

REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSED RESOLUTIONS SUBMITTED TO THE COMBINED SHAREHOLDERS' MEETING OF 24 MAY 2022

The Board of Directors convenes the shareholders to the Combined Shareholders' Meeting to be held on 24 May 2022, to report on the Company's operations during the financial year closed on 31 December 2021 and submit the following proposed resolutions for their approval:

■ Approval of the 2021 annual financial statements and allocation of result (1st to 3rd ordinary resolutions)

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

Ipsen SA's annual financial statements for the year closed on 31 December 2021 show a profit of €1,293,916.61.

The consolidated financial statements for the year closed on 31 December 2021 show a profit (Group share) of 646,692 thousand of euros.

Detailed comments on the annual and consolidated financial statements are given in the 2021 Universal Registration Document.

The purpose of the **third resolution** is to decide the allocation of the result and set the dividend for the 2021 financial year.

The Board of Directors proposes to the Shareholders' Meeting to allocate the result of the financial year ended 31 December 2021 as follows:

Origin :

- Profit for the financial year €1,293,916.61

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

For financial year	Incomes eligible for 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	
2018	€83,808,761.00* i.e. €1.00 per share**	–	–
2019	–	–	€83,814,526.00* i.e. €1.00 per share***
2020	€83,814,526.00* i.e. €1.00 per share	–	–

* Including the amount of the unpaid dividend or distribution corresponding to treasury shares and allocated to the account on which it has been withdrawn.

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

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

■ Regulated agreements (4th ordinary resolution)

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

It is specified that there are no new agreements and commitments of the kind of the ones referred to under Article

- Retained earnings from previous financial year €196,030,600.42
- Distributable profit €197,324,517.03

Allocation :

- No allocation to the legal reserve –
(already amounting to more than one tenth of the share capital)
- Dividends €100,577,431.20
- Retained earnings €96,747,085.83.

The gross dividend allocated for each share is set at €1.20.

The ex-date will be set on 31 May 2022 and the amount will be paid on 2 June 2022.

In the event of a change in the number of shares giving right to a distribution compared with the 83,814,526 shares comprising the share capital on 31 December 2021, the overall amount of dividends would be adjusted accordingly and the amount allocated to the retained earnings account would be determined on the basis of the dividends actually paid.

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

L. 225-38 of the French Commercial Code. It is asked under this resolution to take note of it (**fourth resolution**).

The absence of such agreements and commitments is also presented in the special report of the statutory auditors relating thereto which will be presented to the Meeting and which is included in the Company's 2021 Universal Registration Document.

■ Statutory auditors (5th and 6th ordinary resolutions)

The Board of Directors, upon a recommendation of the Audit Committee, proposes to the Shareholders' Meeting to appoint PricewaterhouseCoopers Audit as incumbent Statutory auditor to replace Deloitte & Associés, whose term of office expires at the end of this Meeting, for a term of six years expiring at the end of the Shareholders' Meeting to be held in 2028 to approve the financial statements for the year ending on 31 December 2027 (**fifth resolution**).

The Board of Directors also proposes to the Shareholders' Meeting not to renew or replace the duties of BEAS as deputy Statutory auditor, whose term of office also expires at the end of this Meeting, in accordance with the law (**sixth resolution**).

■ Directors (7th to 10th ordinary resolutions)

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

- renew the term of office of Highrock S.à.r.l as a Director, for a term of four years, expiring at the end of the Shareholders' Meeting to be held in 2026 to approve the financial statements for the past financial year (**seventh resolution**).

Highrock S.à.r.l, represented by Anne BEAUFOUR, has been a Director of Ipsen SA since 6 January 2020. It is a permanent guest of the Innovation and Development Committees – Specialty Care and Consumer HealthCare.

Given the involvement in the work of the Company's Board of Directors and the two specialized Committees to which it is a permanent guest, as well as for the diligence shown, with an attendance rate of 92% for meetings of the Board of Directors and of 100% for the two Committees to which it is a permanent guest, it is proposed to renew the office of Highrock S.à.r.l as a Director.

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

Additional information concerning this Director is set out in Appendix 1 of the convening notice and in the 2021 Universal Registration Document.

- renew the term of office of Mr. Paul SEKHRI as a Director, for a term of four years, expiring at the end of the Shareholders' Meeting to be held in 2026 to approve the financial statements for the past financial year (**eighth resolution**).

Mr. Paul SEKHRI, Director of Ipsen SA since 2018, is a member of the Audit Committee, of the Nomination Committee and of the Innovation and Development Committee – Specialty Care.

Given his involvement in the work of the Company's Board of Directors and the three specialized Committees of which he is a member, as well as for the diligence he has shown, with an attendance rate of 100% for meetings of the Board of Directors and for the three Committees of which he is a member, it is proposed to renew the office of Mr. Paul SEKHRI as a Director. This proposal also takes into account his knowledge of financial, audit and M&A fields (as required for the Audit Committee), as well as his

professional experience in international pharmaceutical or biotechnology companies and groups.

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

Additional information concerning this Director is set out in Appendix 1 of the convening notice and in the 2021 Universal Registration Document.

- renew the term of office of Mr. Piet WIGERINCK as a Director, for a term of four years, expiring at the end of the Shareholders' Meeting to be held in 2026 to approve the financial statements for the past financial year (**ninth resolution**).

Mr. Piet WIGERINCK, Director of Ipsen SA since 2018, is member of the Compensation Committee and of the Innovation and Development Committee – Specialty Care.

Given his involvement in the work of the Company's Board of Directors and the two specialized Committees of which he is a member, as well as for the diligence he has shown, with an attendance rate of 85% for meetings of the Board of Directors and of 100% for the two Committees of which he is a member, it is proposed to renew the office of Mr. Piet WIGERINCK as a Director. This proposal also takes into account his qualifications and professional experience for European pharmaceutical and biotechnology companies, some of which are listed, as well as his knowledge in Research and Development, up to the marketing of new drugs.

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

Additional information concerning this Director is set out in Appendix 1 of the convening notice and in the 2021 Universal Registration Document.

