was closed during 2022.

Global Ipsen encompasses tertiary sites with a Human Resource representative, namely: Algeria, Germany, Switzerland, Austria, Australia, Czech Republic, Greece, Hungary, Poland, Romania, Mexico, the United States (Basking Ridge and Cambridge), France (Boulogne-Billancourt), Brazil, China, Korea, Taipei, Spain, Italy, Russia, Sweden and Nordics, Ukraine, Lithuania, Netherlands, Belgium, Canada, the United Kingdom (Slough), Vietnam and the new site in Columbia.

Data collection is performed using an information system. The data is controlled and extracted from this central system, which possesses, means of control and alert (absurd data, problems of units…). This central system is a core training item for persons in charge of EHS on site in order to minimize the sources of errors. Sites with less than 10 employees are not required to report EHS data.

All EHS data 2019-2022 has been restated for divestment of CHC organization.

Sites included for waste intensity calculation: Wrexham, Signes, Milton Park, Les Ulis, Epizyme, Dublin, Dreux - Pharm Sciences, Cambridge One Kendall and Cambridge 650 Kendall. Sites included for water intensity calculation: Wrexham, Signes, Milton Park, Les Ulis and Dublin.

Further explanations are to be taken into account for the following indicators:

- Emission factors used to calculate Greenhouse Gas emissions are those of the Base Carbone ADEME and those provided by the IEA emission factors related to international electricity consumption.
- Renewable electricity data since 2021 are based on guarantees of origin or similar assurance structures built into Power Purchase Agreements (PPA). Previous years quantities were calculated according to supplier electricity mix information provided on invoices, regardless of contract terms.
- Car fleet data is split into business use (included in Scope 1) and non-business use of Company provided vehicle (included in Scope 3). Where available, the allocation of emissions is based on fuel payment data or mileage based compensation processes. Otherwise, the split is determined based on primary use determination for each vehicle issued, *e.g.* Business need for sales force teams vs benefit vehicle primarily for personal use or commuting. Where primary use cannot be determined or quantified, emission are reported under Scope 1.
- China is excluded from car fleet data. Ipsen does not have owned or leased fleet vehicles in China. Ipsen does not fund fuel payments nor does Ipsen offer mileage-based compensation in China. A study has identified employees that may have a need to use personal vehicles in the course of their duties. These emissions are the estimated to be approximately 0.3% of Group Scope 1 emissions.
- Scope 3.1: Purchased Goods and Services emission factors are modeled based on product life cycle insights from studies, conducted in 2021, using 2019 production and sales data.
- Scope 3.7: Employee Commuting data are based on an site attendance monitoring data from 2019 to 2022 from several Manufacturing, R&D and main office sites.

- Health and safety indicators in particular for determining the accident frequency and severity rates include the following calculations:
  - The frequency rate 1 (FR1) is the number of work related injuries that required an external medicalized treatment beyond first aid, with work lost time exceeding one day which have occurred over a period of 12 months per million hours worked (frequency rate 1 = number of medicalized injuries due to the work with lost time x 1,000,000 / number of hours worked).
  - The frequency rate 2 (FR2) is the number of work related injuries requiring external medicalized treatment, beyond first aid, with work lost time exceeding one day and without work lost time which have occurred over a period of 12 months per million hours worked (frequency rate 2 = number of medicalized injuries due to the work with and without lost time x 1,000,000 / number of hours worked).
  - The severity rate is the number of worker-days lost as a result of work related injury per thousand hours worked (severity rate = number of worker-days lost x 1,000 / number of hours worked).
- Disposed Waste is defined as waste incinerated without energy recovery combined with landfilled waste.
- Recovery Waste is defined as waste incinerated with Energy recovery and other methods.

The following table represents the approaches used to derive carbon emissions for Scopes 1, 2 and 3 included in the fight to prevent climate change section of the document.

Scope	Categories	Description	Data sources	Emissions Factor sources
1	Direct emissions from stationary combustion sources	Natural gas and fuel combustion (kWh)	R&D manufacturing and affiliates reporting	Base Carbone®
1	Direct emissions from mobile sources with combustion engine	Diesel, gasoline for business-related use	R&D manufacturing and affiliates reporting	Base Carbone®
1	Direct fugitive emissions	Refrigerant gas losses (tons)	R&D manufacturing reporting	Base Carbone®
2	Indirect emission from electricity consumption	Electricity consumption (kWh)	R&D manufacturing and affiliates reporting	IAE Highlights CO_2 fossil fuels and Base Carbone for French sites
2	Indirect emission from steam, heat and cooling consumption	Steam and cooling consumption (kWh) Only one site is concerned	R&D manufacturing and affiliates reporting	Base Carbone®
3	Emissions due to fuels and energy (not covered by Scopes 1 and 2)	Upstream emissions from energy extraction and transportation (kWh), non-business use car fleet	R&D manufacturing and affiliates reporting	Base Carbone®
3	Purchased goods or services	Extraction and Manufacturing of raw materials such as paper, aluminum and excluding transportation	R&D manufacturing: Weight of every component of primary, secondary and tertiary packaging (tons) and modeled using an assessment conducted in 2021 together with 2019 production	Base Carbone® and CarbonEM methodology
3	Capital goods	As per ISO14064 & ISO/TR14069 For capital goods, such as IT equipment, the depreciation period is as per replacement period GHG Emissions due to the construction of buildings (industrial and offices) depreciation based on 50 years	R&D manufacturing and affiliates reporting Buildings (sqm)	Base Carbone®

Scope	Categories	Description	Data sources	Emissions Factor sources
3	Upstream and downstream transportation and distribution	Road, Air, sea transportation of raw materials and final products from production site to first delivery local sites. Emissions are calculated on a well-to-wheel approach	Upstream: tons km from each site reporting Downstream: tons km from deliveries extraction	Base Carbone®
3	End of life treatment of waste generated from site operations	GHG Emissions due to the treatment of production waste (incineration, landfill, recycling)	R&D manufacturing Reporting (tons)	Base Carbone®
3	Business travels	GHG Emissions due to the car fleet consumption and plane travel; train travel and travel by taxi is not included but a first estimation concluded an insignificant contribution to Scope 3 emissions compared to other business travel modes covered in this report. Fugitive emissions (condensation trails) are not taken into account in the emissions factors of plane travel	Travel agency (km) and reporting on gasoline consumption (liters)	GHG Protocol
3	Employee commuting	GHG Emissions due to travels between working sites and employee's home excluding employee commuting using car fleet	Distances (km) estimated from average (French national survey (ENTD INSEE)). Employee Commuting 2020 data are based on an internal estimation of the impact of the SARS-COV-2 health crisis on home-to-work travel: -50% for R&D and Manufacturing and -75% for office sites	Base Carbone®
3	End-of-life treatment of sold products	GHG Emissions due to the treatment of packaging waste (including paper, aluminum, and plastic) after use of sold products (incineration, landfill, recycling)	Deliveries database (tons) and average waste treatment	Base Carbone®

4.11 ANNEX VI: AUDIT REPORT AND REASONABLE ASSURANCE REPORT - FY 2022

Report of one of the Statutory Auditors, appointed as independent third party, on the verification of the consolidated non-financial statement

This is a free English translation of the report by one of the Statutory Auditors issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Report of one of the Statutory Auditors, appointed as independent third party, on the verification of the consolidated non-financial statement
(Year ended December 31, 2022)

This is a free English translation of the report by one of the Statutory Auditors issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

IPSEN
65 quai Georges Gorse
92100 BOULOGNE BILLANCOURT

In our capacity as Statutory Auditor of the company IPSEN (hereinafter the "Entity")], appointed as independent third party ("third party") and accredited by the French Accreditation Committee (Cofrac), (Cofrac Inspection Accreditation, n°3-1862,scope available at www.cofrac.fr)), we have undertaken a limited assurance engagement on the historical information (observed or extrapolated) in the consolidated non-financial statement, prepared in accordance with the Entity's procedures (hereinafter the "Guidelines"), for the year ended December 31, 2022 (hereinafter the "Information" and the "Statement", respectively), presented in the group management report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (code de commerce).

Conclusion

Based on the procedures we have performed as described under the "Nature and scope of procedures" and the evidence we have obtained, nothing has come to our attention that cause us to believe that the consolidated non-financial statement is not prepared in accordance with the applicable regulatory provisions and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines.

Preparation of the non-financial performance statement

The absence of a commonly used generally accepted reporting framework or a significant body of established practice on which to draw to evaluate and measure the Information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Information needs to be read and understood together with the Guidelines, summarised in the Statement in section 4.10.

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Inherent Limitations in preparing the Information

As stated in the Statement, the Information may be subject to uncertainty inherent to the state of scientific and economic knowledge and the quality of external data used. Some information is sensitive to the choice of methodology and the assumptions or estimates used for its preparation and presented in the Statement.

Responsibility of the Entity

Management of IPSEN are responsible for:

- selecting or establishing suitable criteria for preparing the Information;
- preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies implemented considering those risks and the outcomes of said policies, including key performance indicators and the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- preparing the Statement by applying the Entity's "Guidelines" as referred above; and
- implementing internal control over information relevant to the preparation of the Information that is free from material misstatement, whether due to fraud or error.

The Statement has been prepared by Management board.

Responsibility of the Statutory Auditor appointed as independent third party

Based on our work, our responsibility is to express a limited assurance conclusion on:

- the compliance of the Statement with the requirements of Article R. 225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information."

As we are engaged to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information as doing so may compromise our independence.

It is not our responsibility to report on:

- the Entity's compliance with other applicable legal and regulatory provisions (particularly with regard to the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy), the French duty of care law and against corruption and tax evasion);
- the fairness of information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy)
- the compliance of products and services with the applicable regulations.

Applicable regulatory provisions and professional guidance

We performed the work described below in accordance with Articles A. 225-1 et seq. of the French Commercial Code, the professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to such engagement, in particular the professional guidance issued by the Compagnie Nationale des Commissaires aux Comptes, *Intervention du commissaire aux comptes – Intervention de l'OTI – déclaration de performance extra-financière*, and acting as the verification programme and with the international standard ISAE 3000 (revised) - *Assurance engagements other than audits or reviews of historical financial information.*

Independence and quality control

Our independence is defined by the provisions of Article L. 822-11 of the French Commercial Code and French Code of Ethics for Statutory Auditors (Code de déontologie) of our profession. In addition, we have implemented a system of quality control including documented policies and procedures aimed at ensuring compliance with applicable legal and regulatory requirements, ethical requirements and the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement.

Means and resources

Our work engaged the skills of 4 people between October 2021 and February 2022 and took a total of 5 weeks.

We were assisted in our work by our specialists in sustainable development and corporate social responsibility. We conducted 9 interviews with people responsible for preparing the Statement, representing in particular CSR direction, risk management, compliance, human resources, health and safety, environmental.

Nature and scope of procedures

We are required to plan and perform our work to address the areas where we have identified that a material misstatement of the Information is likely to arise.

The procedures we performed were based on our professional judgment. In carrying out our limited assurance engagement on the Information, we:

- obtained an understanding of all the consolidated entities' activities and the description of the main risks associated;
- assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, taking into account, where appropriate, best practices within the sector;
- verified that the Statement includes each category of social and environmental information set out in article L. 225 102 1 III as well as information regarding compliance with human rights and anti corruption and tax avoidance legislation;
- verified that the Statement provides the information required under Article R.225-105 II of the French Commercial Code where relevant with respect to the main risks, and includes, where applicable, an explanation for the absence of the information required under Article L.225-102-1 III, paragraph 2 of the French Commercial Code;
- verified that the Statement presents the business model and a description of the main risks associated with of all the consolidated entities' activities, including where relevant and proportionate, the risks associated with its business relationships, its products or services, as well as its policies, measures and the outcomes thereof, including key performance indicators associated to the main risks;
- referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the main risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the main risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1; concerning social and societal risks, our work was carried out on the consolidating entity, for other risks, our work was carried out on the consolidating entity and on a selection of sites: Signes, Wrexham and Dublin;
- verified that the Statement covers the consolidated scope, i.e. all the entities within the consolidation scope in accordance with Article L. 233-16 of the French Commercial Code within the limitations set out in the Statement;
- obtained an understanding of internal control and risk management procedures the Entity has implemented and assessed the data collection process aimed at ensuring the completeness and fairness of the Information;

- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix, implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
  - tests of details, using sampling techniques, in order to verify the proper application of definitions and procedures and reconcile the data with supporting documents. This work was carried out on a selection of contributing sites and covers between 65% and 90% of the consolidated data relating to the key performance indicators and outcomes selected for these tests;
- assessed the overall consistency of the Statement in relation to our knowledge of all the consolidated entities

The procedures performed in a limited assurance review are less in extent than for a reasonable assurance opinion in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*); a higher level of assurance would have required us to carry out more extensive procedures.

Neuilly-sur-Seine, 15 February, 2022

One of the Statutory Auditors,
PricewaterhouseCoopers Audit

Stéphane Basset
Partner

Aurélie Castellino-Cornetto
Director in the Sustainable Development Department

Annexe : Liste des informations que nous avons considérées comme les plus importantes

Key performance indicators and other quantitative results:

- Number of listeners to Fondation Ipsen podcasts in 2022
- Number of books downloaded and distributed by the Ipsen Foundation in 2022
- Batch release rate in 2022
- Quality deviation of first productions (%) in 2022
- OTIF (on-time, in full) in 2022
- ICSR submitted on time in 2022
- Evolution between 2022 and 2021 of the number of audits of the pharmacovigilance system at global level
- Change between 2022 and 2021 in the number of cases of counterfeiting identified and reported to the French National Agency for the Safety of Medicines (ANSM)
- Rate of completion of training on the code of conduct between 2022 and 2021
- Evolution between 2022 and 2021 of the number of cyber attacks reported to the authorities
- Completion rate of training on the fight against corruption in 2022
- Completion rate of conflict of interest training in 2022
- Rate of completion of code of conduct training in 2022
- Total patients integrated into KSA, UAE, and JOR in 2022
- Change between 2022 and 2021 in the number of new hires
- Number of sites certified as a "great place to work" between 2022 and 2021
- Percentage of employees with a formal development plan in 2022
- Frequency rate FR1 in 2022
- Workplace accident frequency rate FR2 in 2022
- Scope 1 and 2 GHG emissions from Ipsen facilities (tCO2e)
- Scope 1 GHG emissions from Ipsen's fleet (tCO2e)
- Total energy consumption of Ipsen facilities* normalized to space occupied in 2022
- Total water consumption normalized to Ipsen's occupied areas (kWh/m2) in 2022
- Total Ipsen waste production normalized by occupied space in 2022
- Solvent consumption 2022
- Environmental incidents / pollution events in 2022

Qualitative information (actions and results) :

- Donations to IHP by Ipsen
- Ipsen Foundation program to support patients
- Ipsen's quality approach
- Integration of regulatory changes in Ipsen's processes
- Risk mapping of Ipsen's supply chain
- Business continuity plan (supply chain focused)
- Safety process in the life cycle of a pharmaceutical product
- Pharmacovigilance training
- Online counterfeit monitoring
- Ipsen's cooperation with national and international anti-counterfeiting organizations
- Ipsen's code of conduct
- Online training on data protection
- Patient consent form
- Anti-corruption training
- Data privacy training
- Group policy on data processing in clinical trials
- Report listing mandatory training for 2022 to be completed by employees
- Project to establish strategic workforce planning
- Green electricity contracts for Signes, Wrexham and Dublin sites
- Sustainable packaging initiative through Ipsen's Pharmaceuticals in the Environment program
- Ipsen's 14001 certification
- Group biodiversity progra

Reasonable assurance report by one of the Statutory Auditors on a selection of Identified Sustainability Indicators included in the Non-financial Performance Statement

Reasonable assurance report from one of the Statutory Auditors on a selection of Identified Sustainability Information included in the Non-financial Performance Statement, for the year ended December, 31st, 2022

To the Board of Directors of Ipsen

In our capacity as Statutory Auditor of the company IPSEN (hereinafter the "Company") and in accordance with your request, we have undertaken a reasonable assurance engagement on the selected key sustainability performance indicators for the year ended December 31, 2022 (the "Identified Sustainability Information") included in the table in section 4.8 of the Company's universal registration document and presented below :

- KPI 1 – Ipsen Manufacturing and R&D Medicalized Accidents with Lost Days(Frequency Rate 1 FR1)
- KPI 2 – Ipsen GHG Scope 1 & 2 Emissions Normalized to Occupied Area (tCO2E/m2) Location based
- KPI#3 – Ipsen Total Energy Normalized to Occupied Area (MWh/m^2)
- KPI#4 – Ipsen Total Water Consumption Normalized to Occupied Area (m3/m2)

Our assurance does not extend to information in respect of earlier periods or to any other information included in 2022 Non-financial Performance Statement, nor in the universal registration document of the entity in which it is included.

Our Reasonable Assurance Opinion

In our opinion, the Identified Sustainability Information set out in the table in section 4.8 "Annex III: Summary of our key performance indicators (KPIs)" is prepared, in all material respects, in accordance with the internal methodological reference framework "DDR reporting requirements" available upon request at the entity's headquarters and the basis of preparation set out in section 4.10 "Annex V - Reporting methodology and audit report" of the entity's universal registration document (hereinafter "the Frameworks").

We do not express an assurance opinion on information in respect of earlier periods or on any other information included in the 2022 Non-Financial Performance Statement, nor in the universal registration document of the entity in which it is included.

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IPSEN
Reasonable assurance report from one of the Statutory Auditors on a selection of Identified Sustainability Information included in the Non-financial Performance Statement, for the year ended December, 31st, 2022

Preparation of the Identified Sustainability Information

The absence of a commonly used generally accepted reporting framework or a significant body of established practice on which to draw to evaluate and measure Identified Sustainability Information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Identified Sustainability Information needs to be read and understood together with the Frameworks.

Inherent Limitations in Preparing the Identified Sustainability Information

The Identified Sustainability Information may be subject to inherent uncertainty because of incomplete scientific and economic knowledge and the quality of external data used. Some information is sensitive to the choice of methodology and the assumptions and/or estimates used for its preparation and presented in the Frameworks.

In addition, greenhouse gas quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gasses.

IPSEN's Responsibilities

Management of the Company is responsible for:
- selecting or establishing suitable criteria for preparing the Identified Sustainability Information, taking into account, if any, applicable law and regulations related to reporting the Identified Sustainability Information;
- the preparation of the Identified Sustainability Information in accordance with the Frameworks;
- designing, implementing and maintaining internal control over information relevant to the preparation of the Identified Sustainability Information that is free from material misstatement, whether due to fraud or error.

Our Responsibilities

It is our responsibility, based on our work, to provide a reasonable assurance opinion on:
- the compliance, in all material respects, of the Identified Sustainability Information with the Frameworks
- forming an independent opinion, based on the procedures we have performed and the evidence we have obtained
- reporting our opinion to the Company's Management.

IPSEN
Reasonable assurance report from one of the Statutory Auditors on a selection of Identified Sustainability Information included in the Non-financial Performance Statement, for the year ended December, 31st, 2022

As we are engaged to form an independent opinion on the Identified Sustainability Information as prepared by management, we are not permitted to be involved in the preparation of the Identified Sustainability Information as doing so may compromise our independence.

Professional Standards Applied

We performed our reasonable assurance engagement in accordance with the professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to such engagement and the International Standard on Assurance Engagements 3000 (Revised) - *Assurance Engagements other than Audits or Reviews of Historical Financial Information* and, in respect of greenhouse gas emissions included in the Identified sustainability information, in accordance with the International Standard on Assurance Engagements 3410, *Assurance Engagements on Greenhouse Gas Statements*, issued by the International Auditing and Assurance Standards Board.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the French Code of Ethics for Statutory Auditors (*Code de Déontologie*) and the *International Code of Ethics for Professional Accountants (including International Independence Standards)* issued by the International Ethics Standards Board for Accountants which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies International Standard on Quality Control 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Our work was carried out by an independent and multidisciplinary team with experience in sustainability reporting and assurance.

Summary of the Work we Performed as the Basis for our Assurance Opinion

A reasonable assurance engagement involves performing procedures to obtain evidence about the Identified Sustainability Information. The nature, timing and extent of procedures selected depend on professional judgment, including the assessment of risks of material misstatement, whether due to fraud or error, in the Identified Sustainability Information. In making those risk assessments, we considered internal control relevant to the Company's preparation of the Identified Sustainability Information. A reasonable assurance engagement also includes:

- evaluating the suitability in the circumstances of the Company's use of the Frameworks;
- evaluating the appropriateness of measurement and evaluation methods, reporting policies used and the reasonableness of estimates made by the Company; and
- evaluating the disclosures in, and overall presentation of, the Identified Sustainability Information.

IPSEN
Reasonable assurance report from one of the Statutory Auditors on a selection of Identified Sustainability Information included in the Non-financial Performance Statement, for the year ended December, 31st, 2022

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Neuilly-sur-Seine, February 15, 2023

One of the Statutory Auditors
PricewaterhouseCoopers Audit

Stéphane Basset
Partner

Aurélie Castellino-Cornetto
Director on Sustainable Development

5 CORPORATE GOVERNANCE AND LEGAL INFORMATION

Liu Gang
Living with acromegaly
Beijing, China

This section presents Ipsen S.A.'s Corporate governance and legal information and includes in particular the Board of Directors' Report on corporate governance. It will be presented to the Combined Shareholders' Meeting to be convened in 2023 to review and approve the financial statements for the financial year ended on 31 December 2022, in accordance with the provisions of Article L.225-37 of the French Commercial Code. It has been prepared with the assistance of the Executive Management, the Human Resources, Finance departments and the Company Secretary.

The Company is governed by a Board of Directors. It determines the Company's strategy and oversees its implementation in accordance with its corporate interest, taking into consideration the social and environmental of its activity. Subject to the powers expressly granted to Shareholders' Meetings and within the limits of the Company's corporate purpose, the Board of Directors considers all issues related to the efficient operation of the Company and, through its deliberations, settles all matters that may arise.

The Executive Management of the Company is provided by a Chief Executive Officer.

5.1 FRAMEWORK FOR THE IMPLEMENTATION OF CORPORATE GOVERNANCE PRINCIPLES

5.1.1 The AFEP-MEDEF Corporate Governance Code as a reference code

The Company refers to the AFEP-MEDEF Corporate Governance Code, revised on December 2022, available on the website www.afep.com. In accordance with the provisions of Article L.22-10-10 of the French Commercial Code, the Company specifies the recommendations of the Code which have not been applied and the reasons why.

5.1.2 Summary table of the AFEP-MEDEF Code recommendations which have not been applied

The Company presents a summary table of the recommendations of the AFEP-MEDEF Code that have not been adopted.

AFEP-MEDEF Code recommendations not applied	Ipsen's practices and reasons why
Article 18.1 The Nomination Committee should have a majority of independent directors.	This provision is not being applied as the Company is controlled. Moreover, there are structural elements related to the Company's governance (number of independent directors (4), all of foreign nationalities and living outside of France, the number of specialized Committees (5), separation of the Compensation and Nomination Committees) to be taken into account. There is nevertheless ongoing high quality of work within each Committee (including the Nomination Committee) whilst maintaining a balanced composition of the Committees. Furthermore, the Board believes that both the quality and experience of independent members ensure open debate and that the current composition does not undermine the proper functioning of the Committee.
Article 19.1 The Compensation Committee should be chaired by an independent director and have a majority of independent directors.	This provision is not being applied as the Company is controlled. Moreover, two out of five members of the Compensation Committee are independent and one member representing the employees, so that the independence required to ensure its proper functioning is assured. Furthermore, it is specified that no executive officer is a member of this Committee. The Compensation Committee is chaired by Mr. Antoine Flochel, given his deep knowledge of the Group's operation, the pharmaceutical industry and his experience in matters of compensation.

5.1.3 Ethics of the Board of Directors and Executive Management

In accordance with the provisions of Regulation (EU) 2017/1129, the Directors declared that they were subject to the obligations relating to their functions. In order to comply, the Company has put in place procedures applicable to the Board members and Executive Management, some of which being set out below in this document.

5.1.3.1 Prevention of conflicts of interest

The Internal Rules of the Board of Directors provide some procedures to prevent any conflict of interest situations as detailed herein below and in the present document.

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, relating to the prevention of conflicts of interest

"3.6.2 Conflicts of interest

Directors must act in all circumstances in the Company's interest.

Directors must inform the Board of any conflict of interest situation, including a potential conflict of interest, between themselves and the Company or the Group and shall abstain from attending the debate and taking part in any discussions and vote by the Board on the corresponding deliberations.

As part of its missions mentioned under paragraph 6.7.1, the Ethics and Governance Committee regularly reviews with the Board of Directors the issue of conflict of interest."

"6.4.4 Missions of the Audit Committee:

[…]

• examines and checks the rules and procedures applicable to conflicts of interest, expenses incurred by members of the management and the identification and measurement of the main financial risks, as well as their application and submits its assessment every year to the Board."

"6.7.1 The role of the Ethics and Governance Committee is to:

[…]

• examine situations of potential conflicts of interest of members of the Company's Board of Directors and communicate the results of its findings in accordance with an internal procedure which protects confidentiality;

• give a technical opinion - with regard to the rules of ethics and governance applied by the Group - on the mandates and functions performed outside the Group by the members of the Board of Directors, the Chief Executive Officer and, as the case may be, the Deputy Chief Executive Officers, at the time of their appointment and annually as part of the review of the

information mentioned in the Report of Corporate Governance;

[…]

• give an opinion, in liaison with the Chairperson of the Board, on the list of independent directors of the Board of Directors when appointing a director and annually for all directors."

During 2022, in accordance with its missions, the Ethics and Governance Committee reviewed the proposals which had been made regarding the taking up of new offices by Paul Sekhri and Karen Witts within companies outside of the Group and concluded that there was no conflict of interest.

In addition, as part of the annual review of conflicts of interest, members of the Board of Directors receive a questionnaire to be completed and returned to the Company for this purpose. After review by the Committee, no conflict of interest situations were identified within the Board.

5.1.3.2 Insider Trading Policy

The Company has revised its Insider Trading Policy, in accordance with the European Market Abuse Regulation (EU Regulation No. 596/2014) in its consolidated text of 1 January 2021 and the position-recommendation of the *Autorité des marchés financiers* (AMF) No. 2016-08 of 26 October 2016, modified on 29 April 2021, aiming at preventing insider trading and insider misconduct. More detailed information is provided in section 5.6.2.2 of this Document.

5.1.3.3 Code of Conduct

The last version of the Ipsen Group's Code of Conduct has been updated on 15 June 2022.

More detailed information about Ipsen Group's Code of Conduct, also adopted by the employees, can be found in Chapter 4 of this Document.

5.1.3.4 Statement concerning the members of the Board of Directors and the Executive Management

Conflicts of interest involving governance and Executive Management bodies

To the best of the Company's knowledge and as of the date of publication of this Document:

- there is no conflict of interest between the duties of the members of the Board of Directors, Executive Management, and Company Officers vis-à-vis the Company and their personal interests and/or other duties;
- there is no undertaking or agreement with the main shareholders, clients, suppliers, or other parties pursuant to which one of the members of the Ipsen's Board of Directors and of the Executive Management of the Company has been appointed as Director;
- no Director or members of the Executive Management have entered into any agreement restricting the sale of their shareholding in the Company within a certain period of time, at the exception, for the Company Officers, of the minimum portion of shares that must be held in registered form until his term of office.

The Executive Officers have signed a non-compete commitment to prevent certain situations of conflicts of interest arising when they leave the Group.

Absence of condemnation of the members of the Board of Directors and the Executive Management

To the Company's best knowledge, and as at the date of this Document, none of the members of the Board of Directors nor the Executive Management of the Company, have been over the last past five years:

- convicted of fraud, charged with any other offence or had any official public disciplinary action taken against them by statutory or regulatory authorities (including designated professional organizations);
- implicated in a bankruptcy, receivership or liquidation, placement under judicial administration while having served as a member of an administrative, management or supervisory body;
- disqualified from acting as a board member, senior executive or supervisory board member or from participating in the management or conduct of business of a listed company.

Service contracts with members of the Company's governing bodies

To the Company's best knowledge, there is no benefit provided under service contracts, involving directors or any member of the Board or of the Management and the issuing company or its subsidiaries.

Loans and guarantees granted to members of the Board of Directors and of the Executive Management

No loan or guarantee has been granted by the Company to any member of its Board of Directors or its Executive Management.

Specific terms for participating in Shareholders' Meetings

The specific terms for the participation of shareholders in the Annual Shareholders' Meeting are found in section 5.6.3.4 of this Document.

Factors likely to have an impact in the event of a public offer

The factors likely to have an impact in the event of a public offer are found in section 5.6.2.6 of this Document.

Delegations currently valid granted by the Shareholders' Meeting on capital increases

The delegations currently valid and having been granted by the Shareholders' Meeting regarding capital increases are found in section 5.6.1.4 of this Document.

5.2 GOVERNANCE STRUCTURE

5.2.1 Guiding principles

5.2.1.1 Balanced governance structure

Ipsen is a French *société anonyme* with a Board of Directors, where the positions of Chairman and Chief Executive Officer are separated since 18 July 2016.

The separation of functions allows the Chief Executive Officer to focus on the Group's operations and the continuation of its transformation, while the Chairman of the Board of Directors can give his full attention to leading and managing the Board of Directors.

Chair of the Board of Directors

Marc de Garidel, Chairman and Chief Executive Officer until 18 July 2016, and Chairman of the Board of Directors from this date, was reappointed as Director by the Annual General Meeting of 28 May 2019, and as Chairman of the Board during the following Board meeting, which took place on the same day.

Executive Management

The Board of Directors of 28 May 2020, appointed David Loew as Chief Executive Officer from 1 July 2020. David Loew was also coopted Director by the Board of Directors on 28 May 2020.

Given his international professional experience in the pharmaceutical field, his knowledge of financial and governance issues, his involvement in the work of the Company's Board of Directors and the assiduity he has shown since taking up his duties, the Shareholders' Meeting of 27 May 2021 ratified this temporary appointment and renewed his term of office as Director for a four-year term.

In accordance with the provisions of the Articles of Association, if he wishes to do so, the Chief Executive Officer may propose to the Board of Directors to appoint one or several Deputy Chief Executive Officers in order to assist him.

5.2.1.2 Diversity policy of the Board of Directors for its composition

The Nomination Committee and the Ethics and Governance Committee ensure the monitoring of a balanced composition of the Board of Directors and report on it. The objectives of the Board of Directors are to ensure the presence of independent members, in accordance with the AFEP-MEDEF Code recommendations, of the contribution of skills with regard to the Company's activity (particularly in management, strategy, science, finance and legal affairs), international experience, a balanced representation of women and men and a diversity of nationalities.

These two Committees consider each of these criteria when searching for future candidates and for every mandate renewal.

In line with the Board of Directors' objectives regarding the desired balance, particularly in terms of diversity, the Board of Directors proposed the renewal and ratification of directors' appointments at the Shareholders' Meeting of 24 May 2022. For each expiring office term, the Board shall ensure the future balance of its composition (see section 5.2.2.2 of the current universal registration document).

The Board of Directors is as at the date of this document comprised of fourteen members, including seven female (Anne Beaufour, permanent representative of Highrock S.àr.l., Margaret Liu, Michèle Ollier, Karen Witts, Carol Xueref, Naomi Binoche and Laetitia Ducroquet (two Directors representing the employees) [(1)], and seven non-French nationals (Carol Xueref and Karen Witts, UK nationals, Margaret Liu and Paul Sekhri, U.S. nationals, Piet Wigerinck a Belgian national, Michèle Ollier, of French and Swiss nationality and David Loew, of Swiss nationality). The Board of Directors is comprised of four independent Directors and two directors representing the employees.

The competencies of the directors, as well as their biographies, showing the diversity of gender, experience and qualifications are listed in section 5.2.2.3 of this document.

(1) Representing more than 40%, the Directors representing the employees not being taken into account in this calculation, pursuant to article L.225-18-1 of the French Commercial Code.

