



## **INFORMATION RELATING TO THE CONDITIONS OF TERMINATION OF MRS. CHRISTEL BORIES' CORPORATE DUTIES**

In accordance with Article L. 225-42-1 of the French Commercial Code and the recommendations of the AFEP-MEDEF corporate governance code, IPSEN publishes the following information relating to the termination of Mrs. Christel Bories' duties as Deputy Chief Executive Officer.

At its meeting held on February 15, 2016, the Board of Directors of the Company noted the departure of Mrs. Christel Bories due to diverging strategic considerations, and, on the recommendation of the Compensation Committee, it determined the following remuneration and compensation payable in connection with the termination of her duties:

- payment of a severance pay, with 50% of this severance pay including the amount payable for the non-compete clause set out below, amounting to EUR 2,920,000, corresponding to 24 months of fixed and variable remuneration;
- payment of the variable remuneration payable to Mrs. Christel Bories for the 2015 financial year, amounting to EUR 860,000;
- Mrs. Christel Bories shall continue to benefit from performance bonus shares and the medium term bonus that were granted to her within the framework of performance bonus shares and medium term bonus plans determined by the Board of Directors on March 27, 2014;
- Mrs. Christel Bories shall continue to benefit from 50% of the performance bonus shares and the medium term bonus that were granted to her within the framework of performance bonus shares plan and the Deferred Cash plan indexed on the IPSEN share price determined by the Board of Directors on April 1, 2015. To that end, the Board of Directors has lifted the condition of presence set out in the relevant plans and has authorized Mrs. Christel Bories to continue to benefit from 50% of said remuneration, calculated *prorata temporis* as to the time she has worked at the Company during the reference period provided for by the aforementioned plans;
- Mrs. Christel Bories shall not benefit from the Company's additional pension scheme.

In addition, Mrs. Christel Bories shall remain at the disposal of the Company's general management until March 31, 2016, in order to ensure a smooth managerial transition. During this period, she will continue to receive the gross monthly fixed remuneration that was paid to her in 2015, namely a sum of EUR 150,000 from January 1, to March 31, 2016. No variable remuneration will be paid to her for the 2016 financial year.

Said remuneration or compensation that will be due or granted to Mrs. Christel Bories within the framework of her departure is set out in greater details as an appendix to this press release.

In consideration for these financial items, Mrs. Christel Bories has entered into non-compete, prevention of certain conflict of interest's situations, non-solicitation, confidentiality and cooperation undertakings within the framework of certain judicial and administrative procedures.

**Annex -  
Summary of the remuneration and compensation payable to Mrs. Christel Bories within the framework of her departure**

Remuneration	Amount	Description / Date of payment	Sources
<b>Remuneration for the 2016 financial year</b>			
Fixed remuneration	EUR 150,000  No increase in the fixed remuneration in 2016	Pro rata payment for the period between January 1, and March 31, 2016, based on her fixed annual remuneration for 2015 (EUR 600,000).	Meeting of the Board of Directors held on February 15, 2016
Variable annual remuneration	None	No variable remuneration will be awarded to Mrs. Christel Bories for the 2016 financial year as a result of her departure on March 31, 2016.	N/A
<b>Other remuneration and severance pay<sup>1</sup></b>			
Variable remuneration for the 2015 financial year	EUR 860,000	<p>Variable remuneration corresponding to the percentage of achievement of quantitative criteria (consolidated turnover, current operating income, net income per share and operational cash-flow objectives) and qualitative criteria (criteria for strategic orientation and transformation of the Group) established by the Board of Directors at its meeting of March 2, 2015.</p> <p>Details regarding the qualitative criteria and the level of expectations (expected and reached) of the performance criteria have not been made public for confidentiality reasons.</p> <p>Variable remuneration will be paid at the beginning of March 2016.</p>	Meetings of the Board of Directors held on March 2, 2015, and February 15, 2016.

<sup>1</sup> Subject to the approval of the accounts for the 2015 financial year by the Board of Directors held on February 29, 2016, and the fulfilment of the applicable performance criteria.