- ratify the temporary appointment as a Director, made by the Board of Directors on 20 January 2022, of Mrs. Karen WITTS, replacing Mrs. Carol STUCKLEY, who resigned. Consequently, Mrs. Karen WITTS shall exercise her functions for the remainder of the term of office of her predecessor, *i.e.* until the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the past financial year (**tenth resolution**).

Mrs. Karen WITTS is member and Chairperson of the Audit Committee and member of the Compensation Committee since 10 February 2022.

Mrs. Karen WITTS has gained international professional experience in finance through a variety of strategic positions for international groups. She brings a strong background in transformation, investment and risk management, as well as being a non-executive director and chairperson of audit committees. Given her profile and her expertise in financial and governance matters, it is proposed to ratify the appointment of Mrs. Karen WITTS as a director.

The Board of Directors, upon the proposal of the Nomination Committee and based on the opinion of the Ethics and

Governance Committee, considers that Mrs. Karen WITTS may be qualified as an independent member according to the independence criteria set out in the AFEP-MEDEF Code.

Additional information concerning this Director is set out in Appendix 1 of the convening notice and in the 2021 Universal Registration Document.

Information about the Board of Directors:

The individual attendance rates for all Directors are detailed in the 2021 Universal Registration Document. During the 2021 financial year, the attendance rate at Board meetings was of 98%.

If the appointment and renewal proposals are approved:

- The Board's independence rate, as defined in accordance with all the criteria of the AFEP-MEDEF Code adopted by the Company, would be of 33%. The Company will therefore continue to comply with the recommendations of this Code regarding the proportion of Independent Directors.
- The proportion of women members of the Board would be of 42%, in accordance with the law.
- The average age would be kept at 58.
- The Board's internationalisation rate would be 50% with 5 different nationalities represented.

■ Compensation of Corporate Officers (11th to 16th ordinary resolutions)

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

The compensation policy for the Chairman of the Board of Directors, the Chief Executive Officer and/or any other executive officers and of the members of the Board of Directors, is presented in the Corporate Governance report included in the 2021 Universal Registration Document, section 5.4.1.3 and mentioned in Appendix 2 of this convening notice.

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

In accordance with the provisions of Article L.22-10-34 I of the French Commercial Code, it is proposed that the Meeting approves the information relating to the compensation of corporate officers referred to in I of Article L.22-10-9 of the French Commercial Code, presented in the Corporate Governance report, which is included in the 2021 Universal Registration Document, sections 5.4.2 et 5.4.3 and mentioned in Appendix 3 of this convening notice (**fourteenth resolution**).

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

The Board of Directors proposes to the Shareholders' Meeting to approve the base, variable and exceptional elements making up the total compensation and benefits of any kind

paid during the past financial year or granted for the same financial year in respect of his duties to Mr. Marc de GARIDEL, Chairman of the Board of Directors (**fifteenth resolution**).

Tables showing individual compensation elements are appended to this convening notice (Appendix 4).

Approval of the base, variable and exceptional elements making up the total compensation and the benefits of any kind paid during the past financial year or granted for the same financial year to Mr. David LOEW, Chief Executive Officer

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

Tables showing individual compensation elements are appended to this convening notice (Appendix 4).

■ Repurchasing by the Company of its own shares and, if applicable, cancellation of these shares (17th ordinary resolution)

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

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

This authorization would terminate the authorization given to the Board of Directors by the Shareholders' Meeting held on 27 May 2021 in its seventeenth ordinary resolution.

The acquisitions may be carried out in order to:

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

- ensure the coverage of negotiable securities giving rights to the allocation of Company shares in accordance with the regulations in force;
- possibly cancel acquired shares, in accordance with the authorization granted or to be granted by the Extraordinary Shareholders' Meeting.

These share purchases, sales, transfers or exchanges may be carried out by all means, including on the market or off-market, or by multilateral trading facilities or through systematic internalizers, or over-the-counter, including through the acquisition or sale of blocks of securities, and at any times as the Board shall see fit.

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

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

It is proposed to set the maximum purchase price at €200 per share and, consequently, the maximum amount of the transaction would be set at €1,676,290,400.

The Board of Directors would be granted with all powers to carry out these transactions.

■ Free grants of shares (18th extraordinary resolution)

Authorization to carry out free grants of shares to salaried staff members and/or certain corporate officers of the Company or affiliated companies or economic interest groups

In order to enable an attractive employee share ownership policy such as to ensure the development of the Company, it is proposed to renew the authorization to carry out free grants of existing shares and/or to be issued to salaried staff members of the Company and affiliated companies or economic interest groups that are directly or indirectly affiliated to it and/or certain corporate officers ([eighteenth resolution](#)).

It is thus proposed to authorize the Board of Directors, for a period of 26 months to grant, pursuant to Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, new free shares resulting from a capital increase by capitalization of reserves, premiums or profit, and/or with existing shares.

The beneficiaries from these free shares may be:

- salaried staff members of the Company or companies or economic interest groups that are directly or indirectly affiliated to it under the meaning of Article L.225-197-2 of the French Commercial Code;
- corporate officers who meet the conditions defined by Article L.225-197-1 of the French Commercial Code.

The total number of free shares allocated under this authorisation shall not exceed 3% of the share capital at the date of the present Shareholders' Meeting. Will count against this ceiling the total number of shares to which the options that could be granted by the Board of Directors pursuant to twenty-sixth resolution approved by the Combined Shareholders'

Meeting held on 27 May 2021, or any subsequent resolution having the same purpose, may give entitlement.

To this 3% ceiling will be added, as appropriate, the number of shares, existing or new, that should be given to the beneficiaries in the event of adjustment of the allocated rights, following operations on the Company's share capital during the acquisition period, to preserve the rights of beneficiaries of free share allocations.

The total number of shares that may be freely granted to the Company corporate officers may not exceed 20% of this envelope and the final acquisition to their benefit would be subject to one or several performance conditions set by the Board of Directors.

The allocation of shares to beneficiaries would be final at the end of a vesting period, the duration of which will be determined by the Board of Directors, which may not be less than two years, it being specified, however, that the vesting period for executive corporate officers may not be less than three years. The Board of Directors may provide for a holding period at the end of the vesting period.