5.2.1.3 Independence of the Board members

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, relating to the independence of the Board Members

"3.3 Independence of Directors

A Director is independent when he/she has no relationship of any kind whatsoever with the Company, its Group or the management that may interfere with his/her freedom of judgement. Accordingly, an independent Director is understood to be any non-executive Director of the Company or the Group who has no particular bonds of interest (significant shareholder, employee, other) with them.

Independent Directors should account for at least a third of Board members. Directors representing the employee shareholders and Directors representing employees are not taken into account when determining the percentage of independent Directors within the Board and the Committees.

The Board shall examine, upon recommendation of the Ethics and Governance Committee, at least once a year which Directors meet these independence criteria and shall report the conclusions of this review to shareholders (i) every year during the Shareholders' Meeting convened to approve the financial statements for the previous financial year and (ii) during Shareholders' Meetings convened to elect new Directors or ratify Directors co-opted by the Board.

Qualification as an independent Director should be discussed in the light of the AFEP-MEDEF Code criteria as follows:

- *not to be and not to have been during the course of the previous five years:*
  - *– an employee or executive Officer of the Company;*
  - *– an employee, executive Officer of a company or a director of a company consolidated within the Company;*
  - *– an employee, executive Officer or a director of the Company's parent company or a company consolidated within this parent;*
- *not to be an executive Officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive Officer of the Company (currently in office or having held such office during the last five years) is a director;*
- *not to be a customer, supplier, commercial banker or investment banker or consultant (or be linked directly or indirectly to these persons):*
  - *– that is material to the Company or its Group;*
  - *– or for a significant part of whose business the Company or its Group accounts.*

The evaluation of the significant or non-significant relationship with the Company or its Group must be debated by the Board and the quantitative criteria that lead to the evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the corporate governance report;

- *not to be related by close family ties to a company Officer;*
- *not to have been an auditor of the Company within the previous five years;*
- *not to have been a director of the Company for more than twelve years. Loss of the status of independent director occurs on the date at which this period of twelve years is reached.*

A non-executive Officer cannot be considered independent if he/she receives variable compensation in cash or in the form of shares or any compensation linked to the performance of the Company or Group or receives compensation of any kind from shareholders involved in the control of the company, or their holdings companies.

Directors representing major shareholders of the Company or their holding companies may be considered independent if such shareholders do not participate in the control of the Company. Above the threshold of 5% of the share capital or voting rights, these directors are presumed to be non-independent unless the Board of Directors decides otherwise upon recommendation of the Ethics and Governance Committee. Below this threshold (and excluding any holding obligation imposed on Directors by the Internal Board Rules), the Board, upon a report from the Ethics and Governance Committee, systematically reviews the qualification of independence, taking into account the composition of the Company's share capital and the existence of a potential conflict of interest."

The annual review of the independence of the Board of Directors was carried out by the Board at its meeting on 8 February 2023, on the proposal of the Ethics and Governance Committee. The Board of Directors took into account all the criteria of the AFEP-MEDEF Code to assess the independence of its members, namely:

Detail of the current independence criteria evaluation:

Independence criteria[1] (Articles 10.5, 10.6 and 10.7 of the AFEP-MEDEF Code)

Criteria 1: Employee company officer within the previous 5 years

Not to be and not to have been during the course of the previous five years an employee or executive Officer of the Company; an employee, executive Officer or a director of a company consolidated within the Company; an employee, executive Officer or a director of the Company's parent company or a company consolidated within this parent.

Criteria 2: Cross-directorships

Not to be an executive Officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive Officer of the Company (currently in office or having held such office during the last five years) is a director.

Criteria 3: Significant business relationships

Not to be a customer, supplier, commercial banker or investment banker or consultant (or be linked directly or indirectly to these persons).

Criteria 4: Family ties

Not to be related by close family ties to a company Officer.

Criteria 5: Auditor

Not to have been an auditor of the Company within the previous five years.

Criteria 6: Period of office exceeding 12 years

Not to have been a director of the Company for more than twelve years.

Criteria 7: Status of non-executive officer

A non-executive officer cannot be considered independent if he or she receives variable compensation in cash or in the form of securities or any compensation linked to the performance of the corporation or group.

Criteria 8: Status of the major shareholder

Directors representing major shareholders of the Company or its parent company may be considered independent, provided these shareholders do not take part in the control of the Company. Nevertheless, beyond a 10% [2] threshold in capital or voting rights, the Board, upon a report from the Nominations Committee, should systematically review the qualification as independent in the light of the make-up of the Company's capital and the existence of a potential conflict of interest.

The criterion of non-executive officer cannot receive a variable compensation and/or a compensation linked to the performance of the Company or Group is not presented in the table as only the executive officers receive such compensation. The significant shareholder criterion is also not presented in the table as the links with the major shareholders are mentioned above and as there is no representative of any other significant shareholder at the Board of Directors. For more information on share ownership, please refer to section 5.6.2 of the present Document.

The Board of Directors has conducted a thorough review and has reached the following conclusions:

- Margaret Liu, Karen Witts, Paul Sekhri and Piet Wigerinck qualify as independent directors as defined by the AFEP-MEDEF Code and the Board of Directors' Internal Rules described above. The other members of the Board of Directors are related to a shareholder of the Company or are officers or employees of the Company. Anne Beaufour and Henri Beaufour are also brother and sister. There are no other family ties between the other members of the Board of Directors and/or the Executive Board of the Company;
- there are no business relationships between the members of the Board of Directors and the Company.

(1) Criteria 7 on the status of non-executive corporate officers is not mentioned as only executive corporate officers receive variable and/or performance-related compensation.
Criteria 8 on the status of the major shareholder is not mentioned either, as the links on the Board with the major shareholders of the Company are mentioned in the table in the following page and no other major shareholder has a representative on the Board. For more information on shareholding, please refer to section 5.6.2 of this document.

(2) Under Article 3.4 of Internal Rules of the Board of Directors of Ipsen S.A., this threshold is reduced to 5 %.

Directors/ Independence Criteria (*)	Criteria 1: Employee company officer within the previous 5 years	Criteria 2: Cross-directorships	Criteria 3: Significant business relationships	Criteria 4: Family ties	Criteria 5: Auditor	Criteria 6: Period of office exceeding 12 years
Marc de Garidel	• Chairman and Chief Executive Officer until 18 July 2016. • He is Chairman of the Board of Directors since this date.	–	–	–	–	• Director of Ipsen S.A. since 22 November 2010.
Antoine Flochel	• Vice Chairman of the Ipsen S.A. • Chairman of the Board and Managing Director of Beech Tree S.A. and Managing Partner of MR BMH, direct shareholders of Ipsen S.A.	–	–	–	–	–
Highrock S.àr.l. (represented by Anne Beaufour)	• Direct shareholder of Ipsen S.A.	–	–	• Anne Beaufour is the permanent representative of Highrock S.àr.l., member of the Board of Ipsen S.A. Anne and Henri Beaufour are brother and sister.	–	–
Henri Beaufour	• Sole shareholder of Beech Tree S.A. • Member of the Board of Directors of Ipsen S.A. and direct shareholder of Ipsen S.A.	–	–	• Henri and Anne Beaufour are brother and sister.		• Director of Ipsen S.A. since 10 August 2005.
Beech Tree S.A. (represented by Philippe Bonhomme)	• Direct and Indirect shareholder of Ipsen S.A.	–	–	–	–	–
Naomi Binoche	• Employee of Ipsen Pharma S.A.S., a subsidiary wholly owned by Ipsen S.A., as Vice President, Head of Alliance Management.	–	–	–	–	–
Laetitia Ducroquet	• Employee of Ipsen Pharma S.A.S., a subsidiary wholly owned by Ipsen S.A., as Vice President Business Ethics Global Internal & Third Parties programs.	–	–	–	–	–
Margaret Liu	–	–	–	–	–	–
David Loew	• CEO of the Company since 1 July 2020.	–	–	–	–	–
Michèle Ollier	• Director closely linked to Highrock S.àr.l., direct shareholder of Ipsen S.A.	–	–	–	–	–
Paul Sekhri	–	–	–	–	–	–
Piet Wigerinck	–	–	–	–	–	–
Karen Witts	–	–	–	–	–	–
Carol Xueref	• Director closely linked to Highrock S.àr.l., direct shareholder of Ipsen S.A.	–	–	–	–	–

(*) Criteria 7 on the status of non-executive corporate officers is not mentioned in the table as only executive corporate officers receive variable and/or performance-related compensation.
Criteria 8 on the status of the major shareholder is not mentioned in the table either, as the links on the Board with the major shareholders of the Company are mentioned above and no other major shareholder has a representative on the Board. For more information on shareholding, please refer to section 5.6.2 of this document.

5.2.1.4 Employee representation at the Board of Directors

Extract from the Internal Rules of the Board of Directors relating to the employee representation at the Board of Directors

" 3.7 Employee representation on the Board of Directors

The Board of Directors includes one or two Directors representing the employees.

Pursuant to Article 12 of the Articles of Association of the Company:

- *If the Ipsen S.A. Board of Directors is comprised of eight (8) members or fewer, the designation of a single employee representative is required.*

  The Director representing the employees will be appointed by the Works Council of the existing economic and social unit within the Ipsen Group.

- *If the Board of Directors is comprised of more than eight (8) members, the designation of a second employee representative is required.*

The second Director representing the employees will be appointed by the European Works Council.

The office of Director representing the employees shall be incompatible with any office of trade union representative or with any office in one of the employee representative institutions listed in Article L.225-30 of the French Commercial Code.

Subject to the specific legal provisions applicable to them, the Directors representing the employees have the same rights, shall be bound by the same rules, especially with respect to confidentiality, and shall incur the same liability as other Board members.

They are bound by all the provisions of the Internal Rules of the Board of Directors, with the exception of those relating to the obligation to own any share in the Company. The Directors representing the employees will not be paid as part of their mandate.

The time dedicated to his/her mandate by the Director representing the employees is considered as effective working time and is remunerated by the compensation paid for his/her employment contract with the Company. He/she shall dedicate the time and attention required to fulfill the duties of his/her mandate, up to a maximum of 30% of his/her time paid by the Company.

In order to develop his/her skills and knowledge, the Director representing the employees also receives, at his/her request, training suited to the exercise of his/her office of 40 hours of training a year."

Naomi Binoche was appointed as a director representing the employees by decision of the Central Works Council on 17 May 2022, an appointment recorded by the Board of Directors on 24 May 2022. She thus succeeded Jean-Marc Parant, whose term of office had expired and who was the first director representing the employees.

In accordance with the French Legislation n° 2019-486 of 22 May 2019 (PACTE Law), the Shareholders' Meeting of 29 May 2020 proceeded to the modification of the Articles of Association regarding the threshold giving the obligation to appoint a second director representing the employees at the Board of Directors, threshold modified by the law from twelve members of the Board to eight. It was therefore planned that a second director representing the employees will be designated by the European Works Council within 6 months from the modification of the Articles of Association.

In this context, the European Works Council appointed Laetitia Ducroquet as second director representing the employees on 6 November 2020. The Board of Directors held on 19 November 2020 took note of this appointment. The Board of Directors also appointed her as member of the Compensation Committee on 27 May 2021, upon proposal of the Nomination Committee.

See the biographies below under section 5.2.2.3 hereafter.

5.2.2 The Board of Directors

5.2.2.1 Chairman of the Board of Directors

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, relating to the Chairman of the Board

"Article 2.1 The Chairperson of the Board of Directors

The Chairperson organizes and directs the work of the Board and ensures the effective functioning of the corporate bodies in compliance with good governance principles. He/she coordinates the work of the Board with that of the Committees.

He/she ensures that the Directors are able to fulfill their mission and shall particularly ensure that they have all of the information they require to fulfill their mission.

The Secretary of the Board reports to the Chairperson. He assists the Chairperson in organizing the meetings of the Board, and fulfilling any other assignments linked to the corporate governance rules applicable to the Company.

The Chairperson reports each year the work of the Board of Directors to the Shareholders' Meeting on the basis of the annual Corporate Governance Report approved by the Board.

The Chairperson may be in contact with the Statutory Auditors to prepare the work of the Board.

The Chairperson fulfills the following specific missions:

- *he/she may represent the Company, in cooperation with the Chief Executive Officer and at the request solely of the latter, in its high-level relations, on a national and international level, especially with the public authorities, the Group's main partners and other strategic stakeholders of the Company;*
- *he/she may, without prejudice to the prerogatives of the Board of Directors and its Committees, be consulted by the Chief Executive Officer regarding any significant events related to the Company's strategy and major growth projects.*

The Chairperson may attend all of the meetings of the Committees of which he is not a member in an advisory capacity and may consult them on any issue within their area of competence.

In all of these specific missions, the Chairperson acts in close coordination with the Chief Executive Officer and at the request of the latter who will solely be in charge of the leadership and operational management of the Group (subject to limitations of powers expressly decided by the Board of Directors)."

During the 2022 financial year, the Chairman of the Board of Directors organized and managed the work of fifteen Board meetings, assisted by the Vice Chairman in compliance with the Internal Rules of the Board of Directors. Before each meeting of the Board, the Chairman discussed with each Director the documents previously sent. He ensured the follow-up of the decisions taken, in connection with the management and informed absent director, as the case may be.

The Chairman of the Board is also the Chairman of the Innovation and Development Committee – Specialty Care and of the Innovation and Development Committee – Consumer HealthCare, the two Committees in charge of the strategy of the Group [(1)]. In this capacity, he prepared and led the five meetings of the Innovation and Development Committee – Specialty Care and the two meetings of the Innovation and Development Committee – Consumer HealthCare. He coordinated the work of these Committees with that of the Board.

On 28 July 2022, Ipsen finalized the sale of its Consumer HealthCare business to Mayoly Spindler, with which the Group had entered into exclusive negotiations in February 2022. Since this date, Ipsen's Innovation and Development Committee – Consumer HealthCare no longer exists.

The Chairman of the Board also participated with the Nomination Committee in the choice of Karen Witts, independent director, co-opted by the Board of Directors on 20 January 2022. In addition, during the Shareholders' Meeting of 27 May 2021, he presented the composition, organization and functioning of the Board of Directors, the activity of the Board and the Committees during financial year 2020, as well as the Directors whose appointment has been ratified and the renewal proposed.

5.2.2.2 Members of the Board of Directors

Directors are appointed for a four-year term. Exceptionally and exclusively in order to enable the staggering of Directors' terms of office to be implemented and maintained, the Ordinary Shareholders' Meeting may appoint one or several directors for one year, two years or three years.

The number of Directors more than 70 years old cannot be higher than one-third of the Directors in office. When this age limit is exceeded, the oldest Director is automatically deemed to have resigned at the end of the following Ordinary Shareholders' Meeting.

Duties of Directors come to an end upon the conclusion of the Ordinary Shareholders' Meeting called to approve the financial statements for the previous financial year which is held in the year in which the term of office of the said Director expires. Incumbent Directors may always be re-elected.

(1) Until 28 July 2022, date on which Ipsen finalized the sale of its Consumer HealthCare business to Mayoly Spindler.

Extracts from the Internal Rules of the Board of Directors, as of 6 October 2021, relating to the Directors

"3.1 Attendance

Every Director shall dedicate the time and attention required to discharge the duties of his/her mandate and attend the meetings of the Board and the Committee(s) of which they are a member. The corporate governance report lists the mandates held by members of the Board of Directors and records their individual attendance at Board and Committee meetings."

"3.2 Skills

3.2.1 The Board shall be comprised of Directors chosen because of their competence and their experience with respect to the Company and the Group's operations.

3.2.2 Board members may attend training sessions on specific areas of the Company, its business line(s) and industrial sector and the consequences of its social and environmental risks that are to be arranged on the Company's own initiative or at the request of the Board."

"3.6.1 Knowledge of rights and obligations / Responsibilities

Before accepting office, each Director should ensure he/she is familiar with any general or specific obligations relating to his/her position. In particular, they ought to acquaint themselves thoroughly with the legal provisions governing the Company, its Articles of Association, and provisions of the Internal Rules of the Board which apply to them.

3.6.2 Conflicts of interest

Directors must act in all circumstances in the Company's interest.

Directors must inform the Board of any conflict of interest situation, including a potential conflict of interest, between themselves and the Company or the Group and shall abstain from attending the debate and taking part in any discussions and vote by the Board on the corresponding deliberations.

As part of its missions mentioned under paragraph 6.7.1, the Ethics and Governance Committee regularly reviews with the Board of Directors the issue of conflict of interest.

Each Director must report his/her activities to the Ethics and Governance Committee on an annual basis for review and recommendation to the Board of Directors.

3.6.3 Vigilance

Directors are required to contribute to the determination of the orientations of the business of the Company and the Group and to supervise their implementation. They must exercise an effective and vigilant oversight of the Company's and Group's management.

3.6.4 Confidentiality

Directors have a general duty of discretion and confidentiality as regards the deliberations of the Board and its Committees. The same applies to all non-public information and documents provided to them at meetings or otherwise in connection with their functions as Board or Committee members or their participation in their deliberations. This duty of discretion and confidentiality shall continue to apply even after the end of the term of office."

"3.6.7 Number of Directorships of Company officers and Directors

[...] With respect to corporate offices in listed companies, and without prejudice to the general legal rules applicable to the total number of corporate offices, an Executive officer of the Company should not hold more than two other directorships in listed companies, including foreign companies, not affiliated with his/her group. He/she must also seek the prior approval of the Board, after examination by the Ethics and Governance Committee, before accepting a new directorship.

A Director should not hold more than four other directorships in non-Group listed companies, including foreign companies. The Director must keep the Board informed of the offices and positions held in other companies.

The non-executive Chairman must also obtain the opinion of the Board, after examination by the Ethics and Governance Committee, before accepting a new corporate office."

Board members in office as of the filing of this document

	PERSONAL INFORMATION				EXPERIENCE	POSITION ON THE BOARD					PARTICIPATION ON BOARD COMMITTEES					
	Nationality	Gender	Age	Number of shares	Number of directorships in listed companies	Independence	Date of first appointment (dd-mm-yyyy)	Date of last renewal (dd-mm-yyyy)	End of term of office	Seniority on the Board (in years)	Audit Committee	Nomination Committee	Compensation Committee	E&G Committee	ID Committee — CHC [1]	ID Committee — SC
DIRECTORS																
Marc de Garidel Chairman of the Board of Directors	French	♂	65	138,501	2	×	11/10/2010 with effect as of 22/11/2010	28/05/2019	SM 2023 [3]	12					C	C
Antoine Flochel Vice Chairman and Director [2]	French	♂	58	5,000	1	×	30/08/2005	27/05/2021	SM 2025	17			C			M
Highrock S.àr.l., represented by **Anne Beaufour**	Luxembourg / French	♀	59	21,816,679	1	×	06/01/2020	24/05/2022	SM 2026	3					P	P
Henri Beaufour	French	♂	58	1	1	×	30/08/2005	28/05/2019	SM 2023 [3]	17					P	P
Beech Tree S.A. represented by **Philippe Bonhomme**	Luxembourg / French	♂	53	21,816,679	1	×	06/01/2020	N/A	SM 2024	3	M	M		M	M	
Margaret Liu	American	♀	66	689	2	✓	07/06/2017	27/05/2021	SM 2025	5				C	M	M
David Loew Chief Executive Officer	Swiss	♂	56	500	1	×	28/05/2020	27/05/2021	SM 2025	2					P	P
Michèle Ollier	French-Swiss	♀	64	500	1	×	27/05/2015	28/05/2019	SM 2023 [3]	7						M
Paul Sekhri	American	♂	64	500	7	✓	30/05/2018	24/05/2022	SM 2026	4	M	M				M
Piet Wigerinck	Belgian	♂	58	680	1	✓	30/05/2018	24/05/2022	SM 2026	4			M			M
Karen Witts	British	♀	59	200	1	✓	20/01/2022	N/A	SM 2025	1	C		M			
Carol Xueref	British	♀	67	500	2	×	01/06/2012	29/05/2020	SM 2024	10		C	M	M	M	
DIRECTORS REPRESENTING EMPLOYEES																
Naomi Binoche	French	♀	48	1,087	1	×	17/05/2022	N/A	SM 2026 [4]	<1				M		
Laetitia Ducroquet	French	♀	43	380	1	×	06/11/2020	N/A	SM 2024 [4]	2			M			

(1) The Committee was deleted on 28 July 2022, following the divestment of the Consumer HealthCare business to Mayoly Spindler.
(2) The Vice Chairman of the Board mainly participated in the preparation of the 15 Board meetings. He also reviewed the documents and information made available to Directors before the Board's convening.
(3) The renewal of the office will be submitted to the 2023 Shareholders' Meeting.
(4) 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.

✓: Independent within the meaning of the AFEP-MEDEF Code as assessed by the Board of Directors.
×: Non-independent within the meaning of the AFEP-MEDEF Code as assessed by the Board of Directors.

C Chairperson
P Permanent guest
M Member of the Audit Committee
M Member of the Nomination Committee
M Member of the Compensation Committee
M Member of the E&G Committee: Ethics and Governance Committee
M Member of the ID – CHC Committee: Innovation and Development Committee - Consumer HealthCare
M Member of the ID – SC Committee: Innovation and Development Committee - Specialty Care

The offices of one director has been ratified and three offices renewed as part of the Shareholders' Meeting of 24 May 2022:

- Karen Witts was ratified as a director by Shareholders' Meeting of 24 May 2022 to replace Carol Stuckley, due to her resignation for the remaining term of her predecessor's mandate, *i.e.* until the end of the Shareholders' Meeting to be held in 2025, called to approve the accounts for the past financial year.
- Highrock S.àr.l., Paul Sekhri and Piet Wigerinck were renewed as directors by the Shareholders' Meeting of 24 May 2022 for a term of four years, *i.e.* until the end of the Shareholders' Meeting to be held in 2026 to approve the accounts for the past financial year.

Changes in the composition of the Board of Directors and of the Committees during the fiscal year

As of 31 March 2023

	Departures	Appointments	Renewals
Board of Directors	Carol Stuckley *7 August 2021*	Karen Witts *20 January 2022*	
	Jean-Marc Parant *24 May 2022*	Naomi Binoche *24 May 2022*	
			Highrock S.àr.l., represented by Anne Beaufour *24 May 2022*
			Paul Sekhri *24 May 2022*
			Piet Wigerinck *24 May 2022*
Audit Committee (Chairmanship)	Paul Sekhri *10 February 2022*	Karen Witts *10 February 2022*	
Compensation Committee		Karen Witts *10 February 2022*	
Ethics and Governance Committee	Jean-Marc Parant *24 May 2022*	Naomi Binoche *14 December 2022*	
Innovation and Development Committee - Consumer HealthCare (Deletion) [1]	Marc de Garidel Beech Tree S.A. Margaret Liu Carol Xueref *28 July 2022*		

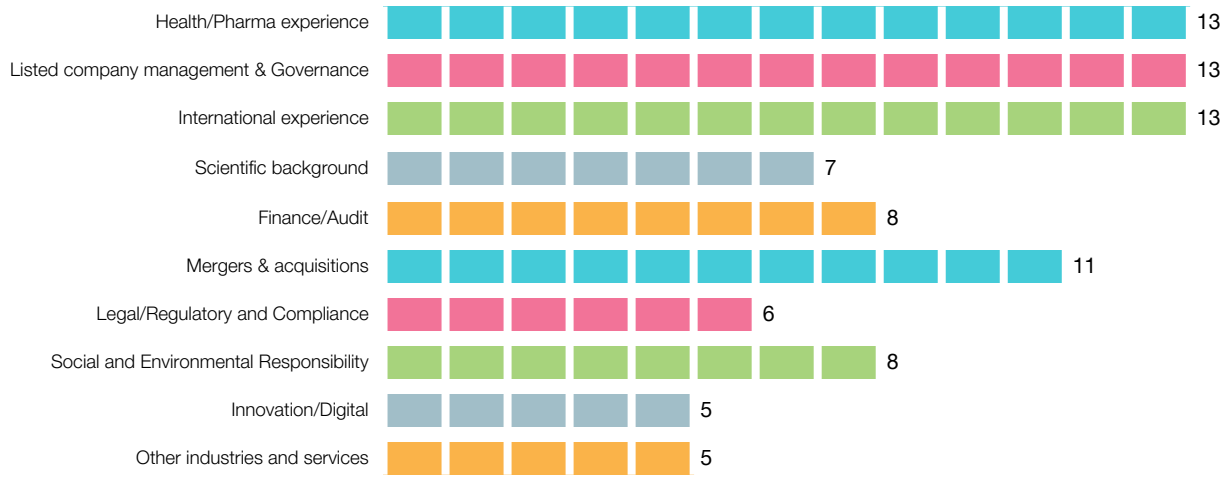
[1] The Committee was deleted on 28 July 2022, following the divestment of the Consumer HealthCare business to Mayoly Spindler.

There are currently fourteen Board members, four of whom are independent, and two are Directors representing the employees. Of these fourteen members, seven are of foreign nationality and there is gender parity.

5.2.2.3 Experienced, qualified and committed Board members

The skills of the Directors are varied and complementary with respect to the Company's business, particularly in the areas of management and strategy, science, pharmaceuticals, legal, regulation, corporate social responsibility, digital and technology.

Competencies and experiences of the Board of Directors of Ipsen S.A.



Experiences and qualifications of the Board members in office on the date of this document

Marc de Garidel

Chairman of the Board of Directors

Nationality: French

Born on: 16 March 1958

Date of 1st appointment:
22 November 2010

Last renewal date:
28 May 2019

Term of office:
2023 Shareholders' Meeting *

Committee **:
- Innovation and Development Committee – Specialty Care (Chairman)

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Finance / Audit
- Mergers & Acquisitions
- Legal / Regulatory / Compliance
- Social and Environmental Responsibility
- Innovation / Digital

Shares owned: 138,501
Voting rights: 277,002

Biography and experience

Marc de Garidel joined Ipsen as Chairman and Chief Executive Officer in November 2010. He has been the Ipsen Chairman of the Board of Directors since July 2016.

Marc de Garidel is Chief Executive Officer and Director of CinCor Pharma Inc. since July 2021. He was previously Chief Executive Officer and Director of AZTherapies between 1 October 2020 and 6 May 2021. He was before that Chief Executive Officer and Director of Corvidia Therapeutics, Inc. which was sold to Novo Nordisk in July 2020.

Marc de Garidel started his career with the group Eli Lilly and pursued at Amgen, from 1995 to 2010, with increasing responsibility positions in the U.S. and Europe.

Marc de Garidel is Director of Claris Biotherapeutics since July 2020. Previously, he was Director of several biotechnology companies, including Vice Chairman of the Board of Directors of Vifor Pharma (Switzerland) between May 2017 and 2018 (formerly Galenica), of which he was member of the Board since 2015.

Marc de Garidel is a graduate from the French Engineering School ESTP and has an Executive MBA from Harvard Business School.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Chairman of the Board of Directors

Non listed companies:
- Highrock S.àr.l. (Luxembourg), Advisor
- Beech Tree S.A. (Luxembourg), Advisor

Outside the Ipsen Group or its main shareholders:

Listed company:
- CinCor Pharma, Inc. (USA), Chief Executive Officer and Director

Non listed company:
- Claris Biotherapeutics, Inc. (USA), Director

Positions previously held that expired during the last five years

- Vifor Pharma GmbH (formerly Galenica) (Switzerland), Director and Vice President of the Board of Directors
- Vifor (formerly Galenica) (France), Director
- G5 Santé (France), Chairman and spokesperson
- Filière des Industries et Technologies de Santé (France), Vice President of the Strategic Committee
- Vectorlab GmbH (Switzerland), Chairman
- Ipsen SA (France), Chairman and Chief Executive Officer until 18 July 2016
- Ipsen Pharma SAS (France), Chairman
- Suraypharm SAS (France), Chairman
- Mayroy SA (Luxembourg), Advisor
- Cordivia Therapeutics, Inc. (USA), Chief Executive Officer and director
- AZTherapies, Inc. (USA), Chief Executive Officer and director

* The renewal of the office will be submitted to a vote at the next 2023 Shareholders' Meeting.
** Chairman of the Innovation and Development Committee - Consumer HealthCare until 28 July 2022, date on which Ipsen finalized the divestment of its Consumer HealthCare business to Mayoly Spindler.

Antoine Flochel

Vice Chairman of the Board of Directors

Nationality: French

Born on: 23 January 1965

Date of 1st appointment:
30 August 2005

Last renewal date:
27 May 2021

Term of office:
2025 Shareholders' Meeting

Committees:
- Compensation Committee (Chairman)
- Innovation and Development Committee – Specialty Care

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- Finance / Audit
- Mergers & Acquisitions
- Legal / Regulatory / Compliance

Shares owned: 5,000 *
Voting rights: 10,000 *

Biography and experience

Antoine Flochel is currently the Managing Partner of Financière CLED (Belgium) and Vice-Chairman of Ipsen S.A.'s Board of Directors. He is Chairman of the Board of Directors and Managing Director for day-to-day management of Beech Tree S.A., 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.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Vice Chairman of the Board of Directors

Non listed companies:
- Beech Tree S.A. (Luxembourg), Chairman of the Board of Directors and Managing Director for day-to-day management
- MR BMH (Luxembourg), Managing Partner

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed companies:
- Financière CLED SPRL (Belgium), Managing Partner
- Financière de Catalogne SPRL (Luxembourg), Managing Partner
- Ganatex Inversiones (Spain), Director
- KF Finanz AG (Switzerland), Director
- Massa Management (Luxembourg), Managing Partner
- Meet Me Out (France), Director

Positions previously held that expired during the last five years

- Alma Capital Europe SA (Luxembourg), Director
- Alma Capital Investment Funds SICAV (Luxembourg), Director
- Alma Capital Investment Managers (Luxembourg), Director
- Lepe Capital (UK), Member of the Investment Advisory Committee
- Mayroy SA (Luxembourg), Managing Director and Chairman of the Board
- MR HB (Luxembourg), Managing Partner
- Institut Français des Administrateurs, IFA (France), Director
- VicJen Finance SA (France), Chairman
- Bluehill Participations S.àr.l. (Luxembourg), Managing Partner

* Antoine Flochel is Managing Partner of Financière CLED SPRL which held 2,000 shares of the Company and 4,000 voting rights as of 31 December 2022, following the merger of VicJen Finance SA. 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.

Highrock S.àr.l.

Director

Nationality: Luxembourg

Date of 1st appointment:
6 January 2020

Last renewal date:
24 May 2022

Term of office:
2026 Shareholders' Meeting

Committee *:
- Innovation and Development Committee – Specialty Care (Permanent guest)

Shares owned: 21,816,679 **
Voting rights: 43,633,357 **

Biography and experience

Highrock S.àr.l. is a limited liability company under Luxembourg law incorporated on 25 May 2009. Since 19 December 2019, Highrock S.àr.l. has been a shareholder of Ipsen S.A.

Registered office: 9B, boulevard Prince Henri – L-1724 Luxembourg.

RCS Luxembourg B146822.

As of 31 December 2022, it held 21,816,679 shares, *i.e.* 26.03% of the share capital, and 43,633,358 voting rights, *i.e.* 33.33% of the actual voting rights.

Anne Beaufour is the permanent representative of Highrock S.àr.l.

Anne Beaufour

Permanent representative of Highrock S.àr.l.

Nationality: French

Born on: 8 August 1963

Committee *:
- Innovation and Development Committee – Specialty Care (Permanent guest)

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Scientific background
- Social and Environmental Responsibility

Share owned: 1 **
Voting rights: 2 **

Biography and experience

Anne Beaufour holds a Bachelor's degree in geology (University of Paris Orsay).

