



October 20, 2023

## Definitive transfer of majority shareholding to BOIRON DEVELOPPEMENT

Pursuant to the transfer deeds dated today, the BOIRON family concert<sup>1</sup> has transferred all of the shares it held in BOIRON's share capital to BOIRON DEVELOPPEMENT<sup>2</sup>, i.e. a transfer, by way of contribution in kind and sale<sup>3</sup>, of 12,255,758 BOIRON shares, representing 69.85% of the share capital and 78.08% of the theoretical voting rights<sup>4</sup>, based on a unit price of €39.64 per share; this price includes the exceptional dividend distribution approved by the Ordinary General Meeting of shareholders on October 16, 2023 and paid out today.

At the same time, the BOIRON FCPE employee investment fund (the "FCPE") also transferred all of its shares in BOIRON to BOIRON DEVELOPPEMENT, i.e. a transfer, by way of contribution in kind and sale<sup>5</sup>, of 1,002,220 BOIRON shares, representing 5.71% of the share capital and 6.39% of the theoretical voting rights<sup>4</sup>, also based on a unit price of €39.64 per share.

In addition to these transfers and as previously announced, EW HEALTHCARE PARTNERS will also acquire a stake in BOIRON DEVELOPPEMENT. Following these transactions and the aforementioned public tender offer, the share capital of BOIRON DEVELOPPEMENT, the family holding companies SODEVA and SHB should control 70% of the share capital and voting rights, with the remaining share capital being held by EW HEALTHCARE PARTNERS around 25% of the share capital and voting rights and by the FCPE around 5% of the share capital and voting rights.

These transfers will be followed by the filing by BOIRON DEVELOPPEMENT, during the fourth quarter of 2023, of a proposed simplified public tender offer (the "Offer") for the BOIRON shares and, if the conditions are met at the end of the Offer, a squeeze-out. The proposed Offer, to be carried out at the same price of €39.64 per BOIRON share, will be subject to a compliance decision by the French Financial Markets Authority (AMF).

The Offer price of €39.64 per BOIRON share would represent a premium of 36.0% over the last closing price prior to the announcement of the proposed offer (€29.14 on July 3, 2023) and of 38.4% and 41.8% over the volume-weighted average prices for the last 20 and 60 trading days prior to the announcement, net of the exceptional dividend of €10.36 per BOIRON share, the ex-dividend date being October 18 this year.

Laboratoires BOIRON

All information relating to the proposed Offer can be found at [www.opas-boiron.com](http://www.opas-boiron.com).

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*ISIN Code: FR0000061129 (BOI) - Bloomberg: BOI FP - Reuters: BOIR.PA*

*The group's financial information and the glossary are online at: [www.boironfinance.com](http://www.boironfinance.com)*

<sup>1</sup> The BOIRON family concert comprises SODEVA (a French public limited company controlled by the Jean Boiron family branch) and SHB (a French public limited company controlled by the Henri Boiron family branch) and individual members of the Jean and Henri Boiron families.

<sup>2</sup> BOIRON DEVELOPPEMENT, formed for the purposes of this transaction, is a French simplified joint-stock company (*société par actions simplifiée*) with share capital of 384,407,317 euros, registered in the Lyon Trade and Companies Register under number 953 894 037.

<sup>3</sup> Of the 69.85% stake held by the BOIRON family concert, the proportion of shares transferred is 31.16% and the proportion of shares contributed is 38.69%.

<sup>4</sup> Based on a total of 17,545,408 shares and 31,188,204 theoretical voting rights in the Company at September 30, 2023.

<sup>5</sup> Based on the FCPE's current holding of 5.71% of the share capital, the proportion of shares sold is 2.07% and the proportion of shares contributed is 3.64%.