The elements regarding performance shares granted to corporate officers are detailed in Appendix 3 of this report.

Exceptionally, the final acquisition of shares shall occur before the end of the vesting period in the event of the beneficiary's disability corresponding to a classification in the second or the third categories defined by Article L.341-4 of the French Social Security Code and the shares thus acquired will be immediately transferable.

The Board would thus dispose of all powers to:

- set the conditions and, if applicable, the allocation criteria and performance conditions for the shares;
- determine the identity of the beneficiaries as well as the number of shares to be allocated to each of them;
- if applicable:
 - check whether there are sufficient reserves and transfer to an unavailable reserve account at every allocation the sums required to pay up the new shares to be allocated;
 - decide the capital increase or increases by capitalization of reserves, premiums or profits related to the issuance of the new shares freely granted;
 - acquire the necessary shares under the share repurchase program and allocate them to the plan in case of existing shares allocation;
 - determine the impacts on the rights of beneficiaries, of transactions affecting the Company's share capital or likely to affect the rights of beneficiaries and realized during the acquisition period and, accordingly, change or adjust, if necessary, the number of shares allocated in order to safeguard the rights of beneficiaries;
 - take all appropriate measures to ensure compliance with the holding period required, where appropriate, of the beneficiaries;
- and, more generally, do everything needed to implement this authorization in accordance with the legislation in force.

This authorization would entail the waiver by shareholders of their preferential subscription rights to the new shares issued

by the means of the capitalization of reserves, premiums and profits.

This authorization would cancel and supersede, where appropriate, up to the unused portion, any previous authorization having the same purpose.

■ **Amendment of the Articles of association (19th extraordinary resolution)**

It is proposed to amend article 16.1 of the the Articles of association, relating to the age limit for the Chairperson of the Board of Directors. The age limit would remain at 65 years in accordance with the law, and article 16.1 would henceforth specify that the term of office of the Chairperson of the

Board of Directors shall terminate at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year during which this limit is reached (**nineteenth resolution**). The rest of article 16.1 would remain unchanged.

■ **Powers to carry out formalities (20th ordinary resolution)**

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

The Board of directors

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

Highrock S.à.r.l. Director	Nationality: Luxembourg	Shares owned: 21,816,679 * Voting rights: 43,633,357 *
Committees: <ul style="list-style-type: none"> • Innovation and Development Committee – Specialty Care (Permanent guest) • Innovation and Development Committee – Consumer HealthCare (Permanent guest) Date of 1st appointment: 6 January 2020	Biography and experience	
Term of office: 2022 Shareholders' Meeting	<p>Highrock S.à.r.l. is a limited liability company under Luxembourg law incorporated on 25 May 2009. Since 19 December 2019, Highrock S.à.r.l. has been a shareholder of Ipsen S.A. Registered office: 9B, boulevard Prince Henri – L-1724 Luxembourg. RCS Luxembourg B146822.</p> <p>As of 31 December 2021, it held 21,816,679 shares, <i>i.e.</i> 26.03% of the share capital, and 43,633,357 voting rights, <i>i.e.</i> 33.36% of the actual voting rights.</p> <p>Anne Beaufour is the permanent representative of Highrock S.à.r.l.</p>	
Anne Beaufour Permanent representative of Highrock S.à.r.l.	Nationality: French	Shares owned: 1 * Voting rights: 2 *
Committees: <ul style="list-style-type: none"> • Innovation and Development Committee – Specialty Care (Permanent guest) • Innovation and Development Committee – Consumer HealthCare (Permanent guest) Date of birth: 8 August 1963	Biography and experience	
	<p>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 of the 2021 universal registration document, which directly and/or indirectly hold shares of the Company.</p>	
	Positions and functions currently held	
	Within the Ipsen Group or its main shareholders: <p>Listed company:</p> <ul style="list-style-type: none"> • Ipsen S.A. (France), Permanent representative of Highrock S.à.r.l. (Luxembourg) on the Board of Directors <p>Non listed company:</p> <ul style="list-style-type: none"> • Highrock S.à.r.l. (Luxembourg), Manager 	Outside the Ipsen Group or its main shareholders: <p>Listed company: None</p> <p>Non listed company:</p> <ul style="list-style-type: none"> • South End Consulting Limited (SEC Ltd) (UK), Director • CBA Estates Ltd (UK), Director
Positions previously held that expired during the last five years		
<ul style="list-style-type: none"> • FinHestia S.à.r.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.à.r.l. (Luxembourg), Manager 		

* The shareholding is described in section 5.6.2.1 of the 2021 universal registration document available on the Company's website.

Paul Sekhri Independent Director	Nationality: American	Shares owned: 500 Voting rights: 500
Committees: <ul style="list-style-type: none"> • Audit Committee • Nomination Committee • Innovation and Development Committee – Specialty Care Date of birth: 26 April 1958 Date of 1st appointment: 30 May 2018 Term of office: 2022 Shareholders' Meeting	Biography and experience	
	<p>Paul Sekhri has been President and Chief Executive Officer of e-Genesis, a company specialized in gene editing technology to deliver safe and effective human transplantable cells, tissues and organs, since 17 January 2019.</p> <p>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.</p> <p>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.</p> <p>Paul Sekhri is currently a member of the Board of Directors of Compugen Ltd., Pharming Group NV, Veeva Systems, Inc. and Longboard Pharmaceuticals.</p> <p>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.</p>	
	Positions and functions currently held	
	Within the Ipsen Group or its main shareholders: Listed company: <ul style="list-style-type: none"> • Ipsen S.A. (France), Independent Director Non listed company: None	Outside the Ipsen Group or its main shareholders: Listed company: <ul style="list-style-type: none"> • 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 Non listed company: <ul style="list-style-type: none"> • e-Genesis (USA), President and Chief Executive Officer • Spring Discovery (USA), Director
Positions previously held that expired during the last five years		
<ul style="list-style-type: none"> • 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 (Israel), Director 		