Anne Beaufour is the shareholder of several companies, as described in section 5.6.2.1, which directly and/or indirectly hold shares of the Company.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Permanent representative of Highrock S.àr.l. (Luxembourg) on the Board of Directors

Non listed company:
- Highrock S.àr.l. (Luxembourg), Manager

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed companies:
- South End Consulting Limited (SEC Ltd) (UK), Director
- CBA Estates Ltd (UK), Director

Positions previously held that expired during the last five years

- FinHestia S.àr.l. (Luxembourg), Legal Manager
- Mayroy SA (Luxembourg), Vice Chairperson of the Board of Directors and Managing Director
- Beech Tree S.A. (Luxembourg), Director and Chairperson of the Board of Directors
- Bluehill Participations S.àr.l. (Luxembourg), Manager

* Permanent guest of the Innovation and Development Committee - Consumer HealthCare until 28 July 2022, date on which Ipsen finalized the divestment of its Consumer HealthCare business to Mayoly Spindler.
** The shareholding is described in section 5.6.2.1.

Henri Beaufour

Director

Nationality: French

Born on: 6 January 1965

Date of 1st appointment:
30 August 2005

Last renewal date:
28 May 2019

Term of office:
2023 Shareholders' Meeting *

Committee **:
- Innovation and Development Committee – Specialty Care (Permanent guest)

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience

Share owned: 1 ***
Voting rights: 2 ***

Biography and experience

Henri Beaufour holds a Bachelor of Arts degree (Georgetown University, Washington DC, USA).

Henri Beaufour is the shareholder of several companies which directly and/or indirectly hold shares of the Company (see the section 5.6.2.1).

Henri Beaufour is also involved in philanthropic activities, in particular children's support associations helping young persons to have access to appropriate education, such as the Alasol Foundation.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Director

Non listed company:
- Beech Tree S.A. (Luxembourg), Director

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed companies:
- Massa Management SARL (Luxembourg), Partner and Legal Manager
- Massa Management SwissCo Sàrl (Switzerland), Partner, Legal Manager and Chairman

Positions previously held that expired during the last five years

- Mayroy SA (Luxembourg), Director

* The renewal of the office will be submitted to a vote at the next 2023 Shareholders' Meeting.
** Permanent guest of the Innovation and Development Committee - Consumer HealthCare until 28 July 2022, date on which Ipsen finalized the divestment of its Consumer HealthCare business to Mayoly Spindler.
*** The indirect shareholding is described in section 5.6.2.1.

Beech Tree S.A.

Director

Nationality: Luxembourg

Date of 1st appointment:
6 January 2020

Term of office:
2024 Shareholders' Meeting

Committees *:
- Audit Committee
- Nomination Committee
- Ethics and Governance Committee

Shares owned: 21,816,679 **
Voting rights: 43,633,357 **

Biography and experience

Beech Tree S.A. is a limited company under Luxembourg law, incorporated in 2001. Beech Tree S.A. is a direct and indirect shareholder of Ipsen S.A.

Registered office: 11, Boulevard Royal – L-2449 Luxembourg.

RCS Luxembourg B85327.

As of 31 December 2022, it held directly 8,310,253 shares and 16,620,505 voting rights, and indirectly 13,506,426 shares and 27,012,852 voting rights through its subsidiary MR BMH, that it controls, *i.e.* 26.03% of the share capital and 33.33% of the net voting rights.

Philippe Bonhomme is the permanent representative of Beech Tree S.A.

Philippe Bonhomme

Permanent representative of Beech Tree SA

Nationality: French

Born on: 5 November 1969

Committees *:
- Audit Committee
- Nomination Committee
- Ethics and Governance Committee

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Finance / Audit
- Mergers & Acquisitions
- Social and Environmental Responsibility
- Other industries and services

Shares owned: 500
Voting rights: 1,000

Biography and experience

Since 2005, Phillippe Bonhomme has been Partner, Director and a member of the management committee of Hottinguer Corporate Finance, which is the investment banking arm of Hottinguer bank. He has been advising in France and abroad on numerous transactions in the pharma and healthcare sectors as well as on private equity-backed transactions.

From 1993 to 2005, Philippe Bonhomme was first an auditor and then, a Corporate Finance consultant within Coopers & Lybrand (renamed into PricewaterhouseCoopers).

From 2012 to 2018, Philippe Bonhomme was the permanent representative of the Company Mayroy SA, Director of Ipsen S.A. Since 30 May 2018, Philippe Bonhomme was a member of the Board of Directors of Ipsen S.A. On 6 January 2020, the Board of Directors acknowledged his resignation and co-opted Beech Tree S.A., in replacement, represented by Philippe Bonhomme.

Philippe Bonhomme is a graduate of *École des Hautes Études Commerciales* (HEC, Paris) and a French Certified Public Accountant (CPA).

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Permanent representative of Beech Tree on the Board of Directors

Non listed company:
- Beech Tree S.A. (Luxembourg), Director

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed companies:
- Hottinguer Corporate Finance SA (France), Partner, Director and Member of the Management Committee
- PBandCo SAS (France), Chairman

Positions previously held that expired during the last five years

- Permanent representative of Mayroy at Ipsen's Board of Directors
- Mayroy SA (Luxembourg), Director
- MR HB S.àr.l. (Luxembourg), Co-managing Director

* Member of the Innovation and Development Committee - Consumer HealthCare until 28 July 2022, date on which Ipsen finalized the divestment of its Consumer HealthCare business to Mayoly Spindler.
** The indirect shareholding is described in section 5.6.2.1.

Naomi Binoche

Director representing the employees

Nationality: French

Born on: 1 February 1975

Date of 1st appointment:
17 May 2022

Term of office:
2026 Shareholders' Meeting

Committee:
- Ethics and Governance Committee *

Competencies and experiences:
- Health / Pharma experience
- International experience

Shares owned: 1,087 **
Voting rights: 1,587 **

Biography and experience

Naomi Binoche has been designated Director representing the employees by the French Works Council on 17 May 2022.

Employee of the Ipsen Group since September 2015, Naomi Binoche is currently Vice President in charge of Strategic alliances management for Ipsen Group. After different positions within Ipsen as VP Strategy & Transformation, and VP head of Geographic Expansion and local commercial partnership with the Specialty Care international division. Today, she is in charge together with her team of the management of the relationship with all strategic partners of Ipsen (In-licensing and out-licensing) on products in pre-clinical, clinical and commercialization phases.

Naomi Binoche holds a Master in Economics as well as a Post-graduate Degree in Strategy & Management of International Trade.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Director representing the employees

Non listed company:
- Ipsen Pharma SAS (France), Vice President Global Head of Strategic Alliance Management

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed company:
None

Positions previously held that expired during the last five years

None

* Naomi Binoche is a member of the Ethics and Governance Committee since 14 December 2022.

** Shares held under free or performance share plans approved by the Board of Directors to the benefit of all the eligible employees or some of the Group employees. In capacity as director representing the employees, and in compliance with the Company's Articles of Association, the director representing the employees is not required to hold a minimum number of shares.

Laetitia Ducroquet

Director representing the employees

Nationality: French

Born on: 19 July 1979

Date of 1st appointment:
6 November 2020

Term of office:
2024 Shareholders' Meeting

Committees:
- Compensation Committee

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Scientific background
- Mergers & Acquisitions
- Legal / Regulatory / Compliance
- Social and Environmental Responsibility
- Innovation / Digital

Shares owned: 380 *
Voting rights: 430 *

Biography and experience

Laetitia Ducroquet has been designated Director representing the employees by the European Works Council on 6 November 2020.

Employee of the Ipsen Group since May 2015, Laetitia Ducroquet is currently Vice President Global Business Ethics, Deputy Chief Business Ethics Officer, after various roles in the Business Ethics department.

She is overseeing the execution and the continuous improvement of both internal and Third Party Business programs at Ipsen, partners with business teams to promote a culture of ethics and business accountability for the interests of patients, employees and other Ipsen stakeholders, in alignment with the Business Ethics' vision and mission.

Laetitia is a pharmacist graduated from Paris V university, and a graduate of the EM Lyon Business School.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Director representing the employees

Non listed company:
- Ipsen Pharma SAS (France), Vice President Global Business Ethics

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed company:
None

Positions previously held that expired during the last five years

None

* Shares held under free or performance share plans approved by the Board of Directors to the benefit of all the eligible employees or some of the Group employees. In capacity as director representing the employees, and in compliance with the Company's Articles of association, the director representing the employees is not required to hold a minimum number of shares.

Margaret Liu

Independent Director

Nationality: American

Born on: 11 June 1956

Date of 1st appointment:
7 June 2017

Last renewal date:
27 May 2021

Term of office:
2025 Shareholders' Meeting

Committees *:
- Ethics and Governance Committee (Chairperson)
- Innovation and Development Committee – Specialty Care

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Scientific background
- Finance / Audit
- Mergers & Acquisitions
- Legal / Regulatory / Compliance
- Social and Environmental Responsibility

Shares owned: 689
Voting rights: 1,378

Biography and experience

Margaret Liu is currently a Global Health, Vaccines and Immunotherapy Consultant for pharma/biotech and investment companies, universities, and governmental scientific research councils.

She has served on the faculty at the Karolinska Institute in Stockholm, Sweden beginning in 2003, first as Visiting Professor, then as Foreign Adjunct Professor and now as *Hedersdoktor*, (Honorary Doctor) with Scientific Affiliation. She is also Adjunct Full Professor at the University of California in San Francisco, CA since 2013.

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 & 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.

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.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Independent Director

Non listed company:
None

Outside the Ipsen Group or its main shareholders:

Listed company:
- MacroGenics (USA), Director

Non listed companies:
- ProTherImmune (USA), Global Health, Vaccines and Immunotherapy Consultant
- International Society for Vaccines (USA), Director and President Emerita
- Jenner Institute, University of Oxford (UK), Scientific Advisory Board
- PAX Therapeutics (USA), CEO

Positions previously held that expired during the last five years

- International Society for Vaccines, President
- Simprints (UK, non-profit), Advisory Board member
- Adjuvance Technologies (USA), Director

* Member of the Innovation and Development Committee – Consumer HealthCare until 28 July 2022, date on which Ipsen finalized the divestment of its Consumer HealthCare business to Mayoly Spindler.

David Loew

Director and Chief Executive Officer

Nationality: Swiss

Born on: 20 March 1967

Date of 1st appointment:
Chief Executive Officer: 1 July 2020 (unlimited period)
Director: 28 May 2020

Ratification date and last renewal date:
27 May 2021

Term of office:
2025 Shareholders' Meeting

Committee *:
- Innovation and Development Committee – Specialty Care (Permanent guest)

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Scientific background
- Finance / Audit
- Mergers & Acquisitions
- Social and Environmental Responsibility
- Innovation / Digital
- Other industries and services

Shares owned: 500
Voting rights: 500

Biography and experience

David Loew was coopted as Director of Ipsen S.A., by the Board on May 28, 2020, term of office ratified by the Shareholders' meeting, and appointed Chief Executive Officer from 1 July 2020.

Prior to joining Ipsen, David Loew was CEO of Sanofi Pasteur Vaccines. During his tenure, he piloted a successful worldwide growth strategy *via* acquisitions and licensing deals.

David Loew brings over 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 Loew 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 Loew has served on the Board of the Global Alliance for Vaccines and Immunization (GAVI), chaired the vaccine 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 Loew earned his BA in Business Administration and MBA from the University of St. Gallen, Switzerland.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Director and Chief Executive Officer

Non listed company:
- Ipsen Pharma SAS (France), Chairman

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed companies:
- Pharmaceutical Research and Manufacturers of America (PhMRA), Board Member
- European Federation of the Pharmaceutical Industry Association (EFPIA), Board Member

Positions previously held that expired during the last five years

- Sanofi Pasteur, Executive Vice President
- Global Alliance for Vaccines and Immunization (GAVI), Member of the Board of Directors
- International Federation of Pharmaceutical Manufacturers & Associations (IFPMA), Chairman of the vaccine Steering Committee

* Permanent guest of the Innovation and Development Committee – Consumer HealthCare until 28 July 2022, date on which Ipsen finalized the divestment of its Consumer HealthCare business to Mayoly Spindler.

Michèle Ollier

Director

Nationality: French-Swiss

Born on: 2 June 1958

Date of 1st appointment:
27 May 2015

Last renewal date:
28 May 2019

Term of office:
2023 Shareholders' Meeting *

Committee:
- Innovation and Development Committee – Specialty Care

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Scientific background
- Mergers & Acquisitions

Shares owned: 500
Voting rights: 1,000

Biography and experience

Since 1 February 2016, Michèle Ollier is one of the partner and founder of Medicxi, a capital venture company located in Geneva and London. Medicxi is the spin-off of the life science section of Index Ventures.

From February 2006 to February 2016, Michèle Ollier was Partner in the life science investment team of Index Ventures.

From 2003 to 2006, she was the investment's manager at Edmond de Rothschild Investment Partner in Paris. From 2000 to 2002, she was the corporate's vice manager at Serono International. From 1994 to 2000, she occupied various posts at Rhône-Poulenc Rorer in particular in oncology and in the division "gene therapy", RPR Gencell. Before, Michèle Ollier occupied various functions in strategy, development, and commercialization in the pharmaceutical companies Sanofi International and Bristol-Myers Squibb France.

Michèle Ollier is a graduate of the medicine faculty of Paris-Ouest.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Director

Non listed company:
None

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed companies:
- Medicxi (Switzerland and UK), Venture Partner
- LinguaFlex Inc. (USA)
- Kaerus France SAS (France), Kaerus Bioscience Limited (UK) and Kaerus Bioscience Inc., (USA)
- Yukin Therapeutics (France)
- Alderaan (France)
- NIRA Bioscience (USA)
- Aldena Therapeutics Inc, (USA), Aldena Therapeutics Limited (UK) and Aldena Therapeutics SA (Switzerland)
- Vimela Therapeutics Limited (UK)

Positions previously held that expired during the last five years

- Diasome Pharmaceuticals, Inc. (USA)
- Minerva Neuroscience, Inc.(USA)
- Purple Therapeutics Limited (UK)
- Encare Biotech BV (The Netherlands)
- AbTco BV (The Netherlands)
- Cyrenaic Pharma Inc. (USA)
- Profibrix (The Netherlands)
- Palladio Biosciences Inc. (USA)
- Kymo Therapeutics Limited (UK)
- Gadeta BV (The Netherlands)
- Vitavest NL Coop (The Netherlands)
- Pega-One (France)
- Pearl River Bio (Germany)
- Kymo Therapeutics France (France)
- Mavalon Therapeutics France (France)
- STX Pharma Limited (UK)
- Oncoethix SA (Switzerland)
- Sonkei Pharmaceuticals (USA)
- Funxional Therapeutics Limited (UK)
- Epsilon 3 Bio Limited (UK)
- Human Antibody Factory (UK)
- Mavalon Therapeutics Limited (UK)
- Villaris Therapeutics (USA)
- DepthCharge (Ireland)

* The renewal of the office will be submitted to a vote at the next 2023 Shareholders' Meeting.

Paul Sekhri

Independent Director

Nationality: American

Born on: 26 April 1958

Date of 1st appointment:
30 May 2018

Last renewal date:
24 May 2022

Term of office:
2026 Shareholders' Meeting

Committees:
- Audit Committee
- Nomination Committee
- Innovation and Development Committee – Specialty Care

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Scientific background
- Finance / Audit
- Mergers & Acquisitions
- Innovation / Digital
- Other industries and services

Shares owned: 500
Voting rights: 500

Biography and experience

Paul Sekhri is the President and Chief Executive Officer of vTv Therapeutics, a clinical stage biopharmaceutical company. Most recently, he served as President and Chief Executive Officer of e-Genesis, a company that specialized in gene editing technology to deliver safe and effective human transplantable cells, tissues and organs from January 2019 to April 2022. He remains a Board Member and Senior Advisor to the Chairman.

Prior to this, Paul Sekhri was President and Chief Executive Officer of Lycera Corp., a U.S. biopharma company focused on treatments for cancer and autoimmune diseases from February 2015 until January 2019. He served as Senior Vice President, Integrated Care for Sanofi from April 2014 through January 2015. Previously, he served as Group Executive Vice President, Global Business Development and Chief Strategy Officer for Teva Pharmaceutical Industries, Ltd. Before joining Teva he spent five years as Operating Partner and Head of the Biotechnology Operating Group at TPG Biotech, the life sciences venture capital arm of TPG Capital. From 2004 to 2009, Paul Sekhri was Founder, President, and Chief Executive Officer of Cerimon Pharmaceuticals, Inc. Prior to founding Cerimon, he was President and Chief Business Officer of ARIAD Pharmaceuticals, Inc.

Between 1999 and 2003, Paul Sekhri spent four years as Senior Vice President, and Head of Global Search and Evaluation, Business Development and Licensing for Novartis Pharma AG and also developed the Disease Area Strategy. His first role was as Global Head, Early Commercial Development – a department he established to ensure the differential competitive advantage of Novartis' pipeline.

Paul Sekhri is currently a member of the Board of Directors of Compugen Ltd., Pharming Group NV, Veeva Systems, Inc. and Longboard Pharmaceuticals.

Additionally, he serves on non-profit boards such as the Knights and the Metropolitan Opera.

Paul Sekhri received his BS in Zoology from the University of Maryland, College Park and completed graduate work in Neuroscience at the University of Maryland School of Medicine.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Independent Director

Non listed company:
None

Outside the Ipsen Group or its main shareholders:

Listed companies:
- Compugen, Ltd. (Israel), Chairman of the Board
- Pharming Group NV (The Netherlands), Chairman of the Board
- Veeva Systems, Inc. (USA), Independent Director
- Longboard Pharmaceuticals (USA), Chairman of the Board
- vTv Therapeutics (USA), President and CEO, Board Member
- Axcella Health (USA), Director

Non listed companies:
- eGenesis (USA), Director and Senior Advisor to the Chairman
- Spring Discovery (USA), Director

Positions previously held that expired during the last five years

- Enumeral Biomedical, Inc. (USA), Director
- Nivalis Therapeutics, Inc. (USA) Director
- Lycera Corp. (USA), President and Chief Executive Officer
- Topas Therapeutics GmbH (Germany), Chairman of the Board of Supervisory Directors
- Petra Pharma Corp. (USA), Chairman of the Board
- Alpine Immune Sciences, Inc. (USA), Independent Director
- BiomX, Inc. (Israel), Independent Director

Piet Wigerinck

Independent Director

Nationality: Belgian

Born on: 22 December 1964

Date of 1st appointment:
30 May 2018

Last renewal date:
24 May 2022

Term of office:
2026 Shareholders' Meeting

Committees:
- Innovation and Development Committee – Specialty Care
- Compensation Committee

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Scientific background
- Mergers & Acquisitions
- Innovation / Digital

Shares owned: 680
Voting rights: 680

Biography and experience

Piet Wigerinck is a pharmacist and holds a Ph.D. in medicinal chemistry from the KU Leuven.

He has over 30 years of R&D experience in the pharmaceutical industry and biotechnology. He has been a key driver of the research and development programs of 4 approved medicines: Prezista™, Olysio™, Jyseleca™ and Rekambys™.

Dr. Piet Wigerinck started his career in industry at the Janssen Research labs in Beerse (1988-1998), next moved to Tibotec-Virco, where he was Vice President, Drug Discovery, Early Development and CM&C (1998-2008) and most recently was Chief Scientific Officer at Galapagos (2008-2021). Under his leadership, Galapagos built out a pipeline of first-in-class medicines that drove the growth of the company to a top European biotech player. He has been responsible for all aspects of drug discovery, pre-clinical research, CM&C and Phase I and Phase II clinical trials. He act as a consultant in the fields of anti-infective, autoimmune and anti-fibrotic diseases.

Dr. Wigerinck is an independent board member of Ipsen S.A., France, miDiagnostics in Belgium, Atriva Therapeutics in Germany and is chair of the SAB of Ermium Therapeutics SA, France. Dr. Wigerinck is co-founder of the biotech company Xinvento (Netherlands).

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Independent Director

Non listed company:
None

Outside the Ipsen Group or its main shareholders:

Listed company:
None

Non listed companies:
- miDiagnostics (Belgium), Director and Chair of the R&D sub-committee
- Atriva Therapeutics GmbH (Germany), Director
- Ermium Therapeutics S.A. (France), Chairman of the Scientific Advisor Board
- Xinvento (Netherlands), Co-founder Science

Positions previously held that expired during the last five years

- Galapagos NV (Belgium), Chief Scientific Officer
- UZA Foundation (Belgium, non-profit), Board member

Karen Witts

Independent Director

Nationality: British

Born on: 28 May 1963

Date of 1st appointment:
20 January 2022

Term of office:
2025 Shareholders' Meeting

Committees:
- Audit Committee (Chairperson)
- Compensation Committee

Competencies and experiences:
- Listed company management & Governance
- International experience
- Finance / Audit
- Mergers & Acquisitions
- Legal / Regulatory / Compliance
- Social and Environmental Responsibility
- Other industries and services

Shares owned: 200
Voting rights: 200

Biography and experience

Karen Witts joined Dunelm Group in June 2022 as Chief Financial Officer. Dunelm is the UK's leading homewares retailer, operating a system that combines physical stores and digital channels. In her role, Karen Witts leads the finance function, is responsible for risk, resilience and number of cross-functional, strategic initiatives, as well as Investor relations.

Prior to this, Karen Witts was Group CFO of Compass Group Plc, the world's leading food services group.

Karen Witts was previously Group CFO at Kingfisher Plc, the international home improvement company. She has also held various senior strategic finance positions at companies including Vodafone Group Services Ltd, and BT Plc.

She brings expertise in transformation, investment, and risk management. Karen is an experienced Non-Executive Director and Chair of Audit.

She is a fellow of the Institute of Chartered Accountants in England and Wales, and holds an MA from the University of Edinburgh.

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Independent Director

Non listed company:
None

Outside the Ipsen Group or its main shareholders:

Listed company:
- Dunelm Group (United Kingdom), CFO

Non listed company:
None

Positions previously held that expired during the last five years

- Compass Group Plc, Group Chief Financial Officer
- Kingfisher Plc, Group Chief Financial Officer

Carol Xueref

Director

Nationality: British

Born on: 9 December 1955

Date of 1st appointment:
1 June 2012

Date of last renewal:
29 May 2020

Term of office:
2024 Shareholders' Meeting

Committees *:
- Nomination Committee (Chairperson)
- Ethics and Governance Committee
- Compensation Committee

Competencies and experiences:
- Health / Pharma experience
- Listed company management & Governance
- International experience
- Finance / Audit
- Mergers & Acquisitions
- Legal / Regulatory / Compliance
- Social and Environmental Responsibility
- Other industries and services

Shares owned: 500
Voting rights: 1,000

Biography and experience

Carol Xueref is Chairperson of Floem SAS, a consultancy firm. She was Secretary General and a member of Essilor International's Executive Leadership Team until 30 June 2016.

From 1982 to 1986, Carol Xueref was Deputy to the Attaché for Commercial Affairs at the British Embassy in Paris. From 1986 to 1990, she was Head of Division at the International Chamber of Commerce (Paris). In 1990, she became Director for Legal and Tax Affairs at the Banque Populaire de la Région Ouest de Paris. From 1993 to 1996, she was Head of a legal department within Crédit Lyonnais and subsequently Director for Legal Affairs of OIG (Crédit Lyonnais' defeasance entity). From 1996 to 2014, Carol Xueref was Director for Legal Affairs and Group Development and from 2014 to 2016 Secretary General; she was a member of Essilor International's Executive Leadership Team. She was a member of the *Autorité de la Concurrence* (French Competition Authority) from July 2006 to March 2019, and chaired its "Compliance" working group. She is a member of the Medef's Corporate Governance Committee.

Carol Xueref is a founder member and a past-President of the Cercle Montesquieu (Association of French Legal Directors (1998-2002)) and chaired its "Ethics of in-house lawyers" working group. She is Director of the Franco-British Lawyers Society.

Carol Xueref holds a Masters Degree in Law and a Post Graduate Degree in International Commercial Law (DESS) from the University of Paris II (Assas).

Positions and functions currently held

Within the Ipsen Group or its main shareholders:

Listed company:
- Ipsen S.A. (France), Director

Non listed company:
None

Outside the Ipsen Group or its main shareholders:

Listed company:
- Eiffage (France), Director and Chairperson of the Compensation and Appointments Committee and member of the Strategy and CSR Committee

Non listed company:
- Floem SAS (France), Chairperson

Positions previously held that expired during the last five years

None

* Member of the Innovation and Development Committee - Consumer HealthCare until 28 July 2022, date on which Ipsen finalized the divestment of its Consumer HealthCare business to Mayoly Spindler.

For the purposes of their office, Directors are domiciled at the Company's registered office.

Attendance rate of Directors at Board and Committees meetings

Directors as of 31 December 2022	Board of Directors	Innovation and Development Committee – Specialty Care	Audit Committee	Nomination Committee	Compensation Committee	Ethics and Governance Committee	Innovation and Development Committee – Consumer HealthCare
Marc de Garidel	100% (15/15 meetings)	100% (5/5 meetings)	–	–	–	–	100% (2/2 meetings)
Antoine Flochel	100% (15/15 meetings)	100% (5/5 meetings)	–	–	100% (4/4 meetings)	–	–
Highrock S.àr.l. (represented by Anne Beaufour)	100% (15/15 meetings)	–	–	–	–	–	–
Henri Beaufour	93% (14/15 meetings)	–	–	–	–	–	–
Beech Tree SA (represented by Philippe Bonhomme)	100% (15/15 meetings)	–	100% (8/8 meetings)	100% (4/4 meetings)	–	100% (3/3 meetings)	100% (2/2 meetings)
Naomi Binoche [1]	100% (9/9 meetings)	–	–	–	–	–	–
Laetitia Ducroquet	93% (14/15 meetings)	–	–	–	100% (4/4 meetings)	–	–
Margaret Liu	93% (14/15 meetings)	100% (5/5 meetings)	–	–	–	100% (3/3 meetings)	100% (2/2 meetings)
David Loew	100% (15/15 meetings)	–	–	–	–	–	–
Michèle Ollier	87% (13/15 meetings)	100% (5/5 meetings)	–	–	–	–	–
Paul Sekhri	67% (10/15 meetings)	80% (4/5 meetings)	100% (8/8 meetings)	100% (4/4 meetings)	–	–	–
Piet Wigerinck	100% (15/15 meetings)	100% (5/5 meetings)	–	–	100% (4/4 meetings)	–	–
Karen Witts	87% (13/15 meetings)	–	100% (8/8 meetings)	–	100% [2] (2/2 meetings)	–	–
Carol Xueref	100% (15/15 meetings)	–	–	100% (4/4 meetings)	100% (4/4 meetings)	100% (3/3 meetings)	100% (2/2 meetings)
TOTAL	**94%**	**98%**	**100%**	**100%**	**100%**	**100%**	**100%**

(1) Naomi Binoche has been designated Director representing the employees by decision of the Central Works Council on 17 May 2022, an appointment acknowledged by the Board of Directors on 24 May 2022. She thus succeeded Jean-Marc Parant, who was Director representing the employees until 24 May 2022. For the 2022 financial year, his attendance rate at the Board and at the Ethics and Governance Committee meetings was 100% for the period from 1 January to 24 May 2022 (*i.e.* 5 Board meetings and 1 Ethics and Governance Committee meeting).

(2) Director who joined the committee during the 2022 financial year. For more details, please refer to the table "Changes in the Board of Directors and its Committees" in section 5.2.2.2 above.

5.2.2.4 Activity of the Board of Directors in 2022

Extract from the Ipsen S.A. Articles of association as of 24 May 2022

"17.1 Powers of the Board of Directors

The Board of Directors defines guidelines for the Company's business operations and monitors their implementation.

Subject to the powers expressly conferred to Shareholders' Meetings and within the limits of the Company's corporate purpose, the Board of Directors is competent to consider any matters affecting the proper running of the Company, and can take decisions governing any matters concerning it.

With respect to third parties, the Company is bound by the Board of Directors' acts even when they run counter to the Company's corporate object, unless the Company can prove that the third party knew the act was ultra vires or could not fail to have known this given the circumstances, on the understanding that the mere publication of the Company's Articles of Association is not sufficient to constitute such proof.

The Board of Directors shall carry out such controls and verifications as it deems fit. [...]"

Extracts from the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the activity of the Board

"Article 1 - Role of the Board

In charge of managing the Company, in accordance with its legal obligations and the Articles of Association, the Board:

- *endeavours to promote long-term value creation by the Company by considering the social and environmental aspects of its activities. If applicable, it proposes any statutory change that it considers appropriate;*
- *in collaboration with the Chief Executive Officer, defines the strategic orientation, examines and decides on important operations, reviews the strategic orientations of the Company and the Group, which is made up of the Company and the business units it consolidates in its financial statements (hereafter "the Group"), its investment, disinvestment, or internal restructuring projects, the Group's overall policy with regard to human resources, in particular its policy on compensation, profit-sharing, and performance-based incentives. It appraises the performance of the Company's management on an annual basis and is consulted on new executive managers' recruitments;*
- *approves the annual budget presented by the Chief Executive Officer, and all its amendments when exceeding an amount of €10 million;*
- *approves, on a proposal of the relevant Innovation and Development Committee and before any decision is made, acquisitions or divestments of equity interests or assets, partnerships, alliances, or cooperation agreements relating to research, development, industry, and business as well as, generally speaking, any transaction or any commitment that might significantly affect the Group's financial or operating situation or its strategic guidelines;*
- *is regularly informed via the Audit Committee about the financial situation, the Company's cash position, and all the significant events affecting the Company; it is kept informed by its Chairperson and by its Committees of all significant events related to the conduct of business for the Company and the Group;*
- *ensures that shareholders and the public are well informed of the strategy, development model, major non-financial matters of the Company, issues as well as its long-term outlook, in particular via the control it exercises on the information given by the Company; and in this respect, it defines the Company's communication policy, in particular regarding the frequency with which financial and non-financial information relating to the Group is released;*
- *checks that the Company has reliable procedures in place to identify, assess, and monitor its commitments and risks, including off-balance sheet risks, as well as an appropriate internal control system;*
- *is informed about market developments, the competitive environment and the most important aspects facing the Company, including in the area of social and environmental responsibility;*
- *regularly reviews, in relation to the strategy it has defined, the opportunities and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly. To this end, the Board of Directors receives all of the information needed to carry out its task, notably from the executive officers;*
- *if applicable, ensures the implementation of a mechanism to prevent and detect corruption and influence peddling. It receives all of the information needed for this purpose;*
- *also ensures that the executive officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of women and men on the governing bodies.*

More generally, the Board exercises the functions assigned to it by the law to act at all times in the Company's corporate interest, and takes particular care to prevent any conflicts of interest and to take all interests into account."

"Article 4.4 Evaluation

[...] Furthermore, the non-executive Directors also carry out, once a year, an evaluation of the Chairperson of the Board, the Chief Executive Officer and, as the case may be, the Deputy Chief Executive Officer(s), outside their presence. The results of this evaluation are communicated by the Chairperson of the Board of Directors to the Chief Executive Officer."

The Board of Directors met 15 times during the 2022 financial year. The average attendance rate at Board meetings was 94%.

The Company's Statutory Auditors were called to Board meetings held to approve the annual and half-year financial statements.

The following matters were reviewed and discussed by the Board of Directors in 2022:

- Financial statements and financial position: review and approval of the 2021 annual and consolidated financial statements, the 2022 half-year financial statements, the guidance and the draft of 2023 budget;
- Strategy: review of the 5 years Group strategic plan and definition of the Group's climate change objectives (see Chapter 4). An entire meeting was devoted to strategic thinking on the evolution of the Group through a science working group as well as a study devoted to the analysis of the current market and asset acquisition opportunities. In addition, the Board of Directors decided on the principle and the conditions of the divestment of the Consumer HealthCare business and regularly monitored its successful completion;
- Business development: review and follow-up of acquisition, partnership and Group development projects;
- Compensation policy: review of the respective compensation elements of the Chairman of the Board and of the Chief Executive Officer, approval of the report on corporate governance including the Corporate Officers' compensation policy and grant of free shares (subject to performance conditions for executive officers and certain executives and without performance conditions for certain Group managers);
- Evaluation of the performance: a session dedicated to the evaluation on the performance of the Chief Executive Officer has been conducted by all the Directors during 2022 without his presence. The conclusions have been presented to him;
- Succession plan: implementation of the succession plan of the directors with the cooptation of Karen Witts as an independent director in January 2022;
- Organization and functioning of the Board of Directors: proposals to the Shareholders' Meeting to renew the appointments of Directors, report on the independence of the Directors, review of Ipsen S.A.'s Articles of Association and of the Internal Rules of the Board of Directors. Moreover, a formal evaluation of the Board's operation has been conducted by an independent consulting firm, *Associés en Gouvernance,* which conclusions have been presented and validated at the beginning of 2023;
- Shareholders' Meeting: review and approval of the report on corporate governance, convening notice to the Shareholders' Meeting of 24 May 2022, approval of the Shareholders' Meeting Agenda, the draft resolutions and the report of the Board of Directors to the Shareholders' Meeting; and
- Monitoring of the renewal process for the Statutory Auditors in preparation for the 2023 Shareholders' Meeting.