Severance pay / non-compete compensation	EUR 2,920,000	<p>Severance pay corresponding to 24 months of fixed and variable remuneration, calculated on the basis of Mrs. Christel Bories' fixed and variable remuneration for the 2015 financial year.</p> <p>50% of this severance pay includes the amount payable for the non-compete compensation.</p> <p>Payable on April 1, 2016</p>	<p>Meeting of the Board of Directors held on February 15, 2016</p> <p>2014 Registration document, paragraph 3.1.3.2.2, p. 208</p>
Performance bonus shares granted in 2014	14,221 performance bonus shares	<p>The final acquisition of the bonus shares is subject to a condition of presence until March 27, 2016, and to performance conditions (internal criterion based on the recurring adjusted EBIT level of the Group and an external criterion based on the performance of the stock market price of the IPSEN share regarding the STOXX 600 TMI Health Care index).</p> <p>The bonus shares acquired on March 27, 2016, by Mrs. Christel Bories will remain unavailable until March 28; 2018.</p>	<p>Performance bonus shares plan of March 27, 2014</p> <p>2014 Registration document, paragraph 3.1.3.3.2, pp. 208-209</p>
Medium term bonus granted in 2014	Gross target amount of EUR 285,000	<p>The payment of the medium term bonus is subject to a presence condition until March 27, 2016.</p> <p>The final amount of the medium term bonus payable to Mrs. Christel Bories will vary depending on (i) applicable performance criteria for the 2014 and 2015 financial years (internal criterion based on the recurring adjusted EBIT level of the Group and an external criterion based on the performance of the stock market price of the IPSEN share regarding the STOXX 600 TMI Health Care index) and (ii) the reference stock market price of the IPSEN share provided for by the plan to determine the final amount of the bonus.</p>	<p>Medium term bonus performance plan of March 27, 2014</p> <p>2014 Registration document, paragraph 3.1.3.2.1, pp. 206</p>

<p>Performance bonus shares granted in 2015</p>	<p>5,035 performance bonus shares</p>	<p>The final acquisition of the bonus shares is subject to a condition of presence until April 1, 2017 and to performance conditions (internal criteria based on the level reached by the current operating income (excluding research tax credit) of the Group and an external criterion based on the performance of the stock market price of the IPSEN share regarding the STOXX 600 TMI Health Care index). The Board of Directors of February 15, 2016, lifted the condition of presence for the period running from April 1, 2016 to April 1, 2017.</p> <p>Mrs. Christel Bories' acquisition rights shall cover 50% of the number of bonus shares initially granted (50% of 10,070 bonus shares, i.e. 5,035 bonus shares), calculated based on the time spent by Mrs. Christel Bories at the Company during the reference period set out in the plan (April 1, 2015 to April 1, 2017 included).</p> <p>The bonus shares acquired on April 1, 2017, by Mrs. Christel Bories will remain unavailable until April 1, 2019.</p>	<p>Performance bonus shares plan of April 1, 2015</p> <p>Meeting of the Board of Directors of February 15, 2016</p>
<p>Medium term bonus granted in 2015</p>	<p>Gross target amount of EUR 150,000</p>	<p>The payment of the medium term bonus is subject to a presence condition until April 1, 2017. The Board of Directors of February 15, 2016 lifted the condition of presence for Mrs. Christel Bories for the period running between April 1, 2016 and April 1, 2017.</p> <p>The rights of Mrs. Christel Bories will therefore be calculated based on a target bonus of EUR 150,000, i.e; 50% of the amount of the target bonus granted in 2015 (EUR 300,000), calculated based on the time spent by Mrs. Christel Bories at the Company during the reference period set out in the plan (April 1, 2015 to April 1, 2017 included).</p>	<p>Deferred Cash plan indexed on the IPSEN share price plan of April 1, 2015</p> <p>Meeting of the Board of Directors held on February 15, 2016</p>

		The final amount of the medium term bonus payable to Mrs. Christel Bories will vary depending on (i) applicable performance criteria for only the 2015 financial year (internal criteria based on the level reached by the current operating income (excluding research tax credit) of the Group and an external criterion based on the performance of the stock market price of the IPSEN share regarding the STOXX 600 TMI Health Care index) and (ii) the reference stock market price of the IPSEN share provided for by the plan to determine the final amount of the bonus.	
Additional pension scheme	None	As Mrs. Christel Bories does not fulfill the seniority required (at least 5 years) by the Company's additional pension scheme she will not benefit from said pension scheme.	Meeting of the Board of Directors held on February 15, 2016  2014 Registration Document, paragraph 3.1.3.2.2, p. 207-