Piet Wigerinck Independent Director	Nationality: Belgian	Shares owned: 680 Voting rights: 680
Committees: <ul style="list-style-type: none"> Innovation and Development Committee – Specialty Care Compensation Committee Date of birth: 22 December 1964	Biography and experience	
	<p>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™.</p> <p>He 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, preclinical research, CM&C and phase 1 and phase 2 clinical trials. He act as a consultant in the fields of anti-infective, autoimmune and anti-fibrotic diseases.</p> <p>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.</p>	
	Positions and functions currently held	
	Within the Ipsen Group or its main shareholders: <p>Listed company:</p> <ul style="list-style-type: none"> Ipsen S.A. (France), Independent Director <p>Non listed company: None</p>	Outside the Ipsen Group or its main shareholders: <p>Listed company: None</p> <p>Non listed company:</p> <ul style="list-style-type: none"> 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 UZA Foundation (Belgium, non-profit), Board member
Positions previously held that expired during the last five years		
<ul style="list-style-type: none"> Galapagos NV (Belgium), Chief Scientific Officer 		

Karen Witts Independent Director	Nationality: American	Shares owned: 0 Voting rights: 0
Committees: <ul style="list-style-type: none"> • Audit Committee (Chairperson) • Compensation Committee Date of birth: 28 May 1963 Date of 1st appointment: 20 January 2022 Term of office: 2025 Shareholders' Meeting	Biography and experience	
	Karen Witts was Group CFO at Compass Group Plc until October 2021. Compass is the world's leading food service company, operating in 43 countries and employing more than 500k people. She was responsible for corporate strategy and planning, business performance management and reporting, financial reporting and control, tax and treasury activities, M&A, internal audit and enterprise risk management, investor relations, and led the digital and technology function. Prior to this, Karen was 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: <ul style="list-style-type: none"> • Ipsen S.A. (France), Independent Director Non listed company: None	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		
<ul style="list-style-type: none"> • Compass Group Plc, Group Chief Financial Officer • Kingfisher Plc, Group Chief Financial Officer 		

Appendix 2 – Compensation policy of Corporate Officers

These elements of the compensation policy for Corporate Officers are in line, in terms of principles and structure, with the policy approved by the Shareholders' Meeting of 27 May 2021.

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 2021 financial year or granted for the 2021 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 2022 to approve the financial statements for the financial year ended on 31 December 2021, following a specific resolution for each element.

■ General principles

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

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

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

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

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

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

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

The compensation of the Corporate Officers is structured as follows:

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

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

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

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

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

In accordance with the Board of Directors' Internal Rules, the main duties of the Compensation Committee are (i) to propose to the Board the various components of compensation paid to corporate officers, members of Executive Management and senior Group managers, (ii) to keep itself informed of the recruitment of key members of Group management other than the Chief Executive Officer and of the setting of and changes in the various components of their compensation, (iii) to issue recommendations on the amount and distribution of compensation paid to Board members and (iv) to make recommendations to the Board on the Group's compensation policy, employee savings plans, reserved issues of securities giving access to the capital and the granting of stock options or bonus shares, pension plans, or any other equivalent formulas. For more information concerning the Compensation Committee, see section 5.2.2.6 of the 2021 universal registration document.

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

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

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

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

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

The 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 in line with social interest and necessary to guarantee the sustainability or viability of the Company. The events which could give rise to the use of this possibility of derogation from the compensation policy could be, without being limited to, exceptional external growth operations or a major change in strategy or in the event of 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.

■ Components of the compensation of corporate officers

1. Compensation policy for Directors

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

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

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

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

- payment of a fixed proportion (40%) after the end of 1st half-year;
- payment of the variable proportion (60%) after the end of 2nd half-year after taking into account 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 his/her capacity as Director. They have an open-ended employment contract with a subsidiary of the Company, including terms of advance notice and cancellation, in accordance with regulations.

In addition, the term of office of directors is mentioned in section 5.2.2.2 of the 2021 universal registration document.

2. Chairman of the Board

a. Allocation of the various compensation components

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

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

b. Base compensation

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

c. Variable compensation

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

d. Exceptional compensation and/or financial indemnity

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

e. Compensation as a Director

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

f. Stock options and performance shares

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

g. Other benefits

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

Group's contract, reimbursement of travel expenses and expenses incurred with the exercise of their corporate duties, and D&O liability insurance.

h. Severance payment

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

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

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

i. Non-compete payment

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

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

j. Retirement Schemes

Executive Corporate Officers may benefit from defined-contribution plans or defined-benefit retirement plans, which benefit the Company's executives more broadly, in accordance with the AFEP-MEDEF Code. This elements are taken into account for 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 from 1 July 2019. On that date, it was also closed to new members of the Company.

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

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

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

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

3. Executive Corporate Officers, the Chief Executive Officer

a. Allocation of the various compensation components

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

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

b. Base compensation

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

c. Annual variable compensation

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

Annual variable compensation is set on the basis of a target variable compensation equal to 100% of the base compensation, within a range between 0 and 150%, in case of under or overperformance. It is specified that, in 2020, this range was between 0 and 200%, it has been decided to set the limit at 150% to reinforce the alignment with the program of short term incentives for all Ipsen employees. The annual variable compensation is based on the following quantifiable and qualitative performance criteria: two-thirds of this target bonus are based on quantifiable criteria of equal weighting, *i.e.* achievement of consolidated net sales levels, core operating income, earnings per share and cash flow; the remainder is based on qualitative criteria clearly defined, split into three categories: Strategy/Business, Management and Social Responsibility. The Strategy/Business category includes targets supporting the Company's long-term mission and goals; Management includes corporate management targets to support the annual execution of the strategy defined by the Board of Directors; and Social Responsibility includes objectives supporting the corporate social responsibility strategy as developed through three pillars: employees, patients and society, and environment, in line with the strategy and CSR policy of the Group.