5.2.2.5 Evaluation of the functioning of the Board and the Committees

Extract from the Internal Rules of the Board, as of 6 October 2021, regarding the evaluation of the Board of Directors

"Article 4 Functioning

[...] 4.4 Evaluation

At least, once a year, the Board discusses its operation, membership, and organization in an "executive session", without the Chairperson of the Board if appropriate, and without the presence of the Chief Executive Officer and management team members.

This "executive session" is prepared by the Ethics and Governance Committee in conjunction with the Vice Chairperson of the Board or a Director who is specially appointed for this purpose.

The Board also performs a formal evaluation at least once every three years.

The Board may call in an external consultant to conduct an evaluation [...]".

Evaluation of the Board of Directors

An evaluation of the functioning and the organization of the Board of Directors was prepared by the Ethics and Governance Committee at the end of the year and included in the Board meeting agenda of 8 February 2023, including, in particular, more information on CSR subjects and their integration by the Committees and the Board itself.

As per the schedule, this formal evaluation is performed at least once every three years, with the assistance of an independent consulting firm. It has been initiated in the second half of 2022 and includes a documentary analysis (Articles of Association, Internal Rules of the Board, Directors' Code of Conduct, Board and Committees files and minutes) followed by individual interviews with each Director and selected members of the Executive Leadership Team.

Furthermore, as per the Internal Rules of the Board, an executive session was prepared by the Ethics and Governance Committee on the functioning and organization of the Board of Directors, in conjunction with the Vice Chairman of the Board, and was held without the Chairman of the Board. On this occasion, a high attendance rate of directors at Board and Committee meetings, reflecting the significant commitment of the directors to their responsibilities, was noted, despite a significantly high number of meetings.

The activity of the Board is outlined in the above section "Activity of the Board of Directors in 2022".

5.2.2.6 Committees of the Board of Directors

Extracts from the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the Committees of the Board

"5.1 Expertise provided by Committees

The Board of Directors may set up temporary or permanent specialized Committees comprising at least three (3) and no more than six (6) Directors, of its choosing, and appoints the Chairpersons of said Committees.

These Committees submit their opinions and proposals to the Board and report to the Board on their work."

"Article 6 – Permanent Committees

By adopting these internal rules, the Board establishes six (6) permanent Committees:

- *an Innovation and Development Committee – Specialty Care,*
- *an Innovation and Development Committee – Consumer HealthCare*
- *an Audit Committee,*
- *a Nomination Committee,*
- *a Compensation Committee,*
- *an Ethics and Governance Committee.*

6.1 Common rules applicable to all permanent Committees

6.1.1 Committee members are appointed according to their skills (in a personal capacity or as permanent representative) for the duration of their term of office as a Director. They can delegate another member of the same Committee to represent them for any meeting of the Committee. They can be replaced or dismissed at any time by the Board. Their terms of office are renewable. A single Director can be a member of several Committees.

6.1.2 The Chairperson of each Committee is appointed from among its members by the Board. He/she shall prepare the agenda and the necessary documentation with, if necessary, the assistance of the Secretary of the Board.

6.1.3 Subject to the specific rules applicable to them, each Committee determines the frequency of its meetings. Said meetings are held at the head office or any other location, or virtually, decided by its Chairperson when he/she convenes it and sets the meeting's agenda.

A Committee can only meet if at least half of its members are present, in one of the ways allowed by the law or the Articles of Association with respect to Directors attending Board meetings.

The Chairperson of a Committee may invite all Board members to one or several of its meetings, as well as any other person, to take part in discussions.

6.1.4 When minutes of the Committee meeting are drawn up, they are written by the Secretary of the Board under the authority of the Chairperson of the Committee, or by the Chairperson of the Committee The minutes are then sent to all members of the Committee. The Chairpersons of Committees report to the Board on the work carried out by their Committees under the conditions set by the Board.

6.1.5 Within its own area of competence, each Committee issues proposals, recommendations, or opinions.

To this end, each Committee may carry out or have carried out, at the Company's expense, all external studies likely to enlighten the Board's deliberations.

Each Committee reports to the Board on its work at each one of the Board's meetings. A summary of the activity of each Committee is included in the annual Report on the corporate governance.

6.1.6 Each Committee may decide, if need be, on its other operating procedures. It conducts periodically a self-assessment of its activities to ensure that its rules and operating procedures enable it to assist the Board in deliberating validly on the issues within its remit and can propose to the Board a change in its Internal rules."

The Nomination Committee

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the Nomination Committee

"6.5 Nomination Committee

6.5.1 The role of the Nomination Committee is:

- *to examine annually the Board's needs in terms of skills, including CSR, and draw the consequences for the recruitment process ;*
- *in conjunction with the Ethics and Governance Committee (for aspects relating to conflicts of interest) and the Chairperson of the Board, to make proposals to the Board of Directors concerning the re-election, replacement or appointment of new Directors, ensuring the balance and complementarity of the skills (financial and extra-financial) of the directors and the diversity of their profiles (succession planning) and the application of the selection process for independent Directors ;*
- *recommend candidates to the Board of Directors when:*
  - *appointing or reappointing the Chairperson of the Board, the Vice Chairperson, the Chief Executive Officer or Deputy Chief Executive Officers, as relevant;*
  - *appointing or reappointing Board members at a Shareholders' Meeting; and*
  - *for the composition of the Board specialized committees.*
  - *The members of the Committee must also be consulted about the appointment of Executive Leadership Team members. The Chief Executive Officer must ask the Committee to give its opinion prior to such recruitments;*
- *design, if applicable, in conjunction with the Chairperson of the Board, a plan for replacement of Company Officers, so as to be able to propose replacement solutions to the Board in the event of an unforeseen vacancy (succession planning);*
- *regularly review directors training plans and the process for welcoming and integrating new directors.*

6.5.2 The Nomination Committee comprises a minimum of three (3) directors and a maximum of six (6) directors, including at least one-third of independent directors who meet the criteria set out in 3.3 above, chosen from among Directors who are not executive officers. The Board appoints the Chairperson of the Committee from among its members.

6.5.3 The Nomination Committee meets at least twice (2) a year, when convened by its Chairperson or at the request of the Chairperson of the Board."

The Nomination Committee is currently comprised of three members, one of whom is independent.

Its members are:

- Carol Xueref (Chairperson);
- Beech Tree S.A. (represented by Philippe Bonhomme); and
- Paul Sekhri (Independent member).

The Chairman and the Chief Executive Officer may attend meetings of the Nomination Committee and give their opinion, in particular when the agenda is about the appointment of Executive Leadership Team members or managers of the Group or any other topic requiring their opinion.

Activity of the Nomination Committee

The Nomination Committee met 4 times in 2022 with an attendance rate of 100%.

The Committee's activity focused mainly on:

- the review of the succession plan or renewal of Board members and the selection of the future Directors (see below);
- monitoring the succession plans of corporate officers (see below), of members of the Executive Leadership Team and of the Global Leadership Team, as well as the Group's talent development programs;
- the renewal procedure of the mandate of the director representing the employees resulting from the vote of Ipsen's Central Social and Economic Committee in view of an appointment at the time of the Shareholders' Meeting;
- the review of the participation of some Directors in Committees, in particular in the context of the chairmanship of the Audit Committee by Karen Witts (in replacement of Paul Sekhri) and her appointment to the Compensation Committee, as well as Naomi Binoche's appointment as member of the Ethics and Governance Committee;
- the monitoring of the balanced composition of the Board of Directors, in particular with respect to competencies, in relation with the Ethics and Governance Committee.

The activity of the Committee has been reported and, when appropriate, recommendations were made to the Board of Directors after each Committee meeting.

Succession plan for Corporate Officers

The Nomination Committee continued its work in 2022 on the succession plans for Corporate Officers (Chief Executive Officer and Chairman of the Board). The succession plan is based on several hypothesis: emergency succession (*e.g.* in case of legal incapacity, sudden resignation, illness or death), planned succession (*e.g.* in case of renewal of office, reaching a legal age limit, resignation given with lengthy prior notice (+/- 6 months), etc.) and accelerated succession (*e.g.* in case of a problem of availability, conflicts of interest, objectives not reached, strategic divergences, etc.).

The Nomination Committee also evaluated Executive Leadership Team profiles and performance, as well as their ability to assume an interim or ongoing management position in whole or in part, immediately or over time.

The Nomination Committee also presented to the Board of Directors its progress after each of its meetings and discussed conclusions within the terms of pre-arranged confidentiality constraints.

The Nomination Committee has reviewed the various assumptions of the succession plan, also regularly reviewed by the Board of Directors.

Procedure for the renewal and appointment of directors

In application of the procedure for the renewal and appointment of directors validated in 2021, and after having conducted its own studies, the Nomination Committee recommended to the Board the cooptation of Karen Witts as a new independent director, replacing Carol Stuckley. This cooptation has been made on 20 January 2022 and has been ratified by the Shareholders' Meeting of 24 May 2022.

The Ethics and Governance Committee

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the missions of the Ethics and Governance Committee

"6.7 Ethics and Governance Committee

6.7.1 The role of the Ethics and Governance Committee is to:

- *review the definition of the Group's fundamental values and its ethics and compliance policy;*
- *submit recommendations on ethics and compliance to the Board of Directors; discuss all issues relating to ethics and compliance referred to it by the Board;*
- *ensure the dissemination throughout the Group of the Code of Ethics and general ethics policies defined by the Group and their updates;*
- *ensure the implementation, monitoring and efficiency of procedures for the communication and comprehension of the Code of Ethics and compliance with it and overall policies by employees of the Group;*
- *examine the Group's risks mapping from an ethics and compliance standpoint;*
- *review the Group's ethics and compliance activity report;*
- *examine the organization of the ethics and compliance function and make recommendations, when relevant;*
- *receive any information concerning possible breaches of the ethics and compliance policy and review action plans implemented to address these;*
- *examine the evolution of corporate governance rules, particularly those of the AFEP-MEDEF Code, and report its conclusions and recommendations to the Board; monitor the application of the rules of corporate governance defined by the Board of Directors and ensure that the information is given to shareholders on this subject; specify, where appropriate, the recommendations of the AFEP-MEDEF Code that are not applied and explain the reasons in an understandable, relevant and detailed manner;*
- *propose the referral of the High Committee monitoring the application of the AFEP-MEDEF Code on any question relating to a provision or the interpretation of said code;*
- *examine situations of potential conflicts of interest of members of the Company's Board of Directors and communicate the results of its findings in accordance with an internal procedure which protects confidentiality;*
- *give a technical opinion - with regard to the rules of ethics and governance applied by the Group - on the mandates and functions performed outside the Group by the members of the Board of Directors, the Chief Executive Officer and, as the case may be, the Deputy Chief Executive Officers, at the time of their appointment and annually as part of the review of the information mentioned in the Report of Corporate Governance;*
- *prepare, under the direction of the Chairperson of the Committee, in liaison with the Vice Chairperson of the Board or a specially appointed director, the annual "restricted session" of the Board of Directors on its operation, without the presence of the Chairperson of the Board, the Chief Executive Officer and the executive members;*
- *give an opinion, in liaison with the Chairperson of the Board, on the list of independent directors of the Board of Directors when appointing a director and annually for all directors;*
- *make proposals to the Board for the establishment and structuring of Board Committees;*
- *carry out, under the direction of the Chairperson of the Committee, a formal evaluation of the structure, size and composition of the Board, periodically and at least every three years, and make recommendations to the Board regarding any changes;*

- *propose to the Board the appointment of a Director in charge of the relations of the Board with the shareholders, in coordination with the Investor Relations Department of the Company and the Chief Executive Officer;*
- *if applicable, ensure the implementation of a mechanism to prevent and detect corruption and influence peddling. It receives all of the information needed for this purpose;*
- *also ensure that the executive officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of women and men on the governing bodies.*

6.7.2 The Ethics and Governance Committee comprises a minimum of three (3) directors and a maximum of six (6) directors, including at least one (1) independent director who meet the criteria set out in 3.3 above, chosen from among Directors who are not executive officers. The Board appoints the Chairperson of the Committee from among its independent members.

6.7.3 The Ethics and Governance Committee may, when it deems necessary, meet with the Executive Management or members of their teams, Internal Audit, the Ethics and Compliance Department or any other member of management. Said meetings may be held, when necessary, without the presence of members of Executive Management.

6.7.4 The Ethics and Governance Committee meets at least twice (2) a year when convened by the Chairperson of the Committee."

The Ethics and Governance Committee is currently comprised of four members, one of whom is independent and one representing the employees.

Its members are:

- Margaret Liu (Chairperson and independent member);
- Carol Xueref;
- Beech Tree S.A. (represented by Philippe Bonhomme); and
- Naomi Binoche (Director representing the employees).

Activity of the Ethics and Governance Committee

In 2022, the Ethics and Governance Committee met 3 times and 2 times during a joint committee with the Compensation Committee, with an attendance rate of 100%.

The Committee's work focused mainly on:

- the establishment of 2022 objectives for the Compliance function, with a focus on CSR (Corporate Social and Environmental Responsibility);
- a Board self-evaluation session;
- the implementation and monitoring of a formal evaluation of the Board's operation, with the assistance of an independent consulting firm, *Associés en Gouvernance*. It has been initiated in the second half of 2022 and includes a documentary analysis (Articles of Association, Board Internal Rules of the Board, Directors' Code of Conduct, Board and Committees files and minutes) followed by individual interviews with each Director and selected members of the Executive Leadership team;
- the regular review of the annual program of the Business Ethics organization;
- the review of new offices of certain Directors with respect to potential conflict of interest situations;
- the annual review of the questionnaires on conflicts of interest and positions of Directors;
- the review of the independence of Directors;
- in connection with the appointment of Karen Witts as an independent director, the review of her conflict of interest questionnaire and the review of the independence criteria;
- the evaluation of the Board and its Committees (see section 5.2.2.5 of this Document);
- the monitoring of the balanced composition of the Board of Directors in conjunction with the Nomination Committee;
- the amendment of Ipsen S.A.'s Articles of Association for the Shareholders' Meeting of 24 May 2022 to allow the extension of the term of office of the Chairman of the Board of Directors until the Shareholders' Meeting following his 65th birthday.

The activity of the Committee has been reported and, when appropriate, recommendations have been made to the Board, after each Committee meeting.

The Compensation Committee

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the Compensation Committee

"6.6 Compensation Committee

6.6.1 The role of the Compensation Committee is to:

- *make proposals to the Board of Directors on all components of the compensation paid to the Group's corporate officers, senior management and senior executives;*
- *be informed on all matters pertaining to the recruitment of the Group's main senior managers, other than the Chief Executive Officer, as well as on decisions concerning the fixing or changing of any part of their compensation;*
- *issue a recommendation on the amount and allocation of compensations among Board members;*
- *make recommendations to the Board of Directors on Group compensation policies as well as employee savings plans, employee share ownership schemes, stock options and bonus shares, pension plans, or any other similar forms of compensation.*

6.6.2 The Compensation Committee comprises a minimum of three (3) directors and a maximum of six (6) directors, including a half of independent directors who meet the criteria set out in 3.3 above, chosen from among Directors who are not executive officers. The Board appoints the Chairperson of the Committee from among its members.

6.6.3 If it deems it useful, the Compensation Committee may ask the Chairperson of the Board to assist in its deliberations and work, except when it is discussing the Chairperson's compensation.

6.6.4 The Compensation Committee meets at least twice (2) a year, when convened by its Chairperson or at the request of the Chairperson of the Board of Directors."

The Compensation Committee is currently comprised of five members, two of whom are independent and one representing the employees.

Its members are:

- Antoine Flochel (Chairman);
- Laetitia Ducroquet (Director representing the employees);
- Piet Wigerinck (Independent member);
- Karen Witts (Independent member); and
- Carol Xueref.

Karen Witts has been a member of the Compensation Committee since 10 February 2022. Carol Stuckley was a member of the Compensation Committee until 6 August 2021.

The Chief Executive Officer and the Chairman of the Board may attend meetings of the Compensation Committee and give their opinion in particular on the compensation of the senior managers of the Group, the incentives and the performance share plans, or any other topic requiring their opinion.

Activity of the Compensation Committee

In 2022, the Compensation Committee met 4 times and 2 times during a joint committee with the Ethics and Governance Committee, with an attendance rate of 100%.

The Committee's work focused mainly on:

- the review of the fixed and variable compensation elements of the Chief Executive Officer and the Chairman of the Board of Directors;
- the compensation policy for executive corporate officers;
- the granting of 2022 performance shares to the Group's executive officers and employees and the granting of free shares to eligible employees within the Group;
- the reflection on the harmonization and evolution of the compensation and the retention policy within the Group.

These elements are described under section 5.4 of this document.

The activity of the Committee has been reported and, when appropriate, recommendations have been made to the Board after each Committee meeting.

The Audit Committee

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the Audit Committee

"6.4 Audit Committee

6.4.1 The role of the Audit Committee is to:

- *ensure the relevance and permanence of the accounting policies used to prepare both the Company's and the consolidated financial statements, review and assess the consolidation scope as well as evaluate and verify the relevance of the accounting methods applied to the Group;*
- *examine, before they are presented to the Board, draft annual and interim financial statements, draft annual and half-yearly reports, draft forecasts and annual budgets, the 5 Year Strategic Plan, as well as any accounting and financial information relating to any significant project; to that end, the Audit Committee should be able to cooperate (by exchanging information and working jointly) with the relevant Innovation and Development Committee and the Executive Management before a summary of their work is presented to the Board;*
- *examine, before they are presented to the Board, press releases on financial results and guidance, as well as the related presentations;*
- *examine draft resolutions relating to the financial statements in order to make comments or suggestions, before they are presented to the Board;*
- *control the quality of procedures relating to the preparation and processing of financial and extra-financial accounting information compliance with them, and assess the information received from management, internal committees and internal and external audits;*
- *monitor the effectiveness of internal control and risk management systems;*
- *examine the risk exposure, including those of a social and environmental nature, and major off-balance sheet commitments of the Company as well as the accounting options chosen;*
- *manage the selection and reappointment of the Statutory Auditors, verify their independence, give an opinion on the amount of fees they request, and submit the results of its work to the Board;*
- *examine the details and appropriateness of the fees paid by the Company and the Group to the Statutory Auditors and ensure that said fees and corresponding services are unlikely to affect the auditors' independence;*
- *authorize services, other than statutory audit work, that the Statutory Auditors and members of their networks may be asked to perform in accordance with the applicable laws and regulations;*
- *conduct an annual review of the status of major disputes.*

6.4.2 The Audit Committee is comprised of a minimum of three (3) directors and a maximum of six (6) directors, including two-thirds of independent directors who meet the criteria set out in 3.3 above, chosen from among Directors who are not executive officers. All members of the Audit Committee must have financial or accounting expertise. The Board appoints the Chairperson of the Committee from among its members. The Chairperson of the Committee is also an independent director with respect to the Company's independence criteria.

6.4.3 The Audit Committee meets at least four (4) times a year when convened by its Chairperson.

6.4.4 In the performance of its duties, the Audit Committee:

- *submits to the Board its proposals regarding the appointment, compensation or replacement of the Company's Statutory Auditors;*
- *reviews, with the management and the Company's Statutory Auditors, the quarterly, interim and annual financial statements, the accounting principles and policies implemented, the Group's audit and internal control principles and methods, risk management procedures and the analyses and reports relating to financial reporting, accounting policy and communications between management and the Company's Statutory Auditors;*
- *examines and checks the rules and procedures applicable to conflicts of interest, expenses incurred by members of the management and the identification and measurement of the main financial risks, as well as their application and submits its assessment every year to the Board;*
- *examines, checks and assesses on an annual basis the independence, the control procedures and the problems encountered by the Company's Statutory Auditors, as well as the measures adopted to solve said problems, and monitors in the same manner the way in which internal audit operates;*
- *more generally, it examines, checks and assesses everything likely to affect the regularity and fairness of the financial statements.*

6.4.5 The Audit Committee ensures it is provided, and in sufficient time, with all necessary or useful information and hears any person whose audition is necessary or useful with regard to its work. It may in particular have recourse to external experts."

The Audit Committee is currently comprised of three members, two of whom are independent.
Its members are:

- Karen Witts (Chairperson and Independent member);
- Paul Sekhri (Independent member); and
- Beech Tree S.A. (represented by Philippe Bonhomme).

Karen Witts was appointed Chairperson and member of the Audit Committee on 10 February 2022. The interim period was covered by Paul Sekhri, who was appointed as Chairman of the Audit Committee by anticipation on 28 July 2021.

In accordance with the terms of Article L.823-19 of the French Commercial Code at least one member of the Audit Committee must be independent and have finance, accounting or statutory audit expertise. Karen Witts and Paul Sekhri fulfill the independence and financial, accounting or statutory audit criteria given their professional experience as described above. Philippe Bonhomme, Beech Tree S.A. representative, is also competent in the financial, accounting and statutory audit fields.

Activity of the Audit Committee

The Audit Committee met 8 times in 2022 with an attendance rate of 100%.

The Statutory Auditors were present at meetings regarding the review of annual and half-year financial statements and presented the main aspects of the outcomes of the statutory audit and of the chosen accounting methods including outside the presence of the management. The Committee heard, in particular, the Statutory Auditors, the Executive Vice President, Chief Financial Officer, the Group Controller, the Head of Internal Audit, the Head of Tax and the Head of Risk Management.

The Committee's activity focused in particular on the review of:

- the 2022 budget;
- the 2021 annual and consolidated financial statements;
- the approval of Audit related services and other services;
- the 2022 Group risk map;
- the report of the internal audit for 2022, the 2022 and 2023 internal audit plan and the internal control processes within the Group;
- the 2022 half-year financial statements;
- the 2022 closing options;
- the review of the 5-year strategic plan;
- the 2023 draft budget review;
- the monitoring of the selection process for the Group's Statutory Auditors.

The activity of the Committee has been reported and, when appropriate, recommendations have been made to the Board, after each Committee meeting.

The Innovation and Development Committee – Specialty Care

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the Innovation and Development Committee - Specialty Care

"6.2 Innovation and Development Committee – Specialty Care

6.2.1 The role of the Innovation and Development Committee – Specialty Care is to:

- *review the proposals presented by Management on internal Research & Development programs, Business Development and Merger & Acquisitions and Divestitures;*
- *follow the update of the Business Development portfolio by therapeutic areas.*

6.2.2 The Innovation and Development Committee – Specialty Care comprises the Chairperson of the Board, who chairs this Committee, and five (5) other permanent members of the Board of Directors. The Board may also decide the existence of permanent guests to the Innovation and Development Committee – Specialty Care.

6.2.3 The Innovation and Development Committee – Specialty Care meets at least four (4) times a year, when convened by its Chairperson, or by a majority of its members.

6.2.4 To carry out its work, the Innovation and Development Committee – Specialty Care may audition the Group's senior executives, whether corporate officers or not."

The Innovation and Development Committee – Specialty Care is currently composed of six members, three of whom are independent.

Its members are:

- Marc de Garidel (Chairman);
- Antoine Flochel;
- Margaret Liu (Independent member);
- Michèle Ollier;
- Paul Sekhri (Independent member); and
- Piet Wigerinck (Independent member).

Anne Beaufour, permanent representative of Highrock S.àr.l., Henri Beaufour and David Loew are permanent guests of the Innovation and Development Committee – Specialty Care.

Activity of the Innovation and Development Committee – Specialty Care

The Innovation and Development Committee – Specialty Care met 5 times in 2022 with an attendance rate of 98%.

The Innovation and Development Committee – Specialty Care mainly worked during the year on:

- the review of the Group's R&D strategy and pipeline;
- the review of the approval process for external innovation operations;
- the review and exam of acquisitions projects;
- the review and evolution of the main partnerships of the Group;
- the review of the Business Development strategy as part of the 5 year strategic plan.

The activity of the Committee has been reported and, when appropriate, recommendations have been made to the Board, after each Committee meeting.

The Innovation and Development Committee – Consumer HealthCare

Extract from the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the Innovation and Development Committee – Consumer HealthCare

"6.3 Innovation and Development Committee – Consumer HealthCare

6.3.1 The role of the Innovation and Development Committee – Consumer HealthCare is to:

- *review the proposals presented by Management on Business Development and Merger & Acquisitions and divestitures, relating to Consumer HealthCare;*
- *follow the update of the Consumer HealthCare portfolio.*

6.3.2 The Innovation and Development Committee – Consumer HealthCare comprises the Chairperson, who chairs this Committee, of the Board and three (3) other permanent members of the Board of Directors. The Board may also decide the existence of permanent guests to the Innovation and Development Committee – Consumer HealthCare.

6.3.3 The Innovation and Development Committee – Consumer HealthCare meets at least twice (2) a year, when convened by its Chairperson, or by a majority of its members.

6.3.4 To carry out its work, the Innovation and Development Committee – Consumer HealthCare may audition the Group's senior executives, whether corporate officers or not."

On 28 July 2022, Ipsen finalized the sale of its Consumer HealthCare business to Mayoly Spindler, with which the Group had entered into exclusive negotiations in February 2022. Since this date, Ipsen's Innovation and Development Committee - Consumer HealthCare no longer exists.

The Innovation and Development Committee – Consumer HealthCare was composed of four members, including one independent.

Its members were:

- Marc de Garidel (Chairman);
- Beech Tree S.A. (represented by Philippe Bonhomme);
- Margaret Liu (Independent member); and
- Carol Xueref.

Anne Beaufour, permanent representative of Highrock S.àr.l., Henri Beaufour and David Loew were permanent guests of the Innovation and Development Committee – Consumer HealthCare.

Activity of the Innovation and Development Committee – Consumer HealthCare

The Innovation and Development Committee – Consumer HealthCare met 2 times in 2022 with an attendance rate of 100%.

The Innovation and Development Committee – Consumer HealthCare mainly worked on the sale of its Consumer HealthCare business to Mayoly Spindler.

The activity of the Committee has been reported and, when appropriate, recommendations have been made to the Board, after each Committee meeting.

5.3 EXECUTIVE MANAGEMENT

5.3.1 Organization and *modus operandi* of the Executive Management

In accordance with legal provisions, the Executive Management of the Company is assumed, under his responsibility, either by the Chairman of the Board of Directors, then qualified as Chairman and Chief Executive Officer, or by another individual appointed by the Board of Directors and bearing the title of Chief Executive Officer. The choice between these two methods of exercising Executive Management is made by the Board of Directors for a period of not less than one year.

At its meeting of 15 February 2016, the Board of Directors changed the Company's mode of governance by separating the functions of Chairman of the Board of Directors and of Chief Executive Officer. The separation of functions has been effective since 18 July 2016, date on which Marc de Garidel became Chairman of the Board of Directors.

The Board of Directors of 28 May 2020 appointed David Loew Chief Executive Officer effective 1 July 2020.

5.3.2 Executive Management

5.3.2.1 Chief Executive Officer

Extract from the Ipsen S.A. Articles of association as of 24 May 2022

"17.2 Prior approval by the Board of Directors

The Chief Executive Officer is required to obtain the Board of Directors' prior approval for the following matters:

(i) Any decision relating to any investment, acquisition, divestment, disposal, sale or transfer (in any way whatsoever) of assets, branch or equity interests for a unit amount exceeding (i) thirty-five percent (35%) of the Core Operating Income ("COI") as published in the last available yearly financial statements or (ii) five percent (5 %) of the market capitalization of the Company as at the date of the contemplated transaction;

(ii) Any decision on the Company's financial indebtedness resulting in (x) the consolidated net debt / consolidated EBITDA ratio being greater than 2 (using the EBITDA provided in the budget approved by the Board of Directors for the relevant period of time) or (y) a material off balance sheet commitment exceeding one of the thresholds mentioned in paragraph (i) immediately above; and

(iii) Any other decision for which the Chief Executive Officer is required to obtain the Board of Directors' prior approval pursuant to the Internal Rules of the Board of Directors."

Extract of the Internal Rules of the Board of Directors, as of 6 October 2021, regarding the Chief Executive Officer

"Article 2.2 The Chief Executive Officer

The Chief Executive Officer is responsible for:

- *The general management of the Company;*
- *The chair of the Executive Leadership Team (ELT);*
- *Directing the Company and managing its operations.;*
- *Acting with the broadest powers in the name of the Company in all circumstances, subject to powers attributed by law to the Board of Directors or to the Shareholders' General Meeting.*

Notwithstanding the above, the Chief Executive Officer is required to obtain Board of Directors prior approval for the following matters:

- *Acquisition, licensing, sale of assets or equity investments or off-balance sheet commitment within an approved strategy exceeding a unit amount of €50 million commitment. Conditions of approval exceeding this amount are described in a detailed procedure established by the Company;*
- *Transfers of assets and/or equity interests, partnerships or joint ventures, financial investments exceeding a unit amount of €20 million;*
- *Any transaction or off-balance sheet commitment that is outside the Company's approved strategic framework with a financial impact exceeding €10 million;*
- *Capital expenditures (Capex) or divestures exceeding a unit amount of €20 million;*
- *Strategic internal restructuring operations (including significant reorganization and/or locations of major industrial and commercial sites) and having a financial impact exceeding €20 million;*
- *Financing transactions (including lease agreement) likely to modify the financial structure of the Company with a financial value exceeding €20 million;*
- *Any new mid or long-term debt financing of the Company and its subsidiaries, with a financial value exceeding €50 million; or any financing draw of the Company and its subsidiaries that would result in increasing above two (2) times the ratio of (i) consolidated net debt to (ii) consolidated EBITDA as set in the latest budget approved by the Board of Directors for the period;*
- *Creation, acquisition or transfer of legal entities when the total related investment exceeds €20 million;*
- *Litigations, penalties, fines, settlements, compromises, exceeding €10 million.*

In each of the aforementioned situations, the amounts referred to must, for the same project, be assessed by aggregating all the actions and decisions relating to the same purpose or pursuing the same goal (whether the investment, divestiture, acquisition, transfer, indebtedness or contract in question is carried out in one or several installments by the Company or one or more of its subsidiaries over multiple years).

The Chief Executive Officer informs the Directors, or ensures that they are informed of inspections, verifications or injunctions of authorities, and keeps the Directors informed of relevant follow-ups in a timely fashion.

The Chief Executive Officer may attend all of the meetings of the Committees of which he is not a member in an advisory capacity and may consult them on any issue within their area of competence."

Appointment and dismissal

When the Board of Directors chooses to separate the functions of Chairman of the Board of Directors and Chief Executive Officer, it shall appoint the Chief Executive Officer, set the term of his office and, where applicable, determine the limits to his powers.

The Chief Executive Officer may be dismissed at any time by the Board of Directors. When the Chief Executive Officer does not assume the duties of Chairman of the Board of Directors, his dismissal may give rise to damages if it is decided without just cause.

The Chief Executive Officer is subject to the provisions of Article L.225-94-1 of the French Commercial Code relating to the simultaneous holding of offices as Chief Executive Officer, member of the Management Board, sole Chief Executive Officer, Director or member of the Supervisory Board of public limited companies having their registered office on French territory.

When the General Management is assumed by the Chairman of the Board of Directors, the provisions relating to the Chief Executive Officer apply to him.

Powers

The Chief Executive Officer is vested by the Articles of Association with the broadest powers to act in all circumstances in the name and on behalf of the Company. He exercises these powers within the limits of the corporate purpose, subject to those powers expressly granted by law to the Shareholders' Meetings and the Board of Directors, and in accordance with the provisions of Article 17.2 of the Articles of Association and those of article 2.2. of the Internal Rules of the Board above.

The Chief Executive Officer represents the Company in its dealings with third parties. The Company shall be bound even by acts of the Chief Executive Officer that are not in the Company's interest, unless it proves that the third party knew that the act exceeded this interest or that it could not have been unaware of this fact in the circumstances, it being specified that the mere publication of the Articles of Association is not sufficient to constitute such proof.

However, for certain Business Development transactions, the Board of Directors has determined thresholds, specific and distinct from those listed in the Internal Rules of the Board, for which the authorization of the Board, upon recommendation of the Innovation and Development Committee, will be required.

Executive Management

David Loew has been appointed Chief Executive Officer by the Board of Directors of 28 May 2020, effective from 1 July 2020. His biography is in Section 5.2.2.3.

For the purposes of his duties, the Chief Executive Officer is domiciled at the Company's registered office.

During 2022 financial year, as part of their duties, the Chief Executive Officer, the Chief Financial Officer and the Investor Relations Department met regularly with the Company's investors, notably at the moment of the presentation of the Company's financial results. During these meetings, they answered investors' questions about the Company's business. They reported to the Board of Directors. They also participated to investors' days. The presentations are available on Ipsen's website www.ipsen.com.

5.3.2.2 Executive Leadership Team

To allow the Chief Executive Officer to conduct its missions, an Executive Leadership Team ("ELT") that is responsible for managing the Company's day-to-day operations and for coordinating the Group's various scientific, legal, financial, commercial, and strategic actions has been set up. The ELT is also responsible for establishing consistent management policies throughout the Group and for assisting the Chairman of the Board of Directors in implementing the Board's decisions.

Composition of the Executive Leadership Team at the date of the Document

The members of the ELT are as follows:

Name	Function	Date of entry in the ELT
David Loew	Chief Executive Officer and Chairman of the Executive Leadership Team	2020
Catherine Abi-Habib	Executive Vice President, Strategy, Transformation & Digital	2022
Bartosz (Bartek) Bednarz	Executive Vice President, Head of Global Product and Portfolio Strategy	2020
Stewart Campbell	Executive Vice President, President of Ipsen North America	2021
François Garnier	Executive Vice President, General Counsel & Chief Business Ethics Officer	2014
Steven Hildemann, M.D., PHD	Executive Vice President, Chief Medical Officer, Head of Global Medical Affairs, Patients Safety and Patients Affairs	2020
Aymeric Le Chatelier	Executive Vice President, Chief Financial Officer	2014
Philippe Lopes-Fernandes	Executive Vice President and Chief Business Officer	2020
Howard Mayer, M.D.	Executive Vice President, Head of Research & Development	2019
Régis Mulot	Executive Vice President, Chief Human Resources Officer	2018
Aidan Murphy	Executive Vice President, Technical Operations	2018
Mari Scheiffele	Executive Vice President, Specialty Care International	2021
Gwenan White	Executive Vice President, Communication and Public Affairs	2021

Biographies of ELT members can be found on the Company's website www.ipsen.com.

The members of the ELT, with the exception of David Loew, hold an employment contract with the Group. There are no other agreements or service contracts entered into between the Company or one of its subsidiaries and one of the members of the Company's ELT.

Policies of non-discrimination and diversity within the Group, and of management bodies diversity

A policy of non-discrimination and diversity has been implemented within the Group, presented to the Board of Directors in 2018 and reviewed during the 2019 financial year.

In addition, a policy on gender diversity within governing bodies was presented to the Ethics and Governance Committee on 9 February 2021.

More details regarding these policies can be found in Chapter 4 of this document.

5.4 COMPENSATION OF CORPORATE OFFICERS

5.4.1 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 24 May 2022.
In accordance with Article L.22-10-8 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 2022 financial year or granted for the 2022 financial year to the Chairman of the Board of Directors and to the Chief Executive Officer shall be submitted to the vote of the shareholders at the Annual Combined Shareholders' Meeting to be held in 2023 to approve the financial statements for the financial year ended on 31 December 2022, following a specific resolution for each element.

5.4.1.1 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 medicines in Oncology, Neuroscience and Rare Disease. On 28 July, 2022, Ipsen completed the divestment of its family health business to Mayoly Spindler and is focusing on specialty medicine. Ipsen's strong position in Specialty Care, provides the Company 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 Ipsen's compensation policy for Corporate Officers: consistency, comparability with the reference market, balance and alignment with the Company strategy and compliance with the AFEP-MEDEF Code.

The compensation policy adopted by the Board of Directors contains incentive elements that reflect Ipsen's strategic priorities, including prioritizing sustainable growth over the long-term by acting responsibly and respecting social interests.

To determine the compensation policy, the Board of Directors considers 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 customized for the Company's unique context, remains competitive and acts as an incentive to advance Company performance over the medium- to long-term, in compliance with corporate and stakeholder interests, and contributes to the commercial strategy and 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 company employees. When determining and adjusting the compensation policy, the Compensation Committee and the Board of Directors considered the terms of compensation and employment for all Company employees, 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, including benefits of any kind, paid or granted by the Company. It is decided based not only on the work completed, the results obtained, and the responsibility assumed, but also on the practices of comparable companies and the compensation of Ipsen'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);
- allocation of stock options and performance shares under plans approved by the Board of Directors (only for Executive Corporate Officers);
- exceptional compensations and/or financial indemnity, as applicable (only for Executive Corporate Officers);
- eligibility for compensation paid or granted to Directors;
- other benefits (as applicable);
- payments, benefits and compensation granted to Executive Corporate Officers upon termination of their functions (as applicable;
- retirement schemes (as applicable).

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

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 Chairman would be the same as that applicable to the Chief Executive Officer.

5.4.1.2 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 refer 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 managers, (ii) to keep itself informed of the recruitment of key members of Company management other than the CEO and of the setting of and changes to the various components of their compensation, (iii) to issue recommendations regarding the amount and allocation of compensation paid to Board members and (iv) to make recommendations to the Board on the Company's compensation policy, employee savings plans, reserved allocation of securities granting access to capital, stock options or bonus shares, pension plans, or any other equivalent benefit. For more information concerning the Compensation Committee, see section 5.2.2.6 above.

The members of the Compensation Committee are chosen on the basis of their technical skills and their understanding of the industry standards, emerging trends and unique Company practices.

To carry out their mission, the members of the Committee regularly work with the Executive Vice President, Chief Human Resources Officer, to present the Company 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 work with the Chairperson of the Audit Committee to determine the Company's financial performance and the accounting and fiscal impacts of the Corporate Officers, and with the Chairman of the Board to study the alignment with the overall Company strategy.

The members of the Compensation Committee also discuss directly with the Chairman of the Board and the CEO their relative performance. An additional performance evaluation for both the Chairman and the CEO are conducted every year without their presence. The outcomes of the evaluations are subsequently presented to them.

In addition, to avoid or manage any conflict of interest, the Chairman of the Board and the CEO, if a Director, do not participate in the Board's deliberations on an element or commitment to their benefit.

The compensation 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 are in line with social interest and necessary to guarantee the sustainability or viability of the Company.

This waiver may only be temporary and in exceptional circumstances, such as a major event affecting markets in general or that of biopharmaceutical products in particular. 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 a major economical, political or sanitary 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 and/or adjustment of associated criteria.

In addition, the comments of shareholders are considered by the Company and the Board of Directors in determining the compensation policy.

5.4.1.3 Components of the compensation of corporate officers

(a) Compensation policy for corporate officers

The Board of Directors meeting on 8 February 2023, made changes to the compensation policies for the Chairman of the Board and the Chief Executive Officer relative to those approved by the previous Board of Directors meeting on 24 May 2022 with a desire for constant greater transparency and clarity.

The Company has adjusted the compensation policy for the Chairman of the Board as follows:

- The Company disclosed for the first time the base compensation of the Chairman of the Board, amounting to €600,000 for the fiscal year 2023. It was also disclosed that this base compensation has remained unchanged since 2018 and amounts to €600,000.
- The Company has removed references to severance pay and to the non-compete clause given that the Chairman of the Board has reached the maximum age for the granting of these allowances.

The Company has adjusted the compensation policy for the Chief Executive Officer as follows:

- The Company has changed the presentation of the remuneration policy now includes graphs and new tables. These adjustments are aiming at facilitating the understanding for shareholders and investors.
- Grouping of recurring compensation items on one side, and exceptional compensation items on the other side.
- As for the Chairman of the Board, the Company now discloses the base salary of the CEO. The Board of Directors has revised the base salary of the CEO, effective July 2023, on the recommendation of the Compensation Committee. The fixed remuneration as of 1 July 2023 will, subject to the approval of the Shareholders' Meeting, be €1,025,000. This compensation had not changed since his arrival in 2020.
- In order to better taking into consideration internal and external evolutions, the CSR criterion of the annual variable compensation is presented in a specific way and becomes a criterion by itself.
- It is now clearly stated that the performance criteria for determining annual variable compensation are assessed independently of each other. Therefore, there is no impact of any criteria on another.
- The Company has decided to improve the transparency of the performance criteria in order to foster easier understanding of achievement rates.
- Following discussions with the various investors and other stakeholders, the Company has decided to implement a ceiling for the granting of options and performance shares. The grant of options and/or performance shares may in no case exceed 250% of the base compensation.
- The Company has decided to withdraw the multi-year variable compensation mechanism from the compensation policy for its CEO. This mechanism has not been used for many years.
- Following discussions with investors and shareholders as well as observed market practices, the Company has added ceilings to various compensation mechanisms. The Company has determined that exceptional compensation may not exceed 200% of annual compensation. Additionally, the granting of options and performance shares may under no circumstances exceed 250% of base salary.
- In addition, the Company has decided to include a new section on the Board's power of waiver. This waiver may only be temporary and in exceptional circumstances, such as a major event affecting markets in general or that of biopharmaceutical products in particular.

These changes allow the Company to align with policies and practices found in studies of a panel of comparable international companies.

(b) Compensation policy for Directors

The Board of Directors decided at its meeting on 10 November 2009, taking effect begininning in FY2010, 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, the 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 that 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 decided on 13 December 2017 to implement a variability system related to effective attendance based on the number of annual meetings of the Board and the Committees attended by each member, broken down as follows:

- payment of the fixed portion (40%) after the end of 1st half-year, and
- payment of the variable portion (60%) after the end of 2nd half-year, after accounting for the effective attendance at the Board and Committee meetings over the year.

Pursuant to the Company's Articles of Association, 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 their 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.

In addition, the term of office of directors is mentioned in section 5.2.2.2 of this document.

(c) Compensation policy for the 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 Company environment, the scope of responsibilities, the Chairman's prior positioning and service within the Company, if applicable, and any other factors that would be relevant within the context of the Company.

b. Base compensation

Base compensation takes into account the base compensation of Ipsen's reference markets, particularly the pharmaceutical industry, and, given Ipsen's global footprint, companies with a similar size and environment across France, Europe and the U.S. The compensation is subject to review by the Board of Directors, typically at relatively long intervals, according to the Company's market position and changing responsibilities of the Chairman of the Board. The base compensation for 2023 remains unchanged since 2018 and is fixed at €600,000.

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. 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.

e. Other benefits

1. 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.

2. Other benefits

The Chairman of the Board may also be awarded benefits in respect of his duties carried out within Ipsen, including, but not limited to: benefits in kind (company car and drivers, 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 Company's contract, administrative assistance, reimbursement of travel expenses and expenses incurred with the exercise of their corporate duties and D&O liability insurance.

f. Post-employment benefits

1. Post-employment benefits: severance pay and non-compete clause benefits

Historically, the Chairman of the Board has entered into an agreement with the Board of Directors on the implementation of a severance payment and payments relating to a non-compete clause. These two indemnities are detailed in the 2021 universal registration document.

As of 2023, the Chairman of the Board has exceeded the maximum age for application of these two indemnities.

As a result, the severance payment and the non-compete clause payments can no longer be applied to the Chairman of the Board.

2. 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. These elements are considered as part of the determination of Executive Corporate Officers' global compensation.

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 of 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 specified 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 on 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 on 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 payment is subject to the condition of presence and the cumulative performance conditions, namely, as from 2019, (i) maintaining the level of the operating margin of the Company'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 fiscal years preceding the departure at a minimum threshold of €300 million, in line with the Company strategy.

g. 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.

(d) Compensation policy for 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, CEO.

The Board of Directors, upon recommendation of the Compensation Committee, determines the relevant compensation components applicable to the Chief Executive Officer while considering the Company environment, the scope of responsibilities, the CEO's prior positioning and service within the Company, if applicable, and any other factors that could be relevant within the Company context.

b. Base compensation

Base compensation considers compensation in Ipsen's reference markets, particularly in the pharmaceutical industry, and, given the international footprint of Ipsen and its strategy to be a global biopharmaceutical company focusing on Innovation and Specialty Care, companies with a similar size and environment in France, Europe and the U.S. It is subject to be reviewed by the Board of Directors, typically at relatively long intervals, in accordance with the Company's market position and changing responsibilities of the CEO.

The compensation policy for the Chief Executive Officer is set by the Board of Directors on the recommendation of the Compensation Committee. In accordance with the recommendations of the AFEP-MEDEF Code, the Chief Executive Officer's base compensation has not changed since July 2020.

The compensation of the Chief Executive Officer is determined after consideration of the compensation of the Chief Executive Officers of some fifteen international companies in the comparison panel, all operating in the healthcare sector, of similar size and revenue. With regard to this panel, the Board of Directors noted that the base compensation of the Chief Executive Officer is below the median of the base compensation of the Chief Executive Officers of the companies in this panel.

In view of the fact that the level of remuneration has remained unchanged since July 2020, external benchmarks, the Company's performance over the period 2020-2022 and changes in strategy including recent international acquisitions, the Board of Directors on 8 February, 2023 wished to review the amount of the CEO's fixed remuneration.

The Board of Directors has increased the base compensation of the Chief Executive Officer by 7.8% as of 1 July, 2023, representing a base compensation of EUR 1,025,000. This increase is consistent with the cumulative changes in the budgets for increases applicable to the Company's employees since 2020.

c. Annual variable compensation

Annual variable compensation is linked to the Company's overall performance and to the achievement of Executive Corporate Officers' personal targets. Every year, the Board of Directors defines qualitative and quantitative criteria for assessing the CEO's target objectives and subsequent variable compensation. Quantitative financial and CSR metrics are preponderant to the determination of total variable compensation and a limit is set on the allocation of variable compensation based on qualitative criteria.

Annual variable compensation is set based on a target variable compensation rate equal to 100% of the base compensation, within a range between 0 and 150%, in case of under or overperformance. It is also detailed that:

- the objectives set for the CEO directly correspond to the target objectives, approved by the Board, related to the overall financial success of the Company, at the date of budget setting and used to determine the annual objective by the Company;
- each criteria is evaluated independently, without any influence across criteria.

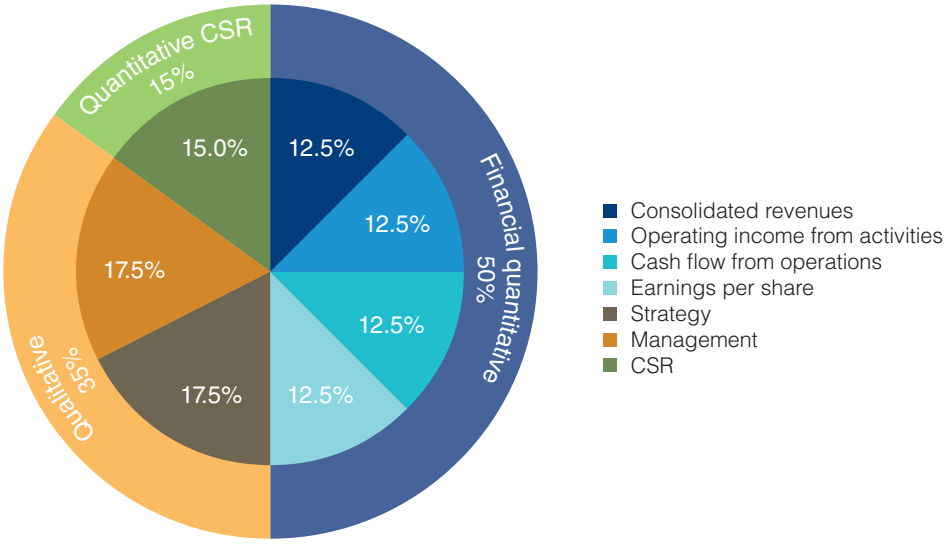
In order to take better account of internal and external developments, the CSR criterion, which is already included in the variable compensation of the Chief Executive Officer, is presented in a specific way and becomes a criterion in its own right in the annual variable compensation.

Thus the structure of variable compensation evolves as follows:

- 50% on quantifiable financial criteria, each equally weighted including: consolidated revenues, operating cash flow, operating income from operations and earnings per share;
- 15% on CSR quantifiable criteria including objectives supporting the Company's Corporate Social Responsibility policy;
- 35% on qualitative criteria with two objectives equally weighted related to strategy and objectives related to management.

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

Relative Weighting of Executive Corporate Officer Performance Criteria



Financial quantitative criteria	Minimum	Target	Maximum
Consolidated revenues	0.00%	12.50%	18.75%
Operating income from activities	0.00%	12.50%	18.75%
Net earnings per share	0.00%	12.50%	18.75%
Free Cash Flow	0.00%	12.50%	18.75%
Subtotal (financial quantitative criteria)	**0.00%**	**50.00%**	**75.00%**

Quantitative CSR criteria	Minimum	Target	Maximum
CSR	0.00%	15.00%	22.50%
Subtotal (quantitative CSR criteria)	**0.00%**	**15.00%**	**22.50%**

Qualitative criteria	Minimum	Target	Maximum
Strategy	0.00%	17.50%	26.25%
Management	0.00%	17.50%	26.25%
Subtotal (qualitative criteria)	**0.00%**	**35.00%**	**52.50%**
TOTAL	**0.00%**	**100.00%**	**150.00%**

The Board of Directors collectively assesses and determines the results achieved, the rate of achievement of each criterion and the amount of the annual variable compensation at the latest at the meeting dedicated to the consolidated financial statements for the year. Subject to approval by the Shareholders' Meeting, the Board of Directors can, in accordance with the second paragraph of III article L. 22-10-8 of the French Commercial Code, deviate from the standard application of the compensation policy in order to ensure that the annual variable compensation of the CEO correctly reflects the performance of the Company. If the Board of Directors decides, on a proposal from the Compensation Committee and due to very exceptional circumstances linked to external factors, 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 its 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 (targeting performance criteria for the year) without ever exceeding the overall ceiling provided for in the compensation policy. Thus, the Board of Directors could determine, on a proposal from the Compensation Committee, that they would deviate from the standard compensation policy that was previously approved by the shareholders. This can occur for a fiscal year in which new and external circumstances, which were unpredictable when the Board was determining the compensation policy for the related fiscal year, significantly impacted, upward or downward, the rate of achievement of the performance criteria attached to annual variable compensation. The proposed compensation would be submitted to the vote of the next Shareholders' Meeting.

d. 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.

Total stock options and performance shares can not exceed 250% of the base compensation.

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.,* quantitative 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 reference period used for the applicable plan. Each of these conditions may generate a payout varying within a range between zero to a certain pre-established percentage determined by the Board of Directors at the implementation of the plan.

For the year, the Company specifies that long-term compensation will be subject to performance criteria, as detailed below:

- financial criteria which will have the greatest weight amongst all criteria;
- integration of a CSR criterion with several KPIs linked to the Company's long-term strategy in terms of corporate social responsibility;
- a criterion linked to the Company's R&D portfolio.

In addition, the Company leaves itself the possibility of changing the criteria related to long-term remuneration in the event of a major acquisition made by the Company during the year.

The Board of Directors has decided that 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 granting of shares, 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 shares issued following the exercise of options or on performance shares granted until the end of the holding period decided by the Board of Directors.

The Board of Directors has established blackout periods preceding the publication of half-annual 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 fiscal 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.

e. Other benefits

1. Compensation as a Director

Executive 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 Directors.

2. Other benefits

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

f. Post-employment benefits

1. Severance payment

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

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

- payment is equal to 24 months of gross fixed compensation paid for his duties (fixed and variable annual compensation) for the corporate office ;
- the granting of payment is subject to two cumulative performance conditions: (i) maintaining the level of the operating margin of the Company'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 fiscal years preceding the departure at a minimum threshold of €300 million, in line with the Company strategy ;
- payment includes 50% of the amount due under the non-compete agreement associated with the CEO.

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

2. Non-compete payment

The Board of Directors has concluded a non-compete agreement with the CEO in case of departure from the Company 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 total 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 CEO claims his pension rights and that no benefit can be paid in this respect if the CEO 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 agreement upon departure of the Chief Executive Officer by decision of the Board.

3. Retirement schemes

Executive Corporate Officers may benefit from defined contribution plans or defined-benefit plans, which more broadly benefit Company executives, in accordance with the AFEP-MEDEF Code. These elements are considered when determining Executive Corporate Officers' global compensation.

An additional collective defined contribution scheme ("Article 83") was established on 1 July 2019. This scheme, fully funded by the Company, allows Executives to build a supplementary retirement pension with a certain percentage of contribution coming from total cash compensation (annual base compensation and variable).

To manage several types of situations, a defined contribution scheme with individual rights ("Article 82") was established. Under this scheme, fully funded by the Company, a custom amount can be outsourced to an insurance company, determined on an individual basis. It will be subject to several cumulative performance conditions, which are (i) maintenance of the operating margin rate of the Group's activities during the three years preceding the departure at a minimum threshold of 20% and (ii) the maintenance of the free cash flow before capital expenditure (CAPEX) during the three fiscal years preceding the departure at a minimum threshold of 300 million euro, in line with the Group's strategy.

g. Exceptional compensation

1. 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 could not exceed 200% of the base 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.

2. 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 of Ipsen, in order to offset any loss of benefits previously received. This indemnity may be paid in cash, in performance shares or in a mix of cash and performances shares. Any granting 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.

It can not exceed 200% of the annual compensation.

h. Waiver authority of Board of Directors

The Board of Directors may, in accordance with Article L. 22-10-8, III paragraph 2 of the French Commercial Code, depart from the application of the remuneration policy when such departure is temporary, consistent with the Company's interests and necessary to ensure the Company's long-term survival or viability.

Such a waiver may only be made temporarily and in exceptional circumstances, in particular a major event affecting the markets in general or the biopharmaceutical products market in particular. The events that could give rise to the exercise of this discretionary power could include, but are not limited to, exceptional external growth transactions, a major change in strategy or a major economic, political or health crisis.

This discretionary power would apply only to a limited portion of the annual variable compensation and could be exercised either upwards or downwards on the amount of the bonus theoretically achieved (in particular by targeting the performance criteria for the year in question) in application of the performance criteria for the year, without ever exceeding the overall ceiling provided for by the compensation policy.

The Board will provide a detailed justification for any deviation from this limit, taking into account the impact on the Company's performance and the economic consequences of these exceptional circumstances.

The variable annual compensation will be subject to a vote by the General Meeting and may only be paid if the latter votes in favor, in accordance with the provisions of Articles L. 22-10-8 and L. 22-10-34, II of the French Commercial Code.

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

5.4.2.1 Compensation of the Board members

The Board of Directors decided at its meeting on 10 November 2009, with effect from the FY 2010, 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 and the Ethics and Governance Committee receive an additional amount of €20,000 for a full year of service.
- Each Director that 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 decided on 13 December 2017 to implement a variability system related to effective attendance based on the number of annual meetings of the Board and the Committees which they attended, broken down as follows:

- payment of the fixed portion (40%) at the end of 1st half-year; and,
- payment of the variable portion (60%) at the end of 2nd half-year after accounting for the effective attendance at the Board and Committee meetings over the year.

The following table shows the amounts paid during the 2021 and 2022 fiscal years and awarded for those same fiscal years.

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

Directors	Amounts granted for 2021	Amounts paid (*) in 2021	Amounts granted for in 2022	Amounts paid (*) in 2022
Marc de Garidel (1)				
– 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
Antoine Flochel				
– Compensation as Director	€160,000	€160,000	€165,000	€165,000
– Other compensation	–	–	–	–
Anne Beaufour (2)				
– Compensation as Director	–	€395	–	–
– Other compensation	–	–	–	–
Highrock S.àr.l. (3)				
– Compensation as Director	€38,080	€36,962	€45,000	€43,080
– Other compensation	–	–	–	–
Henri Beaufour				
– Compensation as Director	€40,000	€38,800	€38,400	€40,000
– Other compensation	–	–	–	–
Naomi Binoche (4)				
– Compensation as Director	–	–	–	–
– Other compensation	–	–	–	–
Philippe Bonhomme (2)				
– Compensation as Director	–	€ 1,036	–	–
– Other compensation	–	–	–	–
Beech Tree S.A. (3)				
– Compensation as Director	€105,000	€103,964	€97,500	€105,000
– Other compensation	–	–	–	–
Laetitia Ducroquet (5)				
– Compensation as Director	–	–	–	–
– Other compensation	–	–	–	–
Margaret Liu				
– Compensation as Director	€109,973	€98,800	€110,900	€120,973
– Other compensation	–	–	–	–

Directors	Amounts granted for 2021	Amounts paid (*) in 2021	Amounts granted for in 2022	Amounts paid (*) in 2022
David Loew (6)				
– Compensation as Director	–	–	–	–
– Other compensation	see section 5.4.2.3	see section 5.4.2.3	see section 5.4.2.3	see section 5.4.2.3
Michèle Ollier				
– Compensation as Director	€60,000	€60,000	€61,800	€65,000
– Other compensation	–	–	–	–
Jean-Marc Parant (7)				
– Compensation as Director	–	–	–	–
– Other compensation	–	–	–	–
Paul Sekhri				
– Compensation as Director	€104,000	€87,100	€89,132	€109,000
– Other compensation	–	–	–	–
Carol Stuckley (8)				
– Compensation as Director	€70,397	€115,000	–	€44,238
– Other compensation	–	–	–	–
Piet Wigerinck				
– Compensation as Director	€71,400	€75,000	€80,000	€76,400
– Other compensation	–	–	–	–
Karen Witts (9)				
– Compensation as Director	–	–	€101,819	€46,468
– Other compensation	–	–	–	–
Carol Xueref				
– Compensation as Director	€125,000	€123,800	€122,500	€125,000
– Other compensation	–	–	–	–
Total / Gross amount				
– Compensation as Director	**€883,850**	**€900,857**	**€912,051**	**€940,159 (10)**
– Other compensation	**–**	**–**	**–**	**–**

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

(1) Marc de Garidel does not receive any compensation as Director. The compensation elements of Marc de Garidel paid or granted as Chairman of the Board of Directors are presented in section 5.4.2.2 of this document.

(2) Director until 6 January 2020, the amount of director's fees has been calculated *prorata temporis* on the time spent in office during the year.

(3) Director since 6 January 2020, the amount of director's fees has been calculated *prorata temporis* on the time spent in office during the year.

(4) Naomi Binoche was designated as Director representing the employees by the Central Social and Economic Committee on 17 May 2022 and does not receive any compensation relating to her mandate. She holds an employment contract with the Company and, as such, receives compensation that is unrelated to the exercise of her mandate. As a result, this compensation is not communicated.

(5) Laetitia Ducroquet has been designated as Director representing the employees by the European Works Council on 6 November 2020 and does not receive any compensation relating to her mandate. She holds an employment contract with the Company and, as such receives compensation that is unrelated to the exercise of her mandate. As a result, this compensation is not communicated.

(6) David Loew does not receive any compensation as Director. The compensation elements of David Loew as Chief Executive Officer are presented in section 5.4.2.3 of this document.

(7) Director until 24 May 2022, Jean-Marc Parant was designated as Director representing the employees by the Central Works Council on 27 November 2018 and didn't receive any compensation relating to his mandate. He holds an employment contract with the Company and as such receives compensation that is unrelated to the exercise of his mandate. As a result, this compensation is not communicated.

(8) Director until August 2021, the amount of directors' compensation has been calculated on a *prorata* basis for the duration of the functions during the year 2021.

(9) Director since 20 January 2022, the amount of directors' fees has been calculated *prorata temporis* on the basis of time spent in office during the year.

(10) The amounts shown are gross amounts. In 2022, individual directors received a net amount, after deduction, of 12.8% for foreign tax residents and 30% for French residents for withholding tax. Legal entity directors received a net amount after deduction of 25% for withholding tax.

The payment of directors' compensation was suspended between 6 August 2021 and 20 January 2022 following the resignation of Carol Stuckley and until parity on the Board was re-established (return to a minimum of 40% of directors of each gender). The payment was made after this re-establishment.

5.4.2.2 Compensation of the Chairman of the Board

The compensation elements of Marc de Garidel, Chairman of the Board of Directors, were determined by the Board of Directors, upon recommendation of the Compensation Committee, at its meeting held on 28 May 2019 further to the renewal of his office. These elements remain unchanged from 2022.

In accordance with the Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the compensation elements paid during the fiscal year ending 31 December 2022, or granted for the year ending 31 December 2022, to Marc de Garidel in respect of his term of office as Chairman of the Board of Directors, comply with the compensation policy approved by the Shareholders' Meeting held on 24 May 2022 in its twelfth ordinary resolution.

Furthermore, the compensation policy applicable to Marc de Garidel, in respect of his duties as Chairman of the Board, was determined by the Board of Directors, upon recommendation of the Compensation Committee, at its meeting held on 10 February 2022 and will be the subject of a resolution submitted to the approval of the next Shareholders' Meeting.

It is specified that the Chairman of the Board of Directors does not receive variable compensation, multi-annual variable compensation, subscription or purchase options, or performance shares.

A. Summary tables of compensations, options and shares granted to Marc de Garidel, Chairman of the Board

a. Summary table of compensations, options and performance shares (table 1 of the AMF recommendations)

Total amount of compensations, options and performance shares granted for 2022

(gross rounded amount – in euros)	2021 Fiscal Year	2022 Fiscal Year
Marc de Garidel Chairman of the Board of Directors		
Compensation due for the year (see details below)	600,000	600,000
Book value of multi-annual variable compensations granted during the year	—	—
Book value of the options granted during the year	—	—
Book value of the performance shares granted during the year	—	—
Book value of other long-term compensation plans	—	—
Total	**600,000**	**600,000**

b. Summary table of compensations (table 2 of the AMF recommendations)

Total amount of the compensations for 2022 financial year

	2021		2022	
(gross rounded amount – in euros)	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Marc de Garidel Chairman of the Board of Directors				
Base compensation	600,000 (1)	600,000 (1)	600,000	600,000
Annual Variable Compensation	—	—	—	—
Multi-annual variable compensation	—	—	—	—
Exceptional compensation	—	—	—	—
Director's fee	—	—	—	—
Benefits in kind	—	—	—	—
Total	**600,000**	**600,000**	**600,000**	**600,000**

(1) The Board of Directors, at its meeting held on 28 May 2019, confirmed the base compensation of Marc de Garidel to an unchanged annual amount of €600,000, in accordance with what was decided by the Board of Directors at its meeting held on 28 March 2018.

B. Details of the compensation elements granted to Marc de Garidel, Chairman of the Board of Directors

The compensation of the Chairman is determined by the Board of Directors upon recommendation of the Compensation Committee.

The Board of Directors, upon recommendation of the Compensation Committee, fixed, at its meeting held on 28 May 2019, the compensation elements of Marc de Garidel in respect of his duties as Chairman of the Board of Directors. These elements remain unchanged for 2022.

It is recalled that Marc de Garidel was Chairman and Chief Executive Officer until 18 July 2016.

Base compensation

Base compensation is subject to be reviewed by the Board of Directors according to the Company's market position and accounting for changing responsibilities of the Chairman of the Board.

In compliance with the compensation policy applicable to the Chairman of the Board of Directors of Ipsen, approved at the Shareholders' Meeting of 24 May 2022 in its eleventh ordinary resolution, and in compliance with the AFEP-MEDEF Code, the Board of Directors, upon recommendation of the Compensation Committee, also confirmed the base compensation of Marc de Garidel to an unchanged annual amount at €600,000.