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

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

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

d. Multi-annual variable compensation

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

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

e. Exceptional compensation and/or financial indemnity

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

It can decide to grant an exceptional compensation and/or an exceptional financial indemnity to the Chief Executive Officer while taking into account the specific circumstances in which he carries out his duties.

f. Special financial indemnity

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

g. Compensation as a Director

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

h. Stock options and performance shares

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

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

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

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

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

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

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

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

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

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

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

i. Other benefits

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

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

j. Severance payment

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

- payment granted only in the event of a forced departure (*départ contraint*) within the meaning of the AFEP-MEDEF Code, it being specified that the payment is excluded if the Corporate Officer leaves the Company on a voluntary basis;
- equal to 24 months of gross fixed compensation paid for his duties (fixed and variable annual compensation) for the corporate office;

- the grant of which is subject to two cumulative performance conditions which are (i) Group operating income for 2017 and 2018 at a rate of at least 15% and, as of 2019 and subsequent years, the maintenance of Group operating income at a rate of at least 20%, and (ii) free cash flow before operating investments during the three years prior to departure above a threshold of €300 million, in line with the Group's strategy;
- including 50% of the amount due under the non-competition undertaking given by the Chief Executive Officer.

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

k. Non-compete payment

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

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

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

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

l. Retirement Schemes

The Executive Corporate Officers may benefit from defined contribution plans or defined-benefit plan which more broadly benefits the Company's executives, in accordance with the AFEP-MEDEF Code. These elements are taken into account for the determination of Executive Corporate Officers' global compensation.

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

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

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

Extract from Ipsen's 2021 Universal Registration Document, pages 244 *et seq.*, section 5.4.2, relating to the compensation of members of the Board of Directors.

■ Compensation of the Board members

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

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

receive an additional amount of €20,000 for a full year of service,

- each Director who is a member of at least one Committee shall receive an additional amount of €5,000 for a full year of service.

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

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

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

The following table shows the amounts paid during the 2020 and 2021 financial years and awarded for those same financial years.

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

Directors	Amounts granted for 2020	Amounts paid ⁽¹⁾ in 2020	Amounts granted for in 2021	Amounts paid ⁽¹⁾ in 2021
Marc de Garidel ⁽¹⁾				
– Compensation as Director	–	–	–	–
– Other compensation	cf. section 5.4.2.2	cf. section 5.4.2.2	cf. section 5.4.2.2	cf. section 5.4.2.2
Anne Beaufour ⁽²⁾				
– Compensation as Director	€658	€27,583	–	€395
– Other compensation	–	–	–	–
Highrock S.à.r.l. ⁽³⁾				
– Compensation as Director	€36,699	€15,737	€38,080	€36,962
– Other compensation	–	–	–	–
Henri Beaufour				
– Compensation as Director	€38,800	€33,040	€40,000	€38,800
– Other compensation	–	–	–	–
Philippe Bonhomme ⁽²⁾				
– Compensation as Director	€1,726	€68,690	–	€1,036
– Other compensation	–	–	–	–
Beech Tree S.A. ⁽³⁾				
– Compensation as Director	€103,274	€41,310	€105,000	€103,964
– Other compensation	–	–	–	–
Laetitia Ducroquet ⁽⁴⁾				
– Compensation as Director	–	–	–	–
– Other compensation	–	–	–	–
Antoine Flochel				
– Compensation as Director	€160,000	€163,845	€160,000	€160,000
– Other compensation	–	–	–	–
Margaret Liu				
– Compensation as Director	€103,800	€115,000	€109,973	€98,800
– Other compensation	–	–	–	–

REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSED RESOLUTIONS SUBMITTED
TO THE COMBINED SHAREHOLDERS' MEETING OF 24 MAY 2022



Directors	Amounts granted for 2020	Amounts paid ⁽¹⁾ in 2020	Amounts granted for in 2021	Amounts paid ⁽¹⁾ in 2021
David Loew ⁽⁵⁾				
– Compensation as Director	–	–	–	–
– Other compensation	cf. section 5.4.2.3	cf. section 5.4.2.3	cf. section 5.4.2.3	cf. section 5.4.2.2
Michèle Ollier				
– Compensation as Director	€60,000	€62,360	€60,000	€60,000
– Other compensation	–	–	–	–
Jean-Marc Parant ⁽⁶⁾				
– Compensation as Director	–	–	–	–
– Other compensation	–	–	–	–
Paul Sekhri				
– Compensation as Director	€92,100	€95,560	€104,000	€87,100
– Other compensation	–	–	–	–
Carol Stuckley ⁽⁷⁾				
– Compensation as Director	€120,000	€130,000	€70,397	€115,000
– Other compensation	–	–	–	–
Piet Wigerinck				
– Compensation as Director	€75,000	€66,245	€71,400	€75,000
– Other compensation	–	–	–	–
Carol Xueref				
– Compensation as Director	€123,800	€117,838	€125,000	€123,800
– Other compensation	–	–	–	–
Total / Gross amount				
– Compensation as Director	€915,857	€937,208	€883,850⁽⁸⁾	€900,857⁽⁸⁾
– Other compensation	–	–	–	–

⁽¹⁾ Amounts paid on a half-year basis in arrears (within the month following each half-year closing), based *pro rata 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. It is stated that the compensation elements of Marc de Garidel paid or granted as Chairman of the Board of Directors are presented at section 5.4.2.2 of the 2021 universal registration document.

⁽²⁾ Director since 6 January 2020, the amount of director's fees have been calculated *pro rata temporis* on the time spent in office during the year.

⁽³⁾ Director until 6 January 2020, the amount of director's fees have been calculated *pro rata temporis* on the time spent in office during the year.

⁽⁴⁾ Laetitia Ducroquet has been designated Director representing the employees by the European Works Council on 6 November 2020 and doesn't receive any compensation relating to her mandate. It is stressed that she holds an employment contract within the Group and as such receives compensation that is unrelated to the exercise of her mandate. As a result, this compensation is not communicated.

⁽⁵⁾ David Loew does not receive any compensation as Director. It is stated that the compensation elements of David Loew as Chief Executive Officer are presented at section 5.4.2.3 of the 2021 universal registration document.

⁽⁶⁾ Jean-Marc Parant has been designated Director representing the employees by the Central Works Council on 27 November 2018 and doesn't receive any compensation relating to his mandate. It is stressed that he holds an employment contract within the Group and as such receives compensation that is unrelated to the exercise of his mandate. As a result, this compensation is not communicated.