Annual variable compensation

The Board of Directors has decided that Marc de Garidel will not receive any variable compensation in respect of his duties as Chairman of the Board of Directors.

Stock options and performance shares

The Board of Directors has decided that Marc de Garidel will not receive any stock options and/or performance shares in respect of his duties as Chairman of the Board.

Compensation as a Director

The Board of Directors has decided that Marc de Garidel will not receive any compensation as a Director, in respect of his office as Chairman of the Board of the Company.

Other benefits

Marc de Garidel receives benefits resulting from the conditions linked to the performance of his duties at Ipsen. The detail of those benefits is as follows:

- assistance in the preparation and filing of personal income tax returns, in relation to his Ipsen compensation in France;
- access to a car driver pool for travel in relation to his Ipsen functions;
- D&O liability insurance consistent with the D&O liability insurance of the Ipsen Group;
- reimbursement of professional expenses incurred in relation to the exercise of his duties at Ipsen; and
- administrative support provided by the Ipsen executive assistants of the Company in relation to his duties at Ipsen.

C. Subscription and/or purchase options and performance shares granted to Marc de Garidel, Chairman and Chief Executive Officer until 18 July 2016

Executive directors and other Company senior executives can be awarded stock options and/or performance shares in the scope of the plans approved and set every year by the Board of Directors upon recommendation of the Compensation Committee. The number of shares vested shall depend on whether applicable performance conditions are met.

In accordance with the AFEP-MEDEF Code (§25.2), no stock options and/or performance shares have been granted to Marc de Garidel, with respect to his office as Chairman of the Board, since 18 July 2016.

Summary of performance shares granted

Marc de Garidel did not benefit from performance shares during FY 2022.

In accordance with the provisions of Article L.225-197-1 of the French Commercial Code, the Board of Directors, at its meetings held on 30 June 2011, 30 March 2012, 28 March 2013, 27 March 2014, 1 April 2015 and 31 May 2016, established rules requiring the Chairman and Chief Executive Officer to retain a number of shares resulting from performance shares, until the end of his term of office, equivalent to 20% of the net capital gain that would be realized upon the sale of the shares resulting from performance shares.

Marc de Garidel, Chairman and Chief Executive Officer until 18 July 2016, undertook a formal commitment not to engage in hedging transactions, either on his options, 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. Regarding the knowledge of the Company, no hedging transactions have been implemented.

Performance shares that have become available during the 2022 fiscal year

During FY 2022, no performance shares became available to the Chairman of the Board.

D. Summary of commitments made to Marc de Garidel, Chairman of the Board of Directors (table 11 of AMF recommendations)

	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	

Employment contract

Marc de Garidel, Chairman of the Board, does not have any employment contract.

Retirement scheme

It is specified that additional pension plans are taken into account in the determination of the total compensation.

Marc de Garidel, Chairman of the Board, may potentially benefit from the Company's defined-benefit additional pension scheme pursuant to the decision of the Board of Directors held on 8 July 2016. This pension commitment more broadly benefits the Company's executives.

The benefit of the pension commitment is subject to:

- a minimum 5-year service,
- claiming Social Security pension at a full rate, and
- the termination of any professional activity with the Company at the date of the liquidation of basic and additional pensions.

However, the right is maintained in case of early retirement or dismissal after the age of 55, subject to non-resumption of professional activity or if classified as having a 2nd or 3rd category of disability.

Furthermore, in case of death of the beneficiary during retirement, the potential right to widow or widower's pension is maintained.

In accordance with regulations, the benefit of this supplementary pension plan is subject to a condition of presence and a cumulative performance condition; the performance conditions are (i) as from 2019 and for the following years, the maintenance of the operating margin rate of the Group's activities during the three years preceding the departure at a minimum threshold of 20% and, as from 2020, a second cumulative performance condition has been introduced with (ii) the maintenance of the free cash flow before capital expenditure (CAPEX) during the three fiscal years preceding the departure at a minimum threshold of 300 million, in line with the Group's strategy.

The pension is calculated at a rate of 0.6% per year of seniority to the part of the reference compensation below 8 times the Annual Social Security Ceiling ("*PASS*") and at a rate of 1% for the part of the reference compensation in excess of 8 times the PASS.

The reference compensation is the average of the total gross compensation received for a full-time position (bonus included) during the last 36 months preceding the end of the contract and/or corporate mandate. Severance payments, expense reimbursement, profit-sharing and incentives are excluded.

Seniority is limited to 40 years.

Terms governing survivors' pension benefits are set forth in the plan.

The annual pension owed to the beneficiaries shall not exceed 45% of their base and variable compensation.

The potential rights are financed by non-individualized premiums paid to an insurance institution. These premiums are deductible from the corporate tax base and subject to the contribution set forth in article L.137-11, I, 2° a) of the Social Security Code at the rate of 24%.

It is reminded that the Company's supplementary defined-benefit pension plan was closed as of 30 June 2019 and that conditional rights were crystallized as of that date for each eligible beneficiary.

For Marc de Garidel, the amount of the annual pension established, as of 31 December 2022, is estimated at €49,527, an amount that remains unchanged since 30 June 2019.

The closure of the defined-benefit scheme in 2019, reduces the expected pension for Marc de Garidel to a level below that calculated in 2016. This pension should progressively amount to a level comparable to the one preceding his appointment as Chairman, should he leave on 31 December of the year of his 62nd birthday (see 2015 Registration Document).

Therefore, it was proposed to create an additional individual defined contribution plan ("Article 82") to fill the gap left by the defined-benefit pension after crystallization and the level calculated in 2016. This would be paid at time of retirement, and in no event before November 2020. The term retirement here is qualified as (1) having vested full rights under the French social security system ("*retraite à taux plein*") and (2) not being a *"mandataire social"* (corporate officer) of Ipsen anymore.

The payment under this individual defined contribution plan will be subject to condition of presence and cumulative performance conditions.

The payment related to this scheme would require validation of the performance achievement by the Board of Directors and would be submitted to vote at the first possible General Shareholders' Meeting following the date of retirement.

For the year ended 31 December, 2022, the Company made no payments under this supplementary pension plan.

Payments or benefits granted or likely to be granted upon termination of his functions within the Group and non-competition indemnities.

Historically, the Chairman of the Board has entered into an agreement with the Board of Directors concerning the implementation of a severance payment and indemnities relating to a non-compete clause. These two indemnities are detailed in the 2021 universal registration document.

As of 2023, the Chairman of the Board has exceeded the maximum age for the application of his two indemnities.

As a result, the severance payment and indemnities related to a non-compete clause are no longer applicable to the Chairman of the Board.

5.4.2.3 Compensation of the CEO

At its meeting on 28 May 2020, the Board of Directors appointed David Loew as Chief Executive Officer with effect from 1 July 2020.

For FY 2022, the compensation elements of David Loew, Chief Executive Officer, were determined by the Board of Directors, upon recommendation of the Compensation Committee, at its meeting held on 10 February 2022.

In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the compensation elements paid during the fiscal year ending 31 December 2022 or granted to David Loew, Chief Executive Officer, for the fiscal year ended on 31 December 2022, in respect of his term of office, comply with the compensation policy approved by the Shareholders' Meeting held on 24 May 2022 in its twelfth ordinary resolution.

It is specified that the payment of the variable compensation elements allocated for FY 2022 will depend on the approval by the next Shareholders' Meeting, to be held in 2023, with reference to the compensation elements paid during the previous year or allocated for the previous year.

In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the compensation policy applicable to David Loew, with respect to his duties as Chief Executive Officer, was determined by the Board of Directors, upon recommendation of the Compensation Committee, at its meeting held on 8 February 2023 and will be subject to a resolution submitted to the approval of the next Shareholders' Meeting.

A. Summary tables of compensations, options and shares granted to David Loew, Chief Executive Officer

Summary table of compensations, options and performance shares (table 1 of AMF recommendations)

(gross rounded amount– in euros)	Fiscal Year 2021	Fiscal Year 2022
David Loew **Chief Executive Officer**		
Compensation granted for the year (see details below)	2,298,000	2,222,000
Book value of multi-annual variable compensations granted during the year	–	–
Book value of the options granted during the year	–	–
Book value of the bonus shares granted during the year [1]	2,536,350 [2]	2,106,164 [3]
Book value of other long-term compensation plans	–	–
Total	**4,834,350**	**4,328,164.00**

(1) For further details, see section 5.4.2.3 paragraphs B and C above.
(2) It was decided by the Board to grant performance shares with a book value of €2,536,350
(3) It was decided by the Board to grant performance shares with a book value of €2,106,164.

Summary table of compensations (table 2 of the AMF recommendations)

(gross rounded amount– in euros)	2021		2022	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
David Loew **Chief Executive Officer**				
Base Compensation	950,000 [1]	950,000 [1]	950,000 [1]	950,000 [1]
Annual Variable Compensation	1,330,000 [2]	498,750	1,254,000 [2]	1,330,000 [2]
Multi-annual variable compensation	–	–		
Exceptionnal Compensation	–	–		
– Integration within the Group				
Special financial indemnity	–	500,000 [3]		500,000 [3]
Compensation as a Director	–	–		
Benefits in kind	18,000 [4]	18,000 [4]	18,000 [4]	18,000 [4]
Total	**2,298,000**	**1,966,750**	**2,222,000**	**2,798,000**

[1] The Board of Directors of 28 May 2020, upon recommendation of the Compensation Committee, decided to set the annual compensation of the Chief Executive Officer for 2020 at €950,000. The annual compensation has been unchanged for 2021 and for 2022.

[2] The Board of Directors, at its meeting held on 8 February 2023, upon recommendation of the Compensation Committee, decided to set the gross target annual variable compensation at €950,000, which may vary within a range between 0% and 150% (*i.e.* €0 up to €1,425,000). The Board of Directors, at its meeting held on 8 February 2023, upon recommendation of the Compensation Committee and in light of the achievement of the criteria it had established, fixed the amount of the annual variable compensation for the Chief Executive Officer for 2022 at €1,254,000. This variable compensation will be paid in 2023, subject to the Shareholders' Meeting approval of the compensation elements paid during the previous fiscal year or granted for the previous fiscal year to the Chief Executive Officer. The performance criteria are presented in paragraph B below.

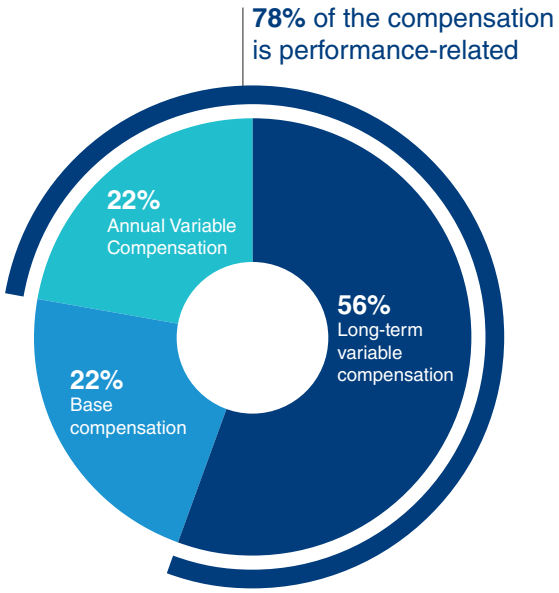
[3] The Boards of Directors of 28 May and 29 July 2020, to compensate for the loss of his existing financial package at his current employer, decided to grant to David Loew:
- an indemnity of €1,000,000 in cash, paid half in the month of the first anniversary of the effective date of taking office as 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. He was present in July 2021 and received half of this indemnity and the second part in July 2022;
- an allocation of 6,579 performance shares for an equivalent amount of €500,000, which will be granted no later than the month following the effective date of taking office as Chief Executive Officer. The acquisition of these shares will be subject to a presence requirement and performance conditions (see below, paragraph B "Special financial indemnity").

[4] Benefits in kind are defined in paragraph B hereunder "Other benefits".

B. Details of the compensation elements granted to David Loew, Chief Executive Officer

The compensation of the Chief Executive Officer is determined by the Board of Directors upon recommendation of the Compensation Committee.

Compensation package for the year 2022



Base compensation

Determination of base compensation for the CEO takes into account Ipsen's reference markets. 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 of the CEO.

The Board of Directors, at its meeting held on 10 February 2022 and upon recommendation of the Compensation Committee, has confirmed David Loew's base compensation for 2022 at a gross annual amount of €950,000, unchanged since his nomination in 2020.

Annual variable compensation

The annual variable compensation is linked to the Company's global performance and to the realization of personal goals set for the Chief Executive Officer.

For FY 2022, the Board of Directors decided to grant David Loew a target gross annual variable compensation of €950,000 (corresponding to 100% of the objectives achieved), which may vary within a range of 0 to 150% (*i.e.,* from €0 to €1,425,000).

Two-thirds of this bonus target amount is based on four quantitative criteria of equal weighting: (i) the levels achieved of consolidated net sales at constant exchange rate, (ii) core operating income before amortization of intangible assets and at current exchange rate, (iii) free cash flow before capital expenditure (CAPEX) and (iv) earnings per share fully diluted. The remaining third depends on three qualitative criteria: (i) strategy, (ii) management and (iii) CSR, details related to the strategy and to the management criteria not made public for confidentiality reasons.

The weighting, the possible variation and the percentage of realization of the quantitative and qualitative objectives decided by the Board of Directors are as follows:

Criteria (Quantitative)	Weigthing	Percentage of achievement[1]	Level of achievement	Payout	Comments
Consolidated revenues	16.67%	138%	23%	€218,500	Consolidated Net Sales at constant exchange rates above the target of €2,7 billion - achieved at €2,8 billion
Operating income from activities	16.67%	150%	25%	€237,500	Core Operating Income (at current exchange rates) above the target fixed at €1 billion, achieved at €1,1 billion
Earnings per share	16.67%	150%	25%	€237,500	Earnings per Share Fully diluted - Group share excluding any change on Palovarotene impairment, above the target fixed at 8 achieved at 9,2
Free Cash Flow	16.67%	150%	25%	€237,500	Free Cash Flow Excluding Capex, achieved above the target fixed at €885m with €968m
Subtotal (quantifiable criteria)	**66.68%**	**147%**	**98%**	**€931,000**	

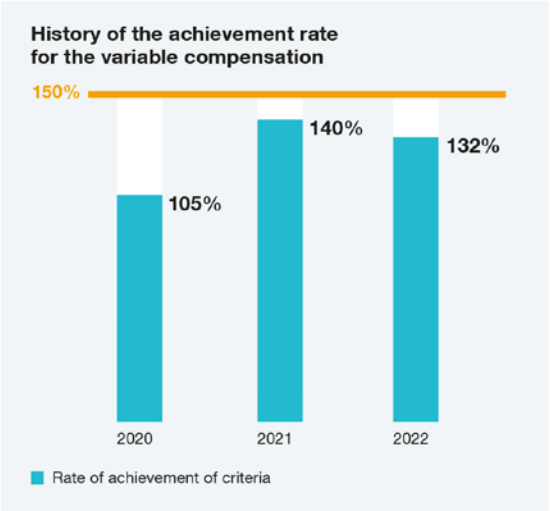
Criteria (qualitative)	Weigthing	Percentage of achievement[1]	Level of achievement	Payout	Comments
Strategy	13.33%	120%	16%	€152,000	Information not provided for confidentiality and strategic reasons
Management	13.33%	85%	11.33%	€107,667	Information not provided for confidentiality and strategic reasons
ESG	6.67%	100%	6.67%	€63,333	Increased the number of women in the highest levels of leadership beyond 42% and promoted corporate citizenship for the benefit of patients and society with more than 28% of employees worldwide participating in supporting health, patient and caregiver organizations
Subtotal (qualitative criteria)	**33.33%**	**82%**	**27.33%**	**€323,000**	
TOTAL	**100%**	**132%**	**132%**	**€1,254,000**	

(1) Percentage of achievement decided by the Board of Directors in its meeting of 8 February 2023.

At its meeting on 8 February 2023, upon recommendation of the Compensation Committee and given the realization of the criteria it had established, the Board of Directors set the amount of the Chief Executive Officer's variable annual compensation for FY 2022 to €1,254,000, corresponding to 132% of the base compensation.

The payment of the variable compensation elements for David Loew is subject to approval at the Annual Shareholders' Meeting, to be held in 2023, to approve the financial statements for the year that ended on 31 December 2022, regarding the compensation elements paid or granted in respect of the past year.

Graph of the historical achievement rate of the bonus criteria



Performance shares

Executive Corporate Officers, as well as certain senior executives of the Company, 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.

The Board of Directors, at its meeting held on 24 May 2022, on recommendation of the Compensation Committee, granted to David Loew 22,406 performance shares (equivalent to 100% of the target). The number of performance shares granted was calculated on the basis of the average market value of the Ipsen share over the 20 trading days preceding a period of 10 business days before the grant date.

This grant represents 0.03% of the total share capital on the day of the grant.

The acquisition of the performance shares is 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 five equally weighted performance criteria (20% each) set by the Board of Directors and assessed over a period of three years:

- the Group's operating income (Group COI), excluding Business Development transactions;
- the change in Ipsen's share price compared to that of other listed companies in the STOXX TMI 600 Health Care index;
- a Corporate Social Responsibility (CSR) criteria including several KPIs;
- the evolution of the pipeline of products under development and from external innovation operations; and
- the free cash flow.

For each of these conditions, the level of compensation (0 - 150%) is defined according to the payment scale included in the applicable plan rules.

Details regarding this allocation are given below.

		Potential variation of the portion	
Criteria	Weighting	Min	Max
Operating income from Group activities (Group COI)	20%	0%	150%
Ipsen share price performance compared to other listed companies included in the STOXX TMI 600 Health Care index	20%	0%	150%
Corporate Social Responsibility (CSR)	20%	0%	150%
Evolution of the pipeline of products under development and from external innovation operations	20%	0%	150%
Free cash flow	20%	0%	150%
Total	**100%**	**0%**	**150%**

Special financial indemnity

The Board of Directors, during its meeting on 28 May 2020, granted David Loew a special financial indemnity to compensate certain advantages David Loew had given up by leaving his previous employer. This special financial indemnity takes the form of:

- an indemnity of €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;
- an allocation of 6,579 performance shares for an amount of €500,000, granted on 29 July 2020, described in section 5.4.1.3. (c) h., above. The acquisition of these shares is subject to a condition of presence within the Company and 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:
  - 60% based on two internal performance conditions, based on (i) the Company Core Operating Income (Company 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
  - 40% based on an external performance conditions measuring the relative performance of Ipsen's stock price compared to that of the other issuers on 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.

Each of these conditions shall be measured by comparing the target threshold and the actual performance of the Company (or the Company's stock price). Each of these conditions may generate a payout varying within a range between 0 and 200%.

Other benefits

David Loew received benefits resulting from the conditions linked to the performance of his duties at Ipsen, in particular: a relocation package to France, an assistance with filing his personal income tax returns, the reimbursement of reasonable attorney fees and expenses incurred in connection with the finalization of the terms and conditions of his office, a company car and driver, the reimbursement of business travel and accommodation expenses incurred whilst exercising his duties, healthcare coverage under a global healthcare policy and death and disability coverage under the Group's policy or a specific policy, D&O liability insurance.

Payments, benefits and compensations likely to be granted to David Loew, Chief Executive Officer

Details regarding these commitments are given below (see section D).

C. Subscription and/or purchase options and performance shares granted to David Loew, Chief Executive Officer

Executive officers and other senior executives of the Company can be awarded stock options and/or performance shares in the scope of the plans approved and set every year by the Board of Directors upon recommendation of the Compensation Committee. The definitive number of stock options and/or performance shares to vest will depend on the applicable performance conditions.

a. Subscription and/or purchase options granted to David Loew, Chief Executive Officer taking effect on 1 July 2020

Subscription or purchase options granted during FY 2022 (table 4 of AMF recommendations)

No option was granted to the Chief Executive Officer, David Loew, during FY 2022.

Synthesis of the subscription or purchase options granted (table 8 of AMF recommendations)

The Chief Executive Officer, David Loew, does not hold any Ipsen options.

No options were still valid on 31 December 2022. For more information about subscription or purchase options, see section 5.6.1.3.1.

Subscription or purchase options exercised during FY 2022 (table 5 of AMF recommendations)

No options were exercised by the Chief Executive Officer, David Loew, during FY 2022.

b. Performance shares granted to David Loew, Chief Executive Officer

Performance shares granted during the FY 2022 (table 6 of AMF recommendations)

	Plan Date	Number of performance shares granted	Book value of the shares (per share) [1]	Book value of the shares [1]	Acquisition date	Date of availability	Performance Conditions
David Loew Chief Executive Officer	24/05/2022	22,406 [2]	€94.00	€2,106,164	24/05/2025	26/05/2025	yes

(1) Share value at the date of grant. For additional information see Note 5 of the consolidated financial statements. The global amount of granted shares book value is listed in table 1 above.
(2) Allocation subject to performance conditions, representing 0.03% of the share capital as of 24 May 2022.

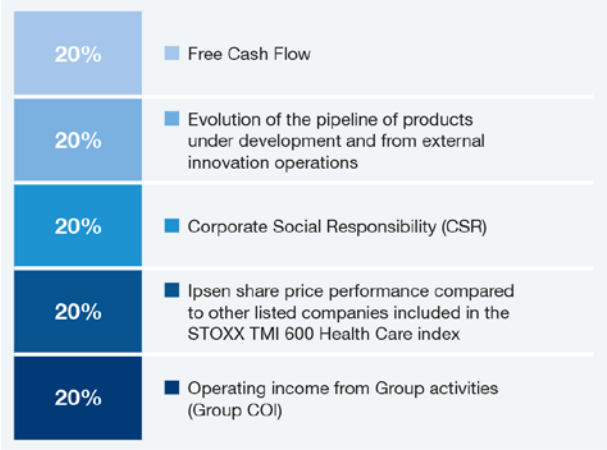
The number of performance shares granted is calculated on the basis of the average market value of the Ipsen share over the 20 trading days preceding a period of 10 business days before the grant date.

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 five equally weighted performance criteria (20% each) set by the Board of Directors and assessed over a period of three years:

- the Company's operating income (Company COI), excluding Business Development transactions;
- the change in Ipsen's share price compared to that of other listed companies in the STOXX TMI 600 Health Care index;
- a Corporate Social Responsibility (CSR) criteria with several KPIs;
- the evolution of the pipeline of products under development and from external innovation operations; and
- the free cash flow.

For each of these conditions, the level of compensation (variable within a range of 0 - 150%) is defined according to the payment scale included in the applicable plan rules.

Each of these conditions shall be measured by comparing the target threshold and the actual performance of the Company (or the Company's stock price). Each of these conditions may generate a payout varying within a range between 0 and 150%.



According to the compensation policy of the Chief Executive Officer, approved by the Shareholders during the Shareholders' Meeting of 24 May 2022, the Board of Directors decided that the Chief Executive Officer would have to retain, until the end of his 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 performance shares.

History of performance shares granted

The table below describes, as of 31 December, 2022, all performance shares granted to the Chief Executive Officer.

Corporate officer	Date of grant	Quantity granted	Definitive acquisition date	Date of availability	Nb of shares to be held
David Loew **Chief Executive Officer**	29/07/2020	37,829 *	29/07/2023	29/07/2023	20% of the net capital gain
	27/05/2021	30,063	27/05/2024	27/05/2024	
Total		**67,892**			

* including 6,579 performance shares related to the financial compensation indemnity.

1) July 29, 2020 performance share grant

The Board of Directors, which met on 29 July, 2020, decided, on the proposal of the Compensation Committee, to set the number of shares thus granted to David Loew, Chief Executive Officer, at 31,250 performance shares (corresponding to 100% of the expected performance), it being specified that the number of performance shares thus granted was calculated on the basis of the average stock market value of the Ipsen share over the 20 stock market trading days preceding a period of 10 business days prior to the grant date.

This grant represents 0.04% of the share capital as of the date of the grant.

Vesting 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 actually acquired will depend on the level of achievement of the performance conditions set by the Board and assessed over a three-year period; namely

- 60% based on two internal performance conditions, based on (i) Group Operating Income (Group COI), excluding Business Development transactions, for 40% and (ii) Corporate Social Responsibility (CSR) criteria for 20%. For each of these conditions, the level of compensation (0 - 200%) is defined according to the payment scale included in the applicable plan rules; and
- 40% with regard to an external performance condition, relating to the relative performance of the Ipsen share price compared to that of other listed companies included in the STOXX TMI 600 Health Care Index. On the basis of his ranking, the level of compensation (0 - 200%) will be defined according to the payment scale included in the applicable plan rules.

Each of these conditions will be measured by comparing the target threshold and the Company's actual performance (or the Company's stock price). Each of these conditions may generate a payout ranging from 0% to 200%.

2) 27 July, 2021 performance share grant

The Board of Directors, which met on 27 May, 2021, decided, on the proposal of the Compensation Committee, to set the number of performance shares granted to David Loew, Chief Executive Officer, at 30,063 (corresponding to 100% of the expected performance), it being specified that the number of performance shares granted was calculated on the basis of the average market value of Ipsen shares over the 20 trading days preceding a period of 10 business days prior to the date of grant.

This grant represents 0.04% of the share capital on the date of grant.

Vesting of the performance shares is subject to a condition of presence within the Company at the end of the vesting period. The number of performance shares actually acquired depends on the level of achievement of five performance criteria of equal weight (20% each) set by the Board and assessed over a three-year period; namely

- operating income from Group activities (Group COI), excluding Business Development transactions;
- the evolution of the Ipsen share price compared to other listed companies included in the STOXX TMI 600 Health Care index;
- a Corporate Social Responsibility (CSR) criterion with several KPIs;
- the evolution of the pipeline of products under development and from external innovation operations;
- Free cash flow.

For each of these conditions, the level of remuneration (0 - 150%) is defined according to the payment scale included in the applicable plan rules.

Performance shares that became available in fiscal year 2022

During fiscal year 2022, no performance shares became available to the Chief Executive Officer.

D. Summary of commitments issued in favor of David Loew, Chief Executive Officer (table 11 of AMF recommendations)

	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	

Employment contract

David Loew, Chief Executive Officer as of 1 July 2020, does not have an employment contract.

Additional pension plan

It is specified that additional pension plans are considered as part of the determination of total compensation.

David Loew should benefit from the existing defined contribution pension schemes (*"régimes de retraite complémentaire à cotisations définies"*) of the Company (Article 83), including the one specific to executives.

The estimated pension level for these contributions would be €11,540 per year, if he retired at the age of 62.

Payments or benefits granted or likely to be granted upon termination of his functions within the Group

At its meeting held on 29 May 2020, the Board of Directors decided to grant David Loew, Chief Executive Officer, the benefit of a severance payment on the following terms, in accordance with the recommendations of the AFEP-MEDEF Code.

In case of forced departure (*"départ contraint"*), David Loew will benefit from a severance payment:

- equivalent (at maximum) to the compensation (fixed and variable) paid for his duties as Chief Executive Officer for the last two closed fiscal years (or, in the event there would not be two fiscal years closed at the time of the departure, 24 times the average monthly gross fixed and variable (STI scheme only, excluding any other variable compensation, exceptional compensation and long-term incentives) compensation actually received since the start of the corporate office as Chief Executive Officer),
- subject to performance conditions in accordance with the 2020 compensation policy, and
- constituting a global lump-sum indemnity including, if applicable, up to 50% of the amount payable for the non-compete agreement described below.

In the event of departure within the period of three years immediately following the appointment as Chief Executive Officer, the maximum amount to which David Loew will be eligible (*i.e.,* 24 months of fixed and variable compensation) will be adjusted downwards *prorata temporis* to the number of months actually carried out as Chief Executive Officer (based on the ratio: number of months of presence / 36 months). In this case, assuming the non-compete is not be waived by the Company and as an exception to the lump-sum principle above-mentioned, the related non-compete indemnity would be granted in addition to this prorated severance pay (provided that the total of these combined amounts does not exceed the threshold of 24 months of fixed and variable compensation).

Non-compete payment

On 29 May 2020, the Board of Directors fixed the non-compete payment for David Loew. With the respect to for his non-compete, David Loew will receive an indemnity:

- at the end of each month during which he has complied with the commitment (for a duration of 12 months);
- equivalent to 50% of gross average monthly compensation – fixed and variable compensation (short-term incentive scheme only, excluding any other variable compensation, exceptional compensation and long-term incentives) – received during the 12 months prior to his departure from the Company;
- deemed to be included in the severance pay, if it is due, to the extent indicated above;
- it is specified that the Board of Directors reserves its right to waive the implementation of this non-compete agreement. For confidentiality reasons, the content of this non-compete agreement cannot be made public.

It is specified that the non-compete agreement will not apply and no non-compete indemnity will be paid if David Loew leaves the Company to retire or has reached the age of 65 at the date of effective departure.

In any case, the cumulative amount paid (if applicable) for the severance package and the non-compete payment cannot exceed the threshold of 24 months of fixed and variable compensation (short-term incentive scheme only, excluding any other variable compensation, exceptional compensation and long-term incentives).

According to the Articles L.22-10-8 and L.22-10-34 from the French Commercial Code, the compensation policy applying to David Loew as Chief Executive Officer was determined by the Board of Directors, upon recommendation of the Compensation Committee, on 8 February 2023. These elements will be subject to the approval of the next shareholder meeting in 2023.

5.4.3 Comparative table of compensation of the Chairman and Chief Executive Officer with respect to other employees compensation and Company performance

Under Article L.22-10-9 of the French Commercial Code, and pursuant to the recommendations of the AFEP-MEDEF Code, the changes in compensation of the Executive Corporate Officers with respect to other employees than corporate officers, based on full time equivalent, are shown below and are put into perspective against the Company's performance over the past five years.

The figures shown were calculated across the Company scope, as well as across an expanded scope including all Ipsen employees in France, so as to consider a scope representative of Ipsen's operations in France.

The Ipsen performance criteria shown, and their changes in comparison to the changes in compensation, were determined due to their relevance to the Company's strategy in terms of growth and profitability:

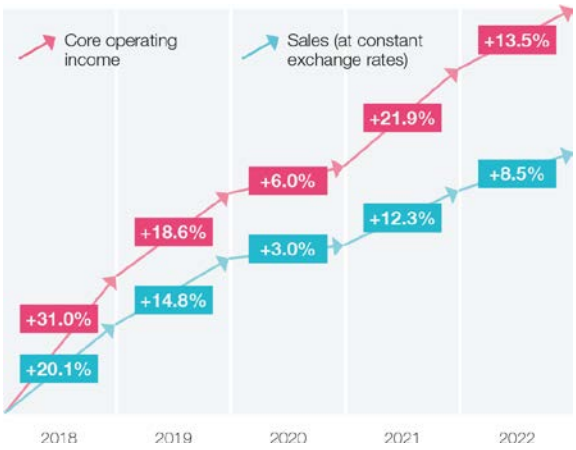
- Change in Ipsen sales (%) vs. prior year, and
- Change in core operating income (%) vs. prior year.

		2018	2019	2020	2021	2022
Information on the scope of the listed company IPSEN S.A.						
Chairman of the Board of Directors	Average	0.8	0.5	0.6	0.6	0.5
	Median	0.6	0.5	0.6	0.6	0.5
Chief Executive Officer	Average	4.1	2.6	4.0	3.9	3.5
	Median	3.3	2.6	4.0	3.9	3.6
Additional information on the expanded scope (all Ipsen Group employees in France)						
Chairman of the Board of Directors	Average	8	8	7	7	6
	Median	12	10	10	10	8
Chief Executive Officer	Average	44	38	47	48	44
	Median	63	50	65	67	59
Compensation evolution						
Annual change in compensation of Corporate Officers	Chairman of the Board of Directors	-82.0%	-8.3%	0.0%	0.0%	0.0%
	Chief Executive Officer	7.3%	-13.6%	34.1%	-0.3%	10.2%
Annual change in average employee compensation		2.5%	1.8%	6.9%	2.6%	20.9%*
Employees' compensation						
Average compensation of employees in the expanded scope (all employees of the Ipsen Group in France)		€77,989	€79,375	€84,832	€82,635	€99,911*
Median compensation of employees in the expanded scope (all Ipsen Group employees in France)		€54,718	€59,402	€61,691	€59,494	€75,041*
Company's performances						
Annual change in Company performance as a percentage of annual change in sales (at constant exchange rates)		20.1%	14.8%	3.0%	12.3%	8.5%
Annual change in Company performance as a percentage of annual change in core operating income		31.0%	18.6%	6.0%	21.9%	13.5%

* at the end of 2022, the scope of the company in France has been modified with the divestment of the Consumer HealthCare division.

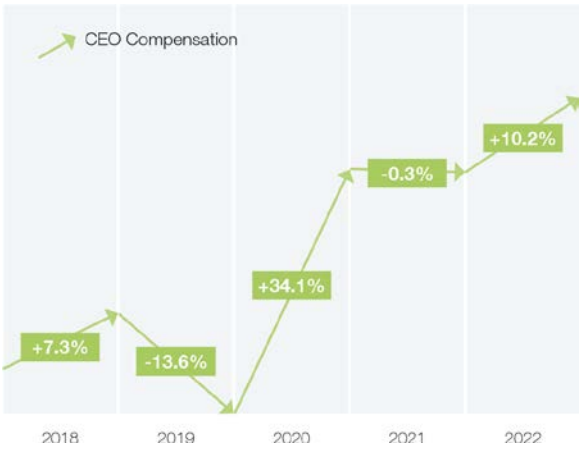
Notes per year of reference:
- 2018: Marc de Garidel in his role of Chairman full year, David Meek in his role of CEO full year.
- 2019: Marc de Garidel in his role of Chairman full year, David Meek in his role of CEO full year.
- 2020: Marc de Garidel in his role of Chairman full year, David Meek's annual variable payment done in 2020 for 2019, Aymeric Le Chatelier in his role of interim CEO from 1 January to 30 June, David Loew in his role of CEO with effect on 1 July.
- 2021 / Marc de Garidel in his role of Chairman full year, David Loew as CEO full year.
- 2022 / Marc de Garidel in his role of Chairman full year, David Loew as CEO full year.

Additional methodological notes:
- Elements of compensation: all the elements paid, granted or due during the reference year: Base pay, annual bonus, exceptional bonus, director's fees, LTIs (IFRS value), benefits in kind, profit sharing.
- Full time equivalents including all fixed-term and open-ended contracts present each year.



Annual evolution between 2018 and 2022 of the Company Performance*

* measured in percentage of the annual evolution in Sales (at constant exchange rates) and the Core operating income)



Annual evolution between 2018 and 2022 of the CEO Compensation

After the resignation of David Meek effective as of 31 December 2019, Aymeric Le Chatelier was appointed CEO *ad interim* from 1 January 2020 to 30 June 2020. David Loew is CEO since 1 July 2020.

5.4.4 Compensation paid or awarded in 2022 (Article L.22-10-34 II of the French Commercial Code)

Marc de Garidel, Chairman of the Board of Directors

Compensation components of Marc de Garidel, Chairman of the Board of Directors, subject to a vote	Amounts paid during the past fiscal year	Amounts granted for the past fiscal year, or book value	Presentation
2022 Base compensation	€600,000	€600,000	Annual base compensation
Severance payment	–	–	No severance pay
Retirement scheme	–	–	No pension payments
Non-compete payment	–	–	No non-competition indemnity paid

David Loew, Chief Executive Officer

Compensation components of David Loew, Chief Executive Officer, subject to a vote	Amounts paid during the past fiscal year	Amounts granted for the past fiscal year	Presentation
2022 fixed compensation	**€950,000**	**€950,000**	Fixed annual compensation.
2022 annual variable compensation	**€1,330,000** (Amount paid after approval at the 2022 Shareholders' Meeting)	**€1,254,000** (Amount to be paid after approval at the 2023 Shareholders' Meeting, subject to its yes vote)	Amount allocated for the past fiscal year with: • Determination of variable compensation is based two-thirds on quantitative criteria and one-third on qualitative criteria; • Maximum percentage of fixed compensation that variable compensation may represent: 100%. The Board of Directors, on the recommendation of the Compensation Committee on 8 February 2023, considering the realization of the pre-established criteria, set the amount of the annual variable compensation of the Chief Executive Officer for 2022 at €1,254,000. This amount will be paid following the Shareholders' Meeting held in May 2023 to approve the amounts of the compensation components to be paid or granted to David Loew for the previous year.
Stock options, performance shares, or any other long-term benefit (warrants, etc.)		**€2,106,164**	22,406 shares were granted representing 0,03% of the share capital. The acquisition of the performance shares is 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 five equally weighted performance criteria (20% each) set by the Board of Directors and assessed over a period of three years, i.e.: • the Group's operating income (Group COI), excluding Business Development transactions; • the change in Ipsen's share price compared to that of other listed companies in the STOXX TMI 600 Health Care index; • a Corporate Social Responsibility (CSR) criteria including several KPIs; • the evolution of the pipeline of products under development and from external innovation operations; • the free cash flow. For each of these conditions, the level of compensation (0 - 150%) is defined according to the payment scale included in the applicable plan rules.
Special financial indemnity	**€500,000**	**€500,000**	At its meeting on 29 July 2020, and in consideration of the benefits that David Loew renounced by leaving his previous position, the Board of Directors decided to grant an indemnity of €1,000,000 in cash, half of which will be paid on the month of the first anniversary of the effective date of assumption of duties as Chief Executive Officer, *i.e.* in July 2021, and half of which will be paid on the month of the second anniversary of the effective date of assumption of duties as Chief Executive Officer, *i.e.* in July 2022, these payments being subject to David Loew's presence within the Company on the day on which they are made.
Benefits in kind	**€18,000**	**€18,000**	Payment of car allowance.
Severance payment	**NA**	**NA**	No severance pay for David Loew
Retirement scheme		**€236,071**	Total contributions to the defined contribution pension plan (Article 83) for David Loew
Non-compete payment	**NA**	**NA**	No non-competition indemnity paid to David Loew

5.5 AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

This is a translation into English of the statutory auditor's special report on regulated agreements issued in French and it is provided solely for the convenience of English-speaking users.This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the shareholders of Ipsen S.A.,
Ipsen S.A.
Registered office: 65, Quai Georges Gorse – 92100 Boulogne-Billancourt

For the year ended 31 December 2022

As the statutory auditors of your company, we hereby present to you our report on the regulated agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, as well as the reasons for the interest of the company in the agreements of which we have been informed or we may have identified in the performance of our audit , without expressing an opinion on their usefulness and appropriateness or identifying such other agreements, if any. It is your responsibility, in accordance with article R.225-31 of the French Commercial Code (Code de commerce), to assess the relevance of these agreements prior to their approval.

Additionally, it is our responsibility, where applicable, to provide you with the information required by article R.225-31 of the French Commercial Code (Code de commerce) relating to the execution, during the past year, of agreements already approved by the Shareholder's Meeting.

We conducted our procedures in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement.

AGREEMENTS PRESENTED FOR THE APPROVAL OF THE SHAREHOLDERS' MEETING

We inform you that we were not advised of any agreements authorized and signed during the past financial year to be presented for the approval of the Shareholders' Meeting in accordance with the provisions of article L.225-38 of the French Commercial Code.

AGREEMENTS ALREADY APPROVED BY THE SHAREHOLDERS' MEETING

We inform you that we have not received notice of any agreements already approved by the Shareholders' Meeting for which the implementation would have continued in the past fiscal year.

Neuilly-sur-Seine and Paris la Défense, February 15, 2023

The Auditors

PricewaterhouseCoopers Audit	KPMG S.A.
Stéphane Basset	Catherine Porta

5.6 SHARE CAPITAL AND SHAREHOLDING

5.6.1 Share capital

5.6.1.1 Amount of the share capital

As of 31 December 2022, the share capital of the Company amounted to €83,814,526 divided into 83,814,526 ordinary shares fully subscribed and paid-up of same class, each with a par value of €1. The share capital amount has not changed since that date.

All the shares are registered or bearer shares and are freely transferable. They are traded on Euronext Paris (Compartment A) (ISIN code FR 0010259150).

To the best of the company's knowledge, it has not pledged any significant part of its capital.

5.6.1.2 Changes in share capital

The table below summarizes the evolution of the share capital over the past five financial years. The share capital has not been modified since 31 July 2019.

Date	Operation	Par value per share (in euros)	Number of shares	Nominal amount (in euros)	Share or contribution premium (in euros)	Cumulative share or contribution premiums (in euros)	Cumulated amount of share capital (in euros)	Cumulated number of outstanding shares
14/02/2018	Options exercises	1	50,251	50,251	1,790,946	740,889,758	83,782,308	83,782,308
30/05/2018	Options exercises	1	11,820	11,820	421,265	741,311,022	83,794,128	83,794,128
31/12/2018	Options exercises	1	14,633	14,633	420,439	741,731,462	83,808,761	83,808,761
31/07/2019	Options exercises	1	5,765	5,765	138,418	741,869,880	83,814,526	83,814,526

5.6.1.3 Potential share capital

As of 31 December 2022, there are no financial instruments in force that could result in the creation of new shares:

5.6.1.3.1 Stock purchase or subscription options plans

The last stock subscription or purchase option plan implemented by the Company is expired since 10 November 2019. No option was still valid on 31 December 2022.

5.6.1.3.2 Bonus Shares and Performance shares grants

Description

The final acquisition of the shares granted as part of the 2020 and 2021 plans, also mentioned in the table below, is effective for all the beneficiaries after an acquisition period of two years for half of the acquired shares and of three years for the remainder, with the exception of the Executive Leadership Team members, for whom the acquisition period is of three years. The acquired shares are not subject to any holding period, with the exception of the limitations applicable to the corporate officers.

The final acquisition is then effective subject to a presence condition and, for certain plans, to the achievement of performance conditions, mainly for the Executive Leadership Team members, set out by the Board of Directors at the time of the allocation.

The Shareholders' Meeting held on 24 May 2022, acting as an Extraordinary Shareholders' Meeting, authorized the Board of Directors to carry out free grants of existing shares and/or to be issued to salaried staff members and/or certain corporate officers, on one or several occasions. This Shareholders' Meeting granted all the powers to the Board of Directors to implement such free grant of shares.

During the 2022 financial year, 257,262 shares were transferred to beneficiaries at the end of the definitive acquisition period for bonus shares granted under the 28 May 2019, 12 February 2020 and 29 May 2020 plans, under the form of existing shares.

As of 31 December 2022, with respect to all Ipsen plans, 904,667 rights to bonus shares that may be acquired by beneficiaries were still valid (after deduction of the number of shares acquired or of rights cancelled to take into account the departure of certain beneficiaries), under the form of existing shares. No increase of share capital is to be planned.

The following table (table 10 of AMF recommendations) presents, as of 31 December 2022, the description and terms of the Ipsen bonus shares and performance shares granted, subject to the completion of presence conditions and, for certain grants, of performance conditions set out by the Board of Directors:

Date of the Shareholders' Meeting	Date of the Board of Directors	Number of Bonus shares granted				Date of final acquisition	Date of availability	Number of Bonus shares		
		Total number		Of which number granted				Cancelled as at 31/12/2022	Number of shares transferred or created	Outstanding as at 31/12/2022
		Of beneficiaries	Of Bonus shares	To Company officers	Of Bonus shares					
30/05/2018	28/05/2019	644	64,100	–	–	28/05/2022	30/05/2022	31,145	32,955	–
30/05/2018	28/05/2019	164	58,580	–	–	28/05/2022	30/05/2022	26,735	37,288 [2]	–
30/05/2018	28/05/2019	12	43,520 [1]	1	11,730	28/05/2022	30/05/2022	23,630	10,056 [2]	–
30/05/2018	12/02/2020	64	71,650	–	–	12/02/2022	14/02/2022	36,250	35,400	–
29/05/2020	29/05/2020	909	223,154	–	–	29/05/2022	30/05/2022	81,161	141,993	–
29/05/2020	29/05/2020	743	120,243	–	–	29/05/2023	30/05/2023	49,862	280	70,101
29/05/2020	29/05/2020	176	176,871 [1]	1	4,690	29/05/2023	30/05/2023	54,077	–	122,794
29/05/2020	29/07/2020	1	37,829 [1]	1	37,829	29/07/2023	31/07/2023	–	–	37,829
29/05/2020	27/05/2021	32	24,400	–	–	27/05/2023	29/05/2023	4,685	–	19,715
29/05/2020	27/05/2021	907	172,930	–	–	27/05/2023	30/05/2023	43,175	–	129,755
29/05/2020	27/05/2021	740	93,090	–	–	27/05/2024	28/05/2024	25,050	–	68,040
29/05/2020	27/05/2021	181	161,313 [1]	1	30,063	27/05/2024	28/05/2024	21,925	–	139,388
27/05/2021	24/05/2022	13	61,701	1	22,406	24/05/2025	26/05/2025	–	–	61,701
27/05/2021	24/05/2022	147	60,636 [1]	–	–	24/05/2025	26/05/2025	3,535	–	57,101
27/05/2021	24/05/2022	44	9,762 [1]	–	–	24/05/2024	27/05/2024	–	–	9,762
27/05/2021	24/05/2022	147	60,636	–	–	24/05/2024	27/05/2024	3,535	–	57,101
27/05/2021	24/05/2022	664	70,513	–	–	24/05/2024	27/05/2024	4,823	–	65,690
27/05/2021	24/05/2022	664	70,513	–	–	24/05/2025	26/05/2025	4,823	–	65,690
Total			**1,581,441**		**106,718**			**414,411**	**257,972**	**904,667**

(1) Shares granted under performance conditions, see section 5.6.1.3.2.
(2) The Board of Directors, at its meeting held on 24 May 2022, noted the achievement of performance conditions attached to these shares.

Grants of Ipsen performance Shares to the employees during financial year 2022

During the 2022 financial year, the top ten Group employees (excluding corporate officers) to whom have been granted the highest number of performance shares, received a total number of 36,166 rights to performance shares.

5.6.1.4 Authorized and non-issued share capital

The Combined Shareholders' Meetings held on 27 May 2021 and 24 May 2022 delegated its authority to the Board of Directors regarding shares capital increases as follows, it being specified that are only mentioned below the ongoing delegations and authorizations as of 31 December 2022:

Issues reserved to shareholders

	Ongoing authorizations		
	Date of the Shareholders' Meeting (resolution number)	Duration (expiry)	Maximum nominal amount of the share capital increase authorized
Share capital increase by incorporating reserves, profits and/or premiums as bonus shares grant and/or increase share par value	27 May 2021 (19th)	26 months (26 July 2023)	20% of the share capital (1, 5, 9)
Share capital increase by issues of ordinary shares and/or securities with retention of preferential subscription rights for shareholders	27 May 2021 (20th)	26 months (26 July 2023)	20% of the share capital (1, 2, 5, 9)

Issues without preferential subscription rights for shareholders

	Ongoing authorizations		
	Date of the Shareholders' Meeting (resolution number)	Duration (expiry)	Maximum nominal amount of the share capital increase authorized
Share capital increase by issues of ordinary shares or securities without preferential subscription rights for shareholders by offer to the public	27 May 2021 (21st)	26 months (26 July 2023)	10% of the share capital (1, 3, 4, 5, 9)
Share capital increase by issues of ordinary shares or securities without preferential subscription rights for shareholders by private placement	27 May 2021 (22nd)	26 months (26 July 2023)	10% of the share capital (1, 3, 4, 5, 9)
Share capital increase to compensate contributions in kind of shares or securities	27 May 2021 (24th)	26 months (26 July 2023)	10% of the share capital (1, 5, 9)

Issues reserved to employees (and, if applicable, to company officers)

	Ongoing authorizations		
	Date of the Shareholders' Meeting (resolution number)	Duration (expiry)	Maximum nominal amount of the share capital increase authorized
Share capital increase reserved for members of a company savings plan	27 May 2021 (25th)	26 months (26 July 2023)	5% of the share capital (1,5)
Stock subscription and purchase options granted to employees and company officers	27 May 2021 (26th)	26 months (26 July 2023)	3% of the share capital (1, 5, 6, 8)
Authorization to allocate free of charge existing shares and/or shares to be issued to waged staff members and/or certain company officers	24 May 2022 (18th)	26 months (23 July 2024)	3% of the share capital (6, 7, 8)

(1) Based on a share capital of €83,814,526 as at the date of the combined Shareholders' Meeting held on 27 May 2021.
(2) Global common limit of 20% of the share capital as of the date of the 27 May 2021 combined Shareholders' Meeting.
(3) The issues decided under this delegation are deducted from the global common limit of 20% of the share capital.
(4) The issues decided under delegations by offer to the public or private placement are deducted respectively from limits of each delegation, in addition to the global limit of 20% of the share capital.
(5) Unused.
(6) Common limit of 3% of the share capital.
(7) On the basis of a share capital of € 83,814,526 on 24 May 2022, date of the Combined Shareholders' Meeting.
(8) Sub-ceiling of 20% of the share capital within this envelop for allocation to company officers of the Company.
(9) Suspended in period of public offer.

5.6.1.5 Number of shares held by the Company

Authorizations

Share repurchase program and cancellation of shares

	Ongoing authorizations		
	Date of the Shareholders' Meeting (resolution number)	Duration (expiry)	Characteristics
Share repurchase	24 May 2022 (17th resolution)	18 months (23 November 2023)	Maximum repurchase price per share: €200 Limit of 10% of the number of shares comprising the share capital [1]
Cancellation of shares	27 May 2021 (18th resolution)	24 months (26 May 2023)	10% of the share capital as of the date of decision of cancellation

[1] Suspended in period of public offer. This authorization has been used in 2022, mainly as part of a share buyback program in a total number of 125,000 shares of the Company, see section 5.6.1.6 below.

Treasury shares

As of 31 December 2022, the Company held 1,175,285 of its own shares dedicated to the covering of its bonus shares and performance shares plans.

As of 28 February 2023, the Company held 1,166,200 of its own shares dedicated to the covering of its bonus shares and performance shares plans (see section 5.6.1.3.2).

5.6.1.6 Share repurchase programs

Since 26 February 2007, the Company implements a liquidity contract compliant with the market practice admitted by regulations, for a one-year period with tacit renewal. As of 31 December, 2022, the following resources were included to the dedicated liquidity account: 24,069 shares and €2,483,094.99.

This liquidity contract is implemented with the company ODDO BHF. The operations carried out in this context are summarized in the table below.

The Combined Shareholders' Meeting held on 24 May 2022 conferred to the Board of Directors an authorization to repurchase the Company's shares for an 18 month period and terminated the prior authorization granted on 27 May 2021. Pursuant to this authorization, the Board of Directors decided on 24 May 2022 to set up a new share repurchase program with a limit of 10% of the share capital.

On 1 June 2022, the Company announced having given to an investment-services provider a mandate to purchase 125,000 Ipsen shares, or about 0.15% of the share capital, over a maximum period of 3 months. The shares purchased under this agreement will be allocated to cover its employee free share-allocation plan. This mandate ended on 1 September 2022 due to the acquisition of the target number of shares for a total amount of €11.3 million.

257,262 treasury shares have been used in 2022 as part of final share grants to employees (see 5.6.1.3).

Review of the share buyback program

The following tables present the purchase and sale transactions carried out by the Company in respect of its own shares, between the opening and closing dates of the 2022 financial year:

Number of shares purchased:	481,661
Average purchase price:	€97.24
Number of shares sold:	491,645
Average sale price:	€98.13
Total amount of dealing and brokerage expenses:	€47,040.43
Number of shares used in 2022:	257,262 shares for shares grant plans
Number of shares registered in the name of the Company at the end of the financial year:	1,175,285 (of which mainly 24,069 shares within the liquidity contract and 125,000 within the repurchase mandate)
Estimated value at the average purchase price:	€114,284,713.40
Nominal value:	€1,175,285 including: • €1,026,216 dedicated to the coverage of options and shares plans • €125,000 as part of the share buyback program • €24,069 within the liquidity contract for the purposes of the animation of shares

Distribution of own shares	% of the share capital
Animation of share price	0.03%
Coverage of plans and share buyback programs	1.37%
Securities giving right to shares	–
External growth operations	–
Cancellation	–

Description of the share buyback program submitted to the Combined Shareholders Meeting of 31 May 2023 (15th resolution)

The purpose of this program description is to indicate, in accordance with Articles 241-1 *et seq.* of the General Regulations of the *Autorité des marchés financiers*, the objectives and terms and conditions of the share buyback program to be submitted to the Combined Shareholders Meeting to be held on 31 May 2023.

The objectives of the share buy-back program are as follows:

- 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 authorized under the regulations, it being specified that within this context, the number of shares used to calculate the 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 Extraordinary Shareholders' Meeting.

The terms of the share buyback program submitted to the Shareholders' Meeting of 31 May 2023 are presented in the table below:

Features of securities	Maximum proportion of capital	Maximum number of shares	Maximum unit purchase price (per share)
Ordinary shares	10%		€200

The authorization given to the Board of Directors to implement the share buyback program shall be granted for a period of 18 months from the Shareholders' Meeting of 31 May 2023, *i.e.* until 30 November 2024, subject to the approval of the program by the Ordinary Shareholders' Meeting.

5.6.1.7 Non-equity securities

As at 2 December 2015, the Company organized an emission plan of commercial papers (NEU CP – Negotiable EUropean Commercial Paper) to satisfy the general needs for financing the Group.

The case of financial display about the emission plan of commercial papers and the outstanding discounted bills of emissions can be consulted on the *Banque de France* website (www.banque-france.fr).

On 16 June 2016, the Company also subscribed to a seven-year public bond issue for an amount of €300 million, maturing on 16 June 2023. This loan bears interest at an annual rate of 1.875%.

Finally, on 23 July 2019, the Company subscribed to a private placement of bonds in the United States for an amount of USD 300 million. This placement comprises two tranches with maturities of seven and ten years.

5.6.2 Shareholding

5.6.2.1 Share ownership and voting rights

As of 31 December 2022, the Company's share capital amounted to €83,814,526 divided into 83,814,526 shares, each with a par value of €1. The corresponding theoretical number of voting rights amounted to 132,089,923 and the number of net voting rights amounts to 130,914,638.

The difference between the number of shares and voting rights results from double voting rights.

The difference between the number of theoretical voting rights and the number of real voting rights corresponds to the number of treasury shares.

As of 31 December 2022, to the best knowledge of the Company, its main shareholders are:

	Share capital		Gross voting rights		Net voting rights	
	Number	Percentage	Number	Percentage	Number	Percentage
Beech Tree [1], incl.:	21,816,679	26.03	43,633,357	33.03	43,633,357	33.33
• *Directly by Beech Tree SA*	*8,310,253*	*9.92*	*16,620,505*	*12.58*	*16,620,505*	*12.70*
• *Indirectly through MR BMH*	*13,506,426*	*16.11*	*27,012,852*	*20.45*	*27,012,852*	*20.63*
Highrock [2]	21,816,679	26.03	43,633,358	33.03	43,633,358	33.33
MR Schwabe [3]	3,636,455	4.34	7,272,910	5.51	7,272,910	5.56
Finvestan [3]	187,923	0.22	375,846	0.28	375,846	0.29
Beaufour-Schwabe concert [4]	**47,457,736**	**56.62**	**94,915,471**	**71.86**	**94,915,471**	**72.50**
Free Float	34,102,740	40.69	34,102,740	25.82	34,102,740	26.05
Treasury shares [5]	1,175,285	1.40	1,175,285	0.89	0	0
Other registered shareholders (including free shares to employees [6]	699,966	0.84	1,180,991	0.89	1,180,991	0.90
Employee FCP [7]	234,860	0.28	430,255	0.33	430,255	0.33
Board of Directors [8]	143,939	0.17	285,181	0.22	285,181	0.22
Total	**83,814,526**	**100**	**132,089,923**	**100**	**130,914,638**	**100**

(1) Beech Tree is a limited company under Luxembourg law whose capital is controlled, on the date of filing of this document, by Henri Beaufour. Beech Tree controls the limited liability company under Luxembourg law MR BMH, direct shareholders of Ipsen S.A.
(2) Highrock is a limited liability company under Luxembourg law, the capital of which is controlled, on the date of filing of this document, by Anne Beaufour.
(3) MR Schwabe is a limited liability company under Luxembourg law, the capital of which is indirectly controlled, on the date of this document by the Schwabe family. Finvestan is limited liability company under Luxembourg law controlled by the Schwabe family.
(4) The agreements establishing the concert between the Beaufour family and the Schwabe family and the sub-concerts were subject to a notice of the French *Autorité des marchés financiers* n° 219C2985 dated 31 December 2019, as supplemented by a notice n° 220C4199 dated 9 October 2020.
(5) Including the liquidity agreement.
(6) The free shares granted mainly include the ones provided in accordance with Article L.225-102 of the French Commercial Code.
(7) The FCP Ipsen Shares is the sole employee shareholding fund to the share capital of the Company.
(8) Excluding Beech Tree and Highrock, directors since 6 January 2020.

In accordance with the provisions of the law and its bylaws providing the disclosing of any detention of more than 1% of the share capital or voting rights, the Company has been informed of the following thresholds crossing during the last financial year:

Shareholders	Date of threshold crossing	Threshold crossed	Upwards or downwards crossing
Black Creek Investment Management	8 April 2022	1%	Downwards ↘
Parvus Asset Management Europe Limited	12 April 2022	5% [1]	Downwards ↘
Parvus Asset Management Europe Limited	25 April 2022	3%	Downwards ↘
Parvus Asset Management Europe Limited	24 May 2022	4%	Downwards ↘
Caisse des dépôts et consignations (acting through CNP Assurances)	26 May 2022	1%	Downwards ↘
BlackRock, Inc.	16 June 2022	4%	Upwards ↗
T. Rowe Price (acting on the account of its affiliates)	27 July 2022	1%	Downwards ↘
Parvus Asset Management Europe Limited	6 October 2022	4%	Upwards ↗
Amundi	18 November 2022	1%	Downwards ↘
Parvus Asset Management Europe Limited	22 December 2022	4%	Downwards ↘

[1] Avis AMF n°222C0872.

On this declaratory basis, to the Company's knowledge, no other shareholder owns, directly or indirectly, acting alone or in concert, more than 5% of the share capital or voting rights of the Company, except to what is described above.

As at the setting-up date of this universal registration document and to the Company's knowledge, there were no significant alterations of the share capital distribution, with regard to the one presented above on 31 December 2022.

5.6.2.2 Transactions on Company's Shares

Definition of blackout periods

The Company complies with the recommendation n° 2016-08 of the *Autorité des marchés financiers* of 26 October 2016, and the European Regulation (EU) No 596/2014 on market abuse. Accordingly, trading in Company securities (purchases, sales or any other transaction on financial instruments) is prohibited for persons having managerial responsibilities as well as any other person who holds privileged information on a regular or occasional basis (information of a precise nature, which has not been made public, relating, directly or indirectly, to the issuer or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments).

These transactions are also prohibited during a period of:

- 30 calendar days prior to the publication of press release on the annual and half-year financial statements and the day of publication included, and
- 30 calendar days prior to the publication of quarterly information and the day of publication included.

At the beginning of every year, the Company draws up and releases, a timetable that defines the periods during which trading in Company securities is prohibited and stipulates that the indicated periods do not anticipate the existence of other blackout periods that result from knowledge of precise non public information that directly or indirectly concerns Ipsen, which, if it were disclosed, would be likely to have a significant affect on the price Ipsen securities.

In accordance with the recommendations of the AFEP-MEDEF Code (section 26.3.3), hedging of any kind on securities of the Company, with regard to options, to shares resulting from the exercise of options or to performance shares, is prohibited.

Marc de Garidel, Chairman of the Board of Directors, and David Loew, Chief Executive Officer, undertook a formal commitment not to engage in hedging transactions either on the 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.

In addition, each director, with the exception of the directors representing the employees, must be a shareholder of the Company in a personal capacity and own, directly or indirectly, a relatively significant number of shares. The director, natural person or permanent representative of a legal person to whom a compensation in this capacity has been paid, must hold, before the expiry of a two-year term after his first appointment, 500 Company shares.

Corporate Officers must retain, until the end of their term of office, at least 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.
These shares must be held in the registered form.

The Company regularly communicates to the directors the calendar of the blackout periods as well as their new obligations.

Summary of transactions on the Company's securities carried out in 2022

No securities transactions were carried out and reported to the Company and the *Autorité des marchés financiers* during the financial year 2022, pursuant to Article 223-26 of the General Regulations of the *Autorité des marchés financiers.*

5.6.2.3 Evolution of share ownership and voting rights over the past three financial years (as of 31 December)

	2022					
	Number of shares	%	Number of gross voting rights	%	Number of net voting rights	%
Beech Tree, incl.:	21,816,679	26.03	43,633,357	33.03	43,633,357	33.33
• *Directly by Beech Tree*	*8,310,253*	*9.92*	*16,620,505*	*12.58*	*16,620,505*	*12.70*
• *Indirectly through MR BMH*	*13,506,426*	*16.11*	*27,012,852*	*20.45*	*27,012,852*	*20.63*
Highrock	21,816,679	26.03	43,633,358	33.03	43,633,358	33.33
MR Schwabe	3,636,455	4.34	7,272,910	5.51	7,272,910	5.56
Finvestan	187,923	0.22	375,846	0.28	375,846	0.29
Beaufour-Schwabe concert	**47,457,736**	**56.62**	**94,915,471**	**71.86**	**94,915,471**	**72.50**
Free Float	34,102,740	40.69	34,102,740	25.82	34,102,740	26.05
Treasury shares [1]	1,175,285	1.40	1,175,285	0.89	0	0
Other registered shareholders (including shares granted to employees)	699,966	0.84	1,180,991	0.89	1,180,991	0.90
Employee FCP [2]	234,860	0.28	430,255	0.33	430,255	0.33
Board of Directors [3]	143,939	0.17	285,181	0.22	285,181	0.22
Total	**83,814,526**	**100**	**132,089,923**	**100**	**130,914,638**	**100**

	2021					
	Number of shares	%	Number of gross voting rights	%	Number of net voting rights	%
Beech Tree, incl.:	21,816,679	26.03	43,633,357	33.03	43,633,357	33.36
• *Directly by Beech Tree*	*8,310,253*	*9.92*	*16,620,505*	*12.58*	*16,620,505*	*12.71*
• *Indirectly through MR BMH*	*13,506,426*	*16.11*	*27,012,852*	*20.45*	*27,012,852*	*20.65*
Highrock	21,816,679	26.03	43,633,357	33.03	43,633,357	33.36
MR Schwabe	3,636,455	4.34	7,272,910	5.50	7,272,910	5.56
Finvestan	187,923	0.22	375,846	0.28	375,846	0.29
Beaufour-Schwabe concert	**47,457,736**	**56.62**	**94,915,470**	**71.84**	**94,915,470**	**72.56**
Free Float	33,922,804	40.47	33,922,804	25.67	33,922,804	25.93
Other registered shareholders (including shares granted to employees)	1,317,531	1.57	1,317,531	1.00	0	0
Treasury shares [1]	700,014	0.84	1,217,479	0.92	1,217,479	0.93
Employee FCP [2]	273,854	0.33	469,249	0.36	469,249	0.36
Board of Directors [3]	142,587	0.17	283,309	0.21	283,309	0.22
Total	**83,814,526**	**100**	**132,125,842**	**100**	**131,808,311**	**100**

[1] Including the liquidity agreement.
[2] The FCP Ipsen Shares is the sole employee shareholding fund to the share capital of the Company.
[3] Excluding shares held by the representatives of the above-mentioned Highrock S.àr.l. and Beech Tree SA, directors since 6 January, 2020. Includes the shares held by the directors representing the employees presented in section 5.2.1.4.