⁽⁷⁾ Director until August 2021, the amount of directors' compensation has been calculated on a *pro rata basis* for the duration of the functions during the year.

⁽⁸⁾ The amounts shown are gross amounts. In 2021, individual directors received a net amount after deduction of 12.8% for foreign tax residents and 30% for French residents. Legal entity directors received a net amount after deduction of 26.5% 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 is regularized (return to a minimum of 40% of directors of each gender). The payment was made after this regularization.

■ 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 were unchanged for 2021.

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 financial year ended 31 December 2021 or granted to Marc de Garidel for the year ended 31 December 2021, 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 27 May 2021 in its eleventh 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.

Furthermore, it is specified that the Chairman of the Board of Directors does not receive variable compensation nor multi-annual variable compensation, subscription or purchase options nor performance shares.

1. 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

Total amount of compensations, options and performance shares granted for 2021 (table 1 of the AMF recommendations)

(gross rounded amount – in euros)	2020 Financial Year	2021 Financial 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 2021 financial year

(gross rounded amount – in euros)	2020		2021	
	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	–	–	–	–
Directors' fees	–	–	–	–
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 annual amount unchanged at €600,000, in accordance with what was decided by the Board of Directors at its meeting held on 28 March 2018.

2. 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 were unchanged for 2021.

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 taking into account changing responsibilities.

In compliance with the compensation policy applicable to the Chairman of the Board of Directors of Ipsen approved by the Shareholders' Meeting of 27 May 2021 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 annual amount unchanged 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.

Multi-annual variable compensation

The Board of Directors has decided that Marc de Garidel will not receive any multi-annual variable compensation in respect of his duties as Chairman of the Board of Directors of the Company.

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.

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.

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 for 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;
- administrative support provided by the Ipsen executive assistants of the Company in relation to his duties at Ipsen.

Payments, benefits and compensation granted or to be granted to Marc de Garidel upon termination of his functions within the Group

In accordance with Ipsen policy and in accordance with the AFEP-MEDEF Code, the Board of Directors, at its meeting held on 8 July 2016, decided to grant Marc de Garidel:

- a severance payment,
- the benefit of a defined-benefit additional pension scheme existing within the Company,
- a compensation under a non-compete agreement.

These payments and benefits that may be owed to the Chairman in connection upon termination of his duties replace those previously granted in respect of his duties as Chairman

and Chief Executive Officer by the Board of Directors of 11 October 2010.

The Board of Directors, on 17 December 2020, decided to modify the conditions of his severance payment which Marc de Garidel could benefit in compliance with the recommendations of the AFEP-MEDEF Code, which are the following:

- a payment granted only in the event of a forced departure (*départ contraint*) within the meaning of the AFEP-MEDEF Code; this payment will be excluded if the Chairman leaves on his own initiative the Company,
- equal to 24 months of gross fixed compensation paid for his duties,
- the granting of which is subject to two cumulative performance conditions: which are (i) maintenance of the recurring operating margin of the Group for 2017 and 2018 at a rate of at least 15%, and for 2019 and following years maintenance of the core operating margin of the Group at a rate of at least 20% and (ii) maintenance of the Free Cash Flow before capital expenditure (CAPEX) during the three years preceding departure at a minimum threshold of €300 million,
- including, for a portion equal to 50% of its total, the amount payable in consideration for the non-compete clause of the Chairman of the Board of Directors. It is specified that the Board of Directors can waive the application of the non-compete undertaking upon departure of the Chairman of the Board by decision of the Board,
- no non-compete benefit is paid once Marc de Garidel has reached the age of 65 and has the opportunity to claim his pension rights.

Details of these commitments are given below (see section 4 below).

3. 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 senior executives of the Group 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, in respect of 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 the 2021 financial year.

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 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.

Performance shares that have become available during the 2021 financial year (Table 7 of AMF recommendations)

Corporate Officer	Date granted	Number of shares that became available
Marc de Garidel Chairman of the Board of Directors ⁽¹⁾	N/A	N/A

⁽¹⁾ Marc de Garidel was Chairman and Chief Executive Officer until 18 July 2016 and has become Chairman of the Board of Directors from this date.

4. 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 defined-benefit additional pension scheme of the Company 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,
- 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 the regulations, the grant of this additional pension scheme shall be subject to a performance condition, since 2019, the level of the core operating margin of the Group during the three years preceding departure at a minimum threshold of 20% and, since 2020, a second performance condition has been introduced: maintenance of the Free Cash Flow before capital expenditure (CAPEX) during the three years preceding 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 survivor's 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 2021, is estimated at €49,527, unchanged since 30 June 2019.

The closure of the Defined-Benefit scheme in 2019, induces for Marc de Garidel a decrease of his expected pension below the level 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 set up an additional individual Defined Contribution plan ("Article 82") to fill the gap between 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 retirement is being 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 one condition of presence and two cumulative performance conditions.

The payment related to this scheme would require validation of the performance achievement by the Board of Directors and submitted to vote at the first possible General Shareholders' meeting following the date of retirement.

Payments or benefits granted or likely to be granted upon termination of his functions within the Group

At its meeting held on 8 July 2016, the Board of Directors decided to grant Marc de Garidel, Chairman of the Board, the right to a severance payment on the following terms, in accordance with the recommendations of the AFEP-MEDEF Code.

At its meeting held on 17 December 2020, the Board of Directors decided to change the conditions of the severance payment which Marc de Garidel, Chairman of the Board, could benefit, in accordance with the recommendations of the AFEP-MEDEF Code:

- payment granted only in the event of a forced departure (*départ contraint*) within the meaning of the AFEP-MEDEF Code, it being specified that the payment is excluded if the corporate officer leaves the Company on a voluntary basis,
- equal to 24 months of gross fixed compensation paid for his duties,
- the granting of which is subject to two cumulative performance conditions which are (i) maintenance of the recurring operating margin of the Group for 2017 and 2018, at a rate of at least 15%, and, as from 2019 and for subsequent years, maintenance of the operating margin for the Group's activities at a rate of at least 20% and (ii) maintenance of the Free Cash Flow before capital expenditure (CAPEX) during the three years preceding departure at a minimum threshold of €300 million,
- including, for a portion equal to 50% of its total, the amount payable in consideration for the non-compete clause of the Chairman of the Board of Directors,
- the payment of any termination benefits must be excluded if Marc de Garidel has reached the age of 65 and is entitled to benefit from his pension rights.

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

Non-compete payment

Marc de Garidel, Chairman of the Board, agreed, in the event of his departure from the Group, during a period of 24 months

following the date of his effective departure, not to perform or participate from an operational standpoint (including as a consultant), within the territory of the European Economic Area (EEA) and/or North America, in any activity relating to the development and/or the marketing of products belonging to the same therapeutic category (source IMS-Health) as the top three products of the Group in terms of turnover on the date of his effective departure.

The indemnity owed by the Company in consideration of this non-compete undertaking will be included in the severance package described above if it were also granted, for a portion equal to 50%.

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

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

The compensation of Marc de Garidel is fully aligned with the Company's compensation policy. His total compensation is composed of an annual base salary, no variable compensation, no eligibility to performance shares, this compensation is also based on the recommendation of the Compensation Committee.

■ 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.

David Loew, Chief Executive Officer

For financial year 2021, 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 2021.

In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the compensation elements paid during the financial year ended 31 December 2021 or granted to David Loew, Chief Executive Officer, for the financial year ended on 31 December 2021, in respect of his term of office, comply with the compensation policy approved by the Shareholders' Meeting held on 27 May 2021 in its twelfth ordinary resolution.

It is specified that the payment of the variable compensation elements allocated for the 2021 financial year will depend on the approval by the next Shareholders' Meeting to be held in 2022 of 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, in respect of his duties as Chief Executive Officer, was determined by the Board of Directors, upon recommendation of the Compensation Committee, at its meeting held on 10 February 2022 and will be subject to a resolution submitted to the approval of the next Shareholders' Meeting.

1. 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)	2020 Financial Year	2021 Financial Year
David Loew Chief Executive Officer		
Compensations due for the year (see details below)	1,982,750	2,298,000
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⁾	2,830,816 ⁽²⁾	2,536,350 ⁽³⁾
Book value of other long-term compensation plans	–	–
Total	4,813,566	4,834,350

⁽¹⁾ For further details, see section 5.4.2.3 of the 2021 universal registration document, paragraphs B and C.

⁽²⁾ It was decided by the Board of a grant of performance shares with a book value of €2,830,816 including the financial compensation indemnity for 6,579 shares.

⁽³⁾ It was decided by the Board of a grant of performance shares with a book value of €2,536,350.

Summary table of compensations (Table 2 of the AMF recommendations)

(gross rounded amount – in euros)	2020		2021	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
David Loew Chief Executive Officer				
Base compensation	475,000 ⁽¹⁾	475,000 ⁽¹⁾	950,000	950,000
Annual variable compensation – Annual performance	498,750	–	1,330,000 ⁽²⁾	498,750
Multi-annual variable compensation	–	–	–	–
Exceptional compensation – Integration within the Group	–	–	–	–
Special financial indemnity	1,000,000 ⁽³⁾	–	–	500,000 ⁽³⁾
Compensation as a Director	–	–	–	–
Benefits in kind	9,000	9,000	18,000 ⁽⁴⁾	18,000
Total	1,982,750	484,000	2,298,000	1,966,750

⁽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. This amount was paid on a *pro rata* basis in 2020, taking into account his assumption of office on 1 July 2020. The annual compensation has been unchanged for 2021.

⁽²⁾ The Board of Directors, at its meeting held on 10 February 2021, 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 10 February 2022, 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 of the Chief Executive Officer for 2021 at €1,330,000. This variable compensation will be paid in 2022, subject to the Shareholders' Meeting approval of the compensation elements paid during the previous financial year or granted for the previous financial year to the Chief Executive Officer. The performance criteria are presented in paragraph 2 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;
- 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 2 "Special financial indemnity").

⁽⁴⁾ Benefits in kind are defined in paragraph 2 hereunder "Other benefits".

2. 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.

Base compensation

Base compensation 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.

The Board of Directors, at its meeting held on 10 February 2021 and upon recommendation of the Compensation Committee, has confirmed David Loew's base compensation for 2021 at a gross annual amount of €950,000, unchanged since his nomination in 2020.

The weighting, the possible variation and the percentage of realization of the quantifiable and qualitative objectives decided by the Board of Directors are as follows:

	Criteria	Weight	Variation possible de la part	% of achievement ⁽¹⁾	Amount (in €)
Performance indicators	Consolidated net sales	1/6	0% to 150%		
	Core operating income	1/6	0% to 150%		
	Cash flow from operations	1/6	0% to 150%		
	Earnings per share	1/6	0% to 150%		
Quantifiable objectives		2/3	0% to 150%	150%	950,000
Qualitative objectives		1/3	0% to 150%	120%	380,000
Total		100%	0% to 150%	140%	1,330,000

⁽¹⁾ Percentages of achievement approved by the Board of Directors at its meeting of 10 February 2022.

At its meeting of 10 February 2022, 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 2021 financial year to €1,330,000, corresponding to 140% of the base compensation.

The payment of the variable compensation elements of David Loew is subject to the approval of the Annual Shareholders' Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021, of the elements of compensation paid or granted in respect of the past year.

Multi-annual variable compensation

David Loew did not receive a multi-annual variable compensation.

Special financial indemnity

The Board of Directors, during its meeting of 28 May 2020, has granted David Loew with 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

Annual variable compensation

The annual variable compensation is linked to the Group's global performance and to the realization of personal goals set for the Chief Executive Officer.

For the 2021 financial year, 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 (2/3) of this bonus target amount is based on four quantifiable criteria of equal weighting, based on the levels achieved of consolidated net sales at constant exchange rate, core operating income before amortization of intangible assets and at current exchange rate, free cash flow before capital expenditure (CAPEX) and earnings per share fully diluted. The remaining part (1/3) depends on three qualitative criteria in terms of strategy, management and CSR. Details of these qualitative criteria and the expected level of achievement of the performance criteria are not made public for confidentiality reasons.