	2020					
	Number of shares	%	Number of gross voting rights	%	Number of net voting rights	%
Beech Tree, incl.:	21,816,679	26.03	43,633,357	33.03	43,633,357	33.30
• *Directly by Beech Tree*	*8,310,253*	*9.92*	*16,620,505*	*12.58*	*16,620,505*	*12.68*
• *Indirectly through MR BMH*	*13,506,426*	*16.11*	*27,012,852*	*20.45*	*27,012,852*	*20.62*
Highrock	21,816,679	26.03	43,633,357	33.03	43,633,357	33.30
MR Schwabe	3,636,455	4.34	7,272,910	5.50	7,272,910	5.55
Finvestan	187,923	0.22	375,846	0.28	375,846	0.29
Beaufour-Schwabe concert	**47,457,736**	**56.62**	**94,915,470**	**71.84**	**94,915,470**	**72.44**
Free Float	34,247,720	40.86	34,247,720	25.92	34,247,720	26.14
Other registered shareholders (including shares granted to employees)	665,647	0.79	1,160,431	0.88	1,160,431	0.89
Treasury shares [1]	1,092,066	1.30	1,092,066	0.83	0	0
Employee FCP [2]	208,405	0.25	416,810	0.32	416,810	0.32
Board of Directors [3]	142,952	0.17	283,526	0.21	283,526	0.22
Total	**83,814,526**	**100**	**132,116,023**	**100**	**131,023,957**	**100**

(1) Including the liquidity agreement.
(2) The FCP Ipsen Shares is the sole employee shareholding fund to the share capital of the Company.
(3) Excluding shares held by the representatives of the above-mentioned Highrock S.àr.l. and Beech Tree SA, directors since 6 January, 2020. Includes the shares held by the directors representing the employees presented in section 5.2.1.4.

5.6.2.4 Shareholders' agreements and parties acting in concert

Agreements between shareholders of the Company

By letter dated 23 and 26 December 2019, the French *Autorité des marchés financiers* and the Company were informed of the conclusion, on 19 December 2019, of the following three shareholders' agreement (AMF notice 219C2985), as amended on 2 October 2020 (AMF notice 220C4199):

- The "Ipsen" shareholders' agreement: the companies Highrock, Beech Tree and Altawin (controlled by B.I.O Trust) have concluded a shareholders' agreement constituting a concert between them vis-à-vis Ipsen.

  This agreement is entered into for an initial period of four years, renewable by tacit agreement for 3-year periods.

  In terms of governance, it provides for a concertation procedure between Highrock and Beech Tree in order to reach, as far as possible, a common position mainly on the strategic decisions about the Company and its subsidiaries, as well as rules for the composition of the Board of Directors of the Company.

  In terms of securities transfers, this agreement provides for an inalienability period of two years for the securities held by the parties, followed by an undertaking of each party to hold a sufficient number of shares during the 12 months following the expiry of this inalienability period so that the shares held by the Beaufour concert represent at least 50.01% of the voting rights of the Company.

  In addition, this pact provides in particular for mechanisms of right of first offer for the benefit of Highrock or Beech Tree in the event of transfer by Highrock, Beech Tree or Altawin except for free transfers or below a certain threshold, as well as a right of joint sale in favor of Beech Tree and Altawin in certain cases of acquisition of shares by Highrock.

- The "Beech Tree" governance agreement: Henri Beaufour and the company Altawin (controlled by B.I.O Trust), in presence of Beech Tree, have concluded, on 19 December 2019, a governance agreement.

  This agreement is entered into for an initial period of five years, renewable by tacit agreement for 2-year periods.

  The Beech Tree shareholders' agreement arranges the following particular rights to the benefit of Altawin as a result of the holding by this company of participatory notes issued by Beech Tree:

  – a right of veto with regard to certain strategic decisions concerning in particular the transfer of the shares of the Company held by Beech Tree and MR BMH and the modification of the capital;
  – a discretionary liquidity option;
  – an enhanced information right.

  The agreement also organizes the composition of the Board of Directors of Beech Tree and its representation at Ipsen's level.

- The "Schwabe" shareholders' agreement: the members of the Beaufour sub-concert on the one side and FinHestia, Finvestan and Finveska (controlled by the Schwabe family) on the other side, have concluded, on 19 December 2019, a shareholders' agreement constitutive of a concert between the parties with respect to Ipsen.

  The agreement is entered into for a duration of four years, renewable for 3-year periods. Except express renewal the agreement will end after ten years; this agreement will terminate early in respect of a party in the event of the transfer of all of its shares under the agreement.

  This pact provides for a voting syndicate mechanism relating to 28% of Ipsen shares, for which voting at shareholders' meetings will be determined by a majority of 75% of the shares under the agreement.

  In terms of transfer, any plan to transfer the shares subject to the agreement (except between the parties or to entities wholly owned by them) must be authorized by the parties to the Schwabe agreement ruling by a majority of 75% of the shares subject to the agreement.
- The French *Autorité des marchés financiers* has been informed of the intention of Anne Beaufour to set up 3 asset holdings in order to make donations of bare ownership of shares in the said holdings for the benefit of each of her children, Anne Beaufour and the said holdings (of which Anne Beaufour would retain the usufruct), owning 100% of the company Highrock. The *Autorité des marché*s financiers has also been informed of the intention of Anne Beaufour and her 3 children to conclude, once these donations have been made, an agreement organizing a concerted action between them vis-à-vis Ipsen providing for a consultation within a family meeting in order to exchange views and reach, as far as possible, a common position, in particular on the draft resolutions submitted to the vote of the shareholders of Ipsen. As of the date of this document, the donations have not been made and this shareholders' agreement has not yet been concluded.

Parties acting in concert

To the Company's knowledge, there is no other concerts than the Beaufour-Schwabe concert and it sub-concerts, formalized by the shareholders' agreements and governance agreement as mentioned above.

5.6.2.5 Nature of control

The Company is controlled as described above. Measures taken to avoid any abusive control are, in particular, the following:

- separation of the functions of Chairman of the Board and Chief Executive Officer;
- presence of one independent Director of three members in the Nomination Committee;
- presence of one independent Director and one Director representing the employees of four members in the Ethics and Governance Committee, including the Chairperson of the Committee;
- presence of two independent Directors and one Director representing the employees of five members in the Compensation Committee;
- presence of two independent Directors of three members in the Audit Committee, including the Chairperson of the Committee;
- presence of four independent Directors of fourteen members in the Company's Board of Directors as described in section 5.2.1.3. of this universal registration document;
- presence of three independent Directors of six members in the Innovation and Development Committee – Specialty Care and one independent in the Innovation and Development Committee – Consumer HealthCare;
- presence of two directors representing the employees to the Board of Directors, designated on 6 November 2020 and on 24 May 2022. The Shareholders' Meeting held on 29 May 2020 approved a modification of the Articles of Association aiming at lowering from 12 to 8 members of the Board of Directors the threshold for the mandatory representation to designate a second director representing the employees to the Board.

5.6.2.6 Information or agreements likely to involve a change in control or to have an impact in the event of a takeover bid

Agreements likely to involve a change in control

None.

Information likely to have an impact in the event of a public offer

In accordance with provisions of Article L.22-10-11 of the French Commercial Code, the following information may have an impact in the event of a public offer:

- Ownership of the Company's share capital: see section 5.6.2 of the present document.
- Restrictions contained in the Articles of Association on voting rights: none; except, in case of none-statement of crossing a statutory threshold, temporary suspension of voting rights which may be requested during a shareholders' meeting by one or more shareholders holding at least 1% of the share capital or voting rights (article 10.3 of the Articles of Association, see section 5.6.3.5).
- Restrictions contained in the Articles of Association on transfer of shares or agreements whose the Company has knowledge in accordance with the provisions of Article L.233-11 of the French Commercial Code: not applicable (see section 5.6.2.4 of this universal registration document).
- Direct and indirect interests in the share capital known by the Company in accordance with the provisions of Articles L.233-7 and L.233-12 of the French Commercial Code: see section 5.6.2 of this document.
- Shareholders holding any share conferring specific control rights and description: there are no shares conferring specific control rights. However, a double voting right exists for any fully paid-up registered under the name of a same shareholder for at least 2 years as described in section 5.6.3.3 (Article 26 of the Articles of Association).

- Control mechanisms provided for in an employee shareholding system if controlling rights are not exercised by said system: voting rights attached to the Ipsen shares held by employees through the FCP Ipsen Shares, the only mutual fund for employees, are exercised by a person empowered by the supervisory board of the mutual fund in order to be represented in shareholders' meeting.
- Agreements between shareholders of which the Company is aware that may cause restrictions to transfers of shares and exercises of voting rights: see section 5.6.2.4 of the present universal registration document.
- Provisions governing the election and replacement of Board Members: see section 5.2. of the present document.
- Provisions governing the amendment of the Company's Articles of Association: legal rules.
- Powers of the Board of Directors, in particular concerning issuance or repurchases of shares: see sections 5.6.1.4 and 5.6.1.5 of the present universal registration document.
- Agreements entered into by the Company that are amended or expire in the event of a change of control of the Company, unless this disclosure, except if required by law, may have a material negative impact on its interests: none.
- Agreements providing for compensations of members of the Board of Directors or employees in case of resignation or dismissal without cause or if their employment ends as a result of a public offer: see sections 5.4.2.2 D and 5.4.2.3 D of the present universal registration document.

5.6.2.7 Dividends

Dividends paid in the past three financial years

For financial year	Incomes eligible for the deduction provided by article 158-3-2° of the French Tax Code		Incomes not eligible for the deduction provided by article 158-3-2° of the French Tax Code
	Dividends	Other incomes paid out	
2019	–	–	€83,814,526.00 * *i.e.* €1.00 per share **
2020	€83,814,526.00 * *i.e.* €1.00 per share	–	–
2021	€100,577,431.20 * *i.e.* €1.20 per share	–	–

* Including the amount on the unpaid dividend or distribution corresponding to treasury shares and allocated to the account on which it has been withdrawn.
** Distribution made from the "share premium account".

Dividends and reserves distribution policy

The dividend payout policy is determined by the Company's Board of Directors after analysis, mainly, of the Company's financial results and position. The Company's objective for future years is to develop a payout policy consistent with its growth strategy.

Statute of limitations

Dividends which are not claimed within five years of their payment date shall lapse and become the property of the State.

5.6.2.8 Related-party transactions

The Company and the Schwabe group hold joint participations in certain companies, consolidated applying the equity method; the Ipsen Group no longer has direct rights to assets and liabilities (see Chapter 3, Section 3.2.5, Note 22.2 "Transactions with related parties").

Subject to, (i) the agreements entered into with the Schwabe group, (ii) information regarding related-party transactions described in section 3.2.5, note 22, (iii) the agreements described in the Special Report of the Statutory Auditors on regulated agreements presented in section 5.5 of the universal registration document, there are no other agreements between the Group and related parties.

In addition, in accordance with Article L.22-10-12 of the French Commercial Code, an internal procedure to identify and assess agreements qualified as regulated prior to their conclusion or modification, as well as current conventions concluded at normal conditions, has been put in place to facilitate the monitoring of agreements entered into by the Company.

5.6.2.9 Financial disclosure policy

Ipsen's priority is to maintain lasting, informed relations with current and potential shareholders. The role of the Investor Relations team is to facilitate shareholders' access to accurate and precise information that faithfully reflects Ipsen's activities, results, outlook and strategic developments.

Accordingly, and with ongoing focus on clarity and transparency, a wide variety of dedicated communications media are made available, and regular meetings are arranged throughout the year.

Information available to all shareholders

Financial information and communications media are available to the market on ipsen.com, Ipsen's authoritative communications platform. These include:

- all financial and strategic information issued to the financial markets, including quarterly results and updates, press releases, presentations and webcasts of results updates, as well as video broadcasts of the Shareholders' Meeting;
- major business-development announcements and accompanying presentations and webcasts;
- all the regulatory information disclosed pursuant to the European Transparency Directive of 15 December 2004, as amended, and specifically:
  - the universal registration document, including the Annual Financial Report, the half-year report and the management report of the Board of Directors, filed with the French financial markets authority (*Autorité des marchés financiers – AMF*),
  - the Integrated Annual Report,
  - documents relating to the Shareholders' Meeting (notice of meeting, proposed resolutions, voting forms, meeting brochure, etc.).

Shareholders' Meetings

The Annual General Meeting of 24 May 2022 was recorded live and can be viewed as a replay in French and English on the Ipsen website. For several years, shareholders have been able to vote remotely and in advance *via* the Votaccess platform. Any shareholder may send written questions by e-mail to assemblee.generale@ipsen.com, or by registered letter with acknowledgement of receipt to the registered office, to the attention of the Chairman of the Board of Directors.

Relations with institutional investors and financial analysts

On a regular basis and in line with best business practices, the Investor Relations team organizes, meetings directly and between various members of Ipsen's executive management and institutional investors and financial analysts:

- **quarterly conference calls with market participants are organized.** Each April and October, sales results for first quarter and first three quarters are published, respectively. Each July and February, full financial sales results for first two quarters and full year are published, respectively. The Company's executive management present and answer questions from market participants *via* conference call and webcast; replays are available on ipsen.com;
- **each year, face-to face meetings are offered** to current and potential shareholders in key investment centers, including London, Paris, New York and Boston;
- **periodic 'Capital Markets Days' are organized,** including presentations to the market on strategy, sales, the development of the pipeline and operations. Accessible to all in the form of a webcast available on Ipsen.com, Capital Markets Days enable investors and analysts to hold detailed discussions on a wide range of topics, outside of the results reporting periods;
- In addition, **many events are organized throughout the year** between Ipsen and the market. In 2022, Ipsen's Executive Management and Investor Relations team took part in over 200 meetings *via* roadshows, conferences, bus tours, fireside chats and other events.

An independent investor-perception study was undertaken in 2022. Feedback was constructive and contributors were hopeful for the future of Ipsen. Investors and sell-side analysts showed appreciation for the appointment of David Loew as CEO and held positive views of management's vision, credibility, and industry experience. Similarly, the Investor Relations team received praise for proactively communicating with the market.

Contact for Investor Relations and Financial Communications

Investor Relations Department

- Address: 65, quai Georges Gorse – 92100 Boulogne-Billancourt, France
- Telephone: +44 (0)7584 349 193 – Craig Marks, Vice President, Investor Relations

2023 Financial calendar (dates subject to change)

27 April 2023	Publication of first-quarter 2023 results
31 May 2023	Ordinary and Extraordinary Shareholders' Meeting
27 July 2023	Publication of second-quarter and first-half 2023 results
26 October 2023	Publication of third-quarter and nine-month 2023 results

5.6.3 Main provisions of the Articles of Association

5.6.3.1 Corporate purpose (Article 2 of the Articles of Association)

The Company's corporate purpose is the following in France and any other country whether directly or indirectly:

- to invent, manufacture, process, and sell pharmaceutical products, para-pharmaceutical products, cosmetics or any other manufactured products in the fields of drugs and fine chemicals, and all products and materials used to manufacture, process and sell such products;
- to conduct all industrial and commercial activities directly or indirectly related to the foregoing purpose, including research and design, acquiring, owning, exploiting and selling patents, licenses, know-how and more generally all intellectual and industrial property rights; and
- more generally, to conduct all industrial, commercial, financial or property transactions which may directly or indirectly facilitate or further the achievement of the foregoing purposes and any similar purposes.

5.6.3.2 Governance of the Company

Board of Directors

The Company is governed by a Board of Directors. The Board of Directors is responsible for defining and implementing the Company's strategic objectives. Subject to the powers expressly reserved for the Shareholders' Meeting and within the limits of the Company's corporate purpose, the Board of Directors is competent to consider and settle all issues involving the proper functioning of the Company through the passing of its resolutions.

Executive Management

In accordance with the legal provisions, the Executive Management of the Company is the responsibility either of the Chairman of the Board of Directors, who then serves as Chairman and Chief Executive Officer, or of another person appointed by the Board of Directors who then serves as Chief Executive Officer.

The Board of Directors is responsible for electing one of these two options for a period which may not be less than one year.

At its meeting on 15 February 2016, the Board of Directors decided to change the Company's form of governance by separating the duties of Chairman of the Board of Directors and Chief Executive Officer. The separation of said functions is effective since 18 July 2016 date. Within this change of governance, the appointment of Marc de Garidel as Chairman of the Board of Directors had been confirmed.

5.6.3.3 Rights and obligations attached to shares

Distribution of profits (Article 29 of the Articles of Association)

In accordance with the terms and provisions of Article 29 of the Articles of Association, after approval of the financial statements and recognition of a distributable profit within the meaning of the law, the Shareholders' Meeting may resolve to transfer the distributable profit to one or more discretionary reserve accounts, for which it fixes the allocation or use, or retained earnings or to distribute it as a dividend. After deduction of any prior year losses, at least 5% of each year's net profit is transferred to the statutory reserve as required by law. This provision ceases to apply once the statutory reserve has reached one tenth of the Company's share capital.

The Shareholders' Meeting may decide to distribute amounts from reserves to which the shareholders are entitled. In this case, the resolution must expressly indicate which reserve accounts are to be used. However, dividends must be drawn in priority from the year's distributable profit.

The Shareholders' Meeting may resolve to offer payment of all or part of the dividend or interim dividends in cash or in shares at the personal choice of each shareholder.

A shareholder's right to the profits and contribution to losses is proportional to the percentage of share capital owned.

Form of shares issued by the Company (Article 9 of the Articles of Association)

The shares issued by the Company may be registered or bearer shares. Existence of the shares is evidenced by their registration on securities accounts held in the name of the holder under the terms and conditions set out by law either by the Company or its appointed custodian in the case of registered shares or by an authorized intermediary authorized of bearer shares.

Shareholders' voting rights (Articles 26.1 and 11.3 of the Articles of Association)

In Ordinary and Extraordinary Shareholders' Meetings, each shareholder has a voting right equal to the number of shares he/she holds or represents without limit.

However, the Board of Directors held on 30 August 2005 decided that a double voting right is attached to any ordinary fully paid-up share which is owned under the registered form by the same shareholder for at least two years. The double voting rights shall automatically end with its conversion to the form of bearer share, as well as its transfer, except in cases provided for by law.

According to the provisions of article 11.3 of the Articles of Association, the voting right attached to shares belongs to the usufruct holder in Ordinary Shareholders' Meetings and to the bare owner in Extraordinary Shareholders' Meetings.

Actions necessary to modify shareholders' rights

There are no specific existing rules regarding the modification of shareholders' rights which are made in accordance with the legal provisions.

5.6.3.4 Shareholders' Meetings (Articles 21 to 26 of the Articles of Association)

Participation in Shareholders' Meetings

Any shareholder has the right to attend Shareholders' Meetings and take part in the vote either in person or by proxy, regardless of the number of shares owned, by providing evidence of his/her status as shareholder.

The right to participate in Shareholders' Meetings is subject to the account registration of the shares being registered in an account in the name of the shareholder or of the financial intermediary acting on the shareholder's behalf, at midnight, Paris time, on the second business day preceding the date of the General Meeting, either in the registered share accounts kept by the Company or in the bearer share accounts kept by the authorized intermediary.

Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting receives the Board of Directors' report and the Statutory Auditors' reports, approves the annual financial statements and votes on the distribution of profits. It appoints and dismisses the Directors and sets their compensation in accordance with the legal provisions and the Articles of Association. It appoints the Company's Statutory Auditors.

The Ordinary Shareholders' Meeting may delegate authority to the Board of Directors at the Board's request to deal with all matters not specifically reserved for Extraordinary Shareholders' Meetings.

More generally, the Ordinary Shareholders' Meeting resolves on all matters that do not entail a direct or indirect modification of the Articles of Association.

The Ordinary Shareholders' Meeting is held every year no later than six months after the end of the previous financial year-end, unless this time period is extended by court order.

Extraordinary Shareholders' Meeting

The Extraordinary Shareholders' Meeting may amend any and all of the provisions of the Articles of Association of the Company. However, it may not increase the shareholders' liability, or change the nationality of the Company except under the terms and conditions set forth by law and international treaties.

Notice and Meeting of Shareholders' Meetings

General Shareholders' Meetings are called by the Board of Directors or, if applicable, by the Statutory Auditors or any other person duly empowered by law. The meetings take place at the registered office or any other place indicated in the notice of meeting.

The agenda is set by the person who convenes the meeting. However, one or several shareholders may request, under the terms and conditions set forth by legal and regulatory provisions in force, the inclusion of items or draft resolutions in the agenda. The works council may also require the inclusion of proposed resolutions in the agenda in accordance with the regulation in force. The Shareholders' Meeting may not resolve on items which are not on the agenda, in accordance with the current regulation. However, it may in any event remove one or more Directors from office and appoints new directors in replacement. The agenda may not be revised for an adjourned meeting.

Quorum

The Ordinary Shareholders' Meeting validly deliberates, on first notice, if the shareholders present or represented, or voting by postal vote, represent at least one fifth of the shares with voting rights. No quorum is required for an adjourned meeting. It passes its resolution by a simple majority vote of the shareholders present or represented or voting by postal vote. The quorum is calculated on the basis of the shares comprising the share capital, less any shares deprived of voting rights in accordance with the law and provisions of the Company's Articles of Association.

The Extraordinary Shareholders' Meeting validly deliberates if the shareholders present or represented, or voting by postal vote, represent, on first notice, one quarter of the shares with voting rights, and one fifth on second notice. In the event this quorum is not reached, the second Shareholders' Meeting may be postponed to a further date no later than two months from the original convening's date.

Shareholders attending the meeting by videoconferencing or other means of telecommunication allowing their identification and compliant with the legal and regulatory provisions are counted as present for the purpose of calculating the quorum.

5.6.3.5 Crossing of thresholds (Article 10.3 of the Articles of Association)

In addition to the legal disclosure requirements set out in Article L.233-7 of the French Commercial Code, any person or legal entity, acting either alone or in concert, who holds by any mean a number of shares representing one percent (1%) of the share capital or voting rights, or any multiple thereof, must no later than five (5) business days after the occurrence, advise the Company by fax of the total number and percentage of shares and voting rights held, with written confirmation sent the same day by recorded delivery mail.

Such persons are also required to advise the Company if their holding falls back below those thresholds, under the same terms and conditions.

In order to determine the capital and voting rights thresholds to be reported under the previous paragraph, the assimilation rules provided for in Article L.233-9 of the French Commercial Code are applied.

In case of failure to comply with these requirements, the shares exceeding the part that should have been disclosed are deprived of the voting right for any Shareholders' Meeting that would be held in a two-year period following the date of regularization of the disclosure. Except in the case of crossing one of the thresholds provided for by Article L.233-7 of the French Commercial Code, the deprival of the voting rights, which will be recorded in the minutes of the Shareholders' Meeting, may only occur if requested by one or more of the shareholders representing at least one percent (1%) of the share capital and voting rights of the Company.

5.6.3.6 Identification of bearer shareholders (Article 10.2 of the Articles of Association)

The Company may at any time, in accordance with the applicable legal and regulatory provisions, request information concerning the owners of shares or securities conferring immediate or future voting rights at shareholders' meetings.

5.6.3.7 Specific provisions governing changes in the share capital

The share capital and the rights attached to shares can only be modified in accordance with applicable legal provisions. The Articles of association of the Company do not provide for any specific provision in that respect.

5.6.3.8 Financial year (Article 27 of the Articles of Association)

Each financial year has a 12-month term beginning on 1 January and ending on 31 December.

5.6.3.9 Provisions that could delay, defer or prevent a change in control

There is no specific provisions of the Articles of Association that could delay, defer or prevent a change in the control of the Company.

6 ANNEXES

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Misha
Living with paediatric spasticity
Tula, Russia

6.1 PERSONS RESPONSIBLE

6.1.1 Person responsible for the universal registration document

David Loew
Chief Executive Officer

6.1.2 Attestation by the person responsible for the universal registration document including the Annual Financial Report

"I affirm that having taken all reasonable care to ensure that such is the case, the information contained in this universal registration document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I hereby declare that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and all the other companies included in the scope of consolidation, and that the Management Report which different sections are mentioned in the concordance table on Chapter 6 of this universal registration document gives a fair description of the business developments, results and financial position of the Company and all the other companies included in the scope of consolidation, as well as a description of the main risks and contingencies with which the Company may be confronted."

Boulogne-Billancourt,
6 April 2023
David Loew
Chief Executive Officer

6.1.3 Persons responsible for financial information

David Loew
Chief Executive Officer

Aymeric Le Chatelier
Chief Financial Officer

Craig Marks
Vice President, Investor Relations

Ipsen

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investor.relations@ipsen.com
www.ipsen.com

6.1.4 Persons responsible for account audit and fees

6.1.4.1 Statutory Auditors

PricewaterhouseCoopers Audit
Represented by Stéphane Basset
63, rue de Villiers
92200 Neuilly-sur-Seine – France
First appointed at the Annual Shareholders' Meeting held on 24 May 2022.

KPMG Audit
Department of KPMG S.A.
Represented by Catherine Porta
2, avenue Gambetta
CS 60055
92066 Paris-La Défense Cedex – France
First appointed at the Annual Shareholders' Meeting held on 18 June 2005. Term of office renewed by the Annual Shareholders' Meeting held on 7 June 2017.

6.1.4.2 Auditors' fees

The auditors' fees can be found in section 3.2.5, note 26.

6.2 THIRD PARTY INFORMATION, STATEMENTS BY EXPERTS AND DECLARATIONS OF INTERESTS

None.

6.3 CONSULTATION OF LEGAL DOCUMENTS

During the validity period of the present universal registration document, the Articles of incorporation, the Statutory Auditors' reports, the annual financial statements of the past three years, as well as any reports, letters or other documents and historical financial information of the Company and its subsidiaries over the past three years and, valuations and statements made by experts, where such documents are provided for by law and any other document provided for by law may be consulted at the Company's registered office.

Copies of the present universal registration document are available free of charge at the Company's registered office (located at 65 quai Georges Gorse – 92100 Boulogne-Billancourt – France – Tel.: +33 (0)1 58 33 50 00) as well as on Ipsen's website (www.ipsen.com) and on the AMF's website (www.amf-france.org).

6.4 CROSS-REFERENCE TABLES

To facilitate the reading of this document, the tables below cross-reference:

- the main headings required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of 14 March, 2019 supplementing Regulation (EU) 2017/1129 of 14 June, 2017;
- the main disclosures required in the Annual Financial Report as provided for in Article L. 451-1-2 of the French Monetary and Financial Code *(Code monétaire et financier)* and Article 222-3 of the AMF General Regulations *(Règlement général)*;
- the main disclosures required in the Management Report as provided for in Article L. 232-1 of the French Commercial Code *(Code de commerce)*, including:
  - the report on corporate governance as provided for in Article L. 226-10-1 of the French Commercial Code,
  - the Non-Financial Information Statement (NFIS) as provided for in Articles L. 225-102-1 and R. 225-105, I of the French Commercial Code.

Consequently, in accordance with AMF recommendation DOC-2021-02, this universal registration document is a combine "three-in-one" document, containing all of the disclosures required in the above-mentioned documents:

Documents	Reference texts	Pages
Universal registration document	Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of 14 March, 2019 supplementing Regulation (EU) 2017/1129 of 14 June, 2017	318-320
Annual Financial Report	Article L. 451-1-2 of the French Monetary and Financial Code Article 222-3 of the AMF General Regulations	321
Management Report	Articles L. 225-100, L. 232-1 *et seq.* and R. 225-102 *et seq.* of the French Commercial Code	321-324
Report on corporate governance	Articles L. 226-10-1 and L. 22-10-78 of the French Commercial Code	322-323
Non-Financial Information Statement	Articles L. 22-10-36, L. 225-102-1, L. 225-102-4, L. 464-2, R. 225-73-1, R. 225-105 and R. 225-105-2 of the French Commercial Code Articles 223 *quater* and 223 *quinquies* of the French Tax Code	323-324

6.4.1 Cross-reference table for the Universal registration document

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6.4.2 Annual Financial Report cross-reference table

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6.4.3 Cross-reference table of the Management Report, of the Corporate Governance Report and of the non-financial performance statement

Articles L. 225-100 *et seq.* of the French Commercial Code

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N°	Required elements	Chapters	Pages
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N°	Required elements	Chapters	Pages
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5.8	Anti-corruption information	4.3.2	182
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6.4.4 Cross-reference table for the filing of the financial statements

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Consolidated financial statements	3.2	75
Management Report	3.1	60
Board of Directors' Report on Corporate Governance	6.4.3	321
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Results of the last five financial years	3.3.4.11	157

6.5 GLOSSARY

5HIAA	5 hydroxyindole acetic acid
ANSM	French Agency for the Safety of Medicines and Healthcare Products - *Agence Nationale de Sécurité du Médicament et des produits de santé*
aRCC	Advanced renal cell carcinoma
AXL	Tyrosine kinase receptor
BEV	Battery electric vehicle
BPCIA	Biologics Price Competition and Innovation Act
BRDB	Benefit-Risk Decision Board
CHMP	Committee for Medicinal Products for Human Use
COI	Core Operating Income
CSP	Certificate of Supplementary Protection
CSR	Corporate Social Responsibility
DRB	Deal Review Board
DTC	Differentiated thyroid carcinoma
EFPIA	European Federation of Pharmaceutical Industries and Associations
EHS	Environment Health Security
ELT	Executive Leadership Team
EMA	European Medicines Agency
ES	Epithelioid Sarcoma
EZH2	Enhancer of Zeste Homolog 2
FDA	Food and Drug Administration
FL	Follicular lymphoma
FOP	Fibrodysplasia ossificans progressiva
HEV	Hybrid vehicle
GCLP	Good Clinical Laboratory Practices
GCP	Good Clinical Practices
GDP	Good Distribution Practices
GEP NET	Gastro-Entero-Pancreatic Neuroendocrine Tumors
GHG	Greenhouse gas
GnRH	Gonadotrophin Releasing Hormone
GPP	Good Pharmacovigilance Practices
GPPS	Global Product and Portfolio Strategy
GXPs	Good Quality Systems across the Good Pharmaceutical Practices
ICC	International Court of Arbitration
IDMC	Independent Data Monitoring Committee
IFRS	International Financing Reporting Standards
IGF-1	Insulin-like Growth Factor-1
LEEM	French pharmaceutical industry association - *Les Entreprises du Médicament*
LID	Levodopa-induced dyskinesia
mCRPC	Metastatic castration-resistant prostate cancer
MET	Hepatocyte growth factor receptor
MHRA	UK Medicines & Healthcare Products Regulatory Agency
MO	Multiple osteochondromas
MT	Mutant-type

NCE	New Chemical Entity
NDA	New Drug Application
NET	NeuroEndocrine Tumors
NHT	Novel hormonal therapy
NSCLC	Non-small cell lung cancer
ODE	Orphan Drug Exclusivity
OH	Heterotopic ossification
PBC	Primary Biliary Cholangitis
PBO	Projected Benefits Obligations
PC	Portfolio Committee
PHE	Public Health England
PHEV	Plug-in hybrid vehicle
PoC	Clinical proof of concept
PSI	Pharmaceutical Security Institute
PTA	Patent Term Adjustment
PTE	Patent Term Extension
MHRA	Queen's University of Belfast
R&D	Research and Development
RAI	Refractory or not eligible to radioactive iodine
RARγ	Retinoic acid receptor gama
RCC	Renal cell carcinoma
REMS	Risk Evaluation and Mitigation Strategy
sNDA	supplemental New Drug Application
SPC	Supplementary Protection Certificate
STAR	Selective T Cell Activation Repertoire
TKI	Tyrosine Kinase Inhibitor
TPH	Enzyme tryptophan hydroxylase
VEGF	Vascular endothelial growth factor
VEGFR	Vascular Endothelial Growth Factor Receptor
WT	Wild-type

This version cancels and replaces the version posted on April 6, 2023 on the AMF website. The changes made in relation to the version filed on April 6, 2023 are as follows:
- p. 16: deletion of a paragraph corresponding to the 2022 version of the financial objectives,
- p. 31: deletion of a paragraph relating to a partnership in the field of Neuroscience.

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2022 Universal registration document

This universal registration document is also available on the Company's website at www.ipsen.com.

Designed & published by +33 (0)1 40 55 16 66

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