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 of the 2021 universal registration document. 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, i.e.:
 - 60% based on two internal performance conditions, based on (i) the Group Core Operating Income (Group COI) excluding Business Development for 40% and (ii) CSR criteria for 20%. For each of these conditions, the level of payout (0 – 200%) will be defined as per the payout grid enclosed in the applicable plan rules, and
 - 40% based on an external performance condition measuring the relative performance of Ipsen's stock price compared to that of the other issuers which are part of the STOXX TMI 600 Health Care index. Based on its ranking, the level of payout (0 – 200%) will be defined as per the payout grid enclosed in the applicable plan rules.

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%.

Performance shares

Executive Corporate Officers as well as certain senior 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.

The Board of Directors, at its meeting held on 27 May 2021, on recommendation of the Compensation Committee, granted to David Loew 30,063 performance shares (equivalent to 100% at 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 0.04% of the 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, *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;
- 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.

Details regarding this allocation are given below.

Other benefits

David Loew received benefits resulting from the conditions linked to the performance of his duties at Ipsen, in particular:

b. Performance shares granted to David Loew, Chief Executive Officer

Performance shares granted during the 2021 financial year (table 6 of AMF recommendations)

	Plan date	Number of performance shares granted	Book value of the shares ⁽¹⁾	Book value of the shares ⁽¹⁾	Acquisition date	Date of availability	Performance conditions
David Loew Chief Executive Officer	27/05/2021	30,063 ⁽²⁾	€85.78	€2,536,350	27/05/2024	28/05/2024	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 0,04% of the share capital as of 29 July 2021.

a relocation package in 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 business travel and accommodation expenses incurred whilst exercising his duties, an 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 4).

3. Subscription and/or purchase options and performance shares granted to David Loew, Chief Executive Officer

Executive officers and other senior executives of the Group 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 option 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 with effect on 1 July 2020

Subscription or purchase options granted during the 2021 financial year (table 4 of AMF recommendations)

No option was granted to the Chief Executive Officer, David Loew, during the 2021 financial year.

Synthesis of the subscription or purchase options granted (table 8 of AMF recommendations)

The Chief Executive Officer, David Loew, does not hold any Ipsen option.

No option was still valid on 31 December 2021. For more information about subscription or purchase options, see section 5.6.1.3.1 of the 2021 universal registration document.

Subscription or purchase options exercised during the 2021 financial year (table 5 of AMF recommendations)

No option was exercised by the Chief Executive Officer, David Loew, during the 2021 financial year.

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, *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;
- 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.

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 27 May 2021 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.

4. 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 with effect on 1 July 2020, does not have an employment contract.

Additional pension plan

It is specified that additional pension plans are taken into account in the determination of the 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 €4,963 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 financial years (or, in the event there would not be two financial 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),

- this grant is 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 undertaking 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 fix and variable compensation) will be adjusted downwards *pro rata temporis* 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 that 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 come 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

The Board of Directors of 29 May 2020 decided to fix the non-compete payment for David Loew. In consideration for its non-compete undertaking, David Loew will receive an indemnity:

- at the end of each month for which he will have complied with the commitment (for a duration of 12 months);
- equivalent to 50% of the gross average monthly compensation – fix 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 the 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 undertaking. For confidentiality reasons, the content of this non-competition undertaking cannot be made public.

The Board of Directors may waive this obligation.

It is specified that the non-compete undertaking will not apply and no non-compete indemnity will be paid, if David Loew is leaving the Company to retire or have 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 10 February 2022. These elements will be subject to the approval of the next shareholder meeting in 2022.

Appendix 4 – Compensation paid in or granted for 2021 (Article L.22-10-34 II of the French Commercial Code)

The compensation elements of the Chairman of the Board of directors and of the Chief Executive Officer are detailed in Ipsen's 2021 Universal Registration Document, sections 5.4.2.2 and 5.4.2.3, pages 246 *et seq.*

For Mr. Marc de Garidel			
Compensation components of Marc de Garidel, Chairman of the Board of Directors, subject to a vote	Amounts paid during the past financial year	Amounts granted for the past financial year, or book value	Presentation
2021 Base compensation	€600,000	€600,000	Annual base compensation
Severance payment	–	–	
Retirement scheme	–	–	
Non-compete payment	–	–	

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

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

For Mr. David Loew			
Compensation components of David Loew, Chief Executive Officer, subject to a vote	Amounts paid during the past financial year	Amounts granted for the past financial year	Presentation
2021 fixed compensation	€950,000	€950,000	Fixed annual compensation.
2021 annual variable compensation	€498,750 (Amount paid after approval by the 2021 Shareholders' Meeting)	€1,330,000 (Amount to be paid after approval by the 2022 Shareholders' Meeting, subject to its yes vote)	<p>Amount allocated for the past financial year with:</p> <ul style="list-style-type: none"> Quantifiable criteria for two third and qualitative criteria for one third contributed to the determination of this variable compensation; Maximum percentage of fixed compensation that variable compensation may represent: 100%. <p>The Board of Directors, on the recommendation of the Compensation Committee on 10 February 2022, and in view of the realization of the pre-established criteria, set the amount of the annual variable compensation of the Chief Executive Officer for 2021 at €1,330,000. This amount will be paid following the Shareholders' Meeting held in May 2022 to approve the amounts of the compensation components to be paid or granted to David Loew for the previous year.</p>

Compensation components of David Loew, Chief Executive Officer, subject to a vote	Amounts paid during the past financial year	Amounts granted for the past financial year	Presentation
Stock options, performance shares, or any other long-term benefit (warrants, etc.)	–	€2,536,350	30,063 shares were granted representing 0,04% 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>i.e.</i> : <ul style="list-style-type: none"> • 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; • 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 of 29 July 2020, and in consideration of the benefits that David Loew renounced by leaving his previous position, the Board of Directors decided to set up 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>i.e.</i> 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>i.e.</i> 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	–	–	
Retirement scheme	–	–	
Non-compete payment	–	–	

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

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