

IPSEN

Société anonyme with a share capital of €84,252,573

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Description of the share repurchase program proposed by the Board of directors to the approval of the Combined Shareholders' Meeting to be held on June 1, 2012

In accordance with the provisions of Article 241-2 of the General Regulations of the *Autorité des Marchés Financiers* (AMF) and the European regulation n° 2273/2003 dated December 22, 2003, the present description has for subject to describe the objectives and characteristics of the share repurchase program. This share repurchase program will be submitted to the approval of the Shareholders' Meeting to be held on June 1, 2012.

Number of shares held directly or indirectly by the Company (as at March 31, 2012)

As at March 31, 2012, the Company held 1,184,053 of its own shares representing 1.41% of the Company's share capital.

Number of shares held identified by objective as at March 31, 2012

- Animation of the share price through an AMAFI liquidity agreement: 137,471
- External growth transactions: 0
- Coverage of stock purchase options and other employee share ownership system: 1,046,582
- Coverage of securities giving right to shares: 0
- Cancellation: 0

New share repurchase program

• Objectives:

The objectives of the new share repurchase program proposed to the Shareholders' Meeting to be held on 1st June 2012 are:

- Stimulating the secondary market or the liquidity of the Ipsen share through an investment services provider via a liquidity agreement compliant with AMAFI Code of conduct accepted by the AMF;
- Retaining shares purchased and to deliver them subsequently by way of payment or exchange in connection with external growth transactions, it is specified that shares purchased for such a purpose could not exceed 5% of the Company's share capital;
- Ensuring the hedging of stock purchase option plans and other forms of share allotments to Group employees and/or officers under the terms and conditions set out by law, in particular in respect of profit-sharing schemes, company savings plans or allotment of bonus shares;
- Ensuring the coverage of negotiable securities giving rights to Company shares in accordance with current regulations;
- With a view of cancelling shares purchased, subject to the approval of the tenth extraordinary resolution proposed to the Combined Shareholders' Meeting to be held on June 1, 2012.

• Characteristics:

Purchases, sales and transfers may be carried out through any means on the market including by acquisition of blocks of shares or by use of optional mechanisms or derivatives in accordance with applicable regulations. The proposed resolution does not limit the part of the share buyback dedicated to the purchase of blocks of shares. The transactions could not be carried out during a takeover bid period.

- **Maximum amount of share capital, maximum number and characteristics of the shares, maximum repurchase price:**

The maximum percentage of the shares to be repurchased in accordance with the resolution proposed to the Shareholders' Meeting to be held on June 1, 2012 is set at 10% of the total number of shares adjusted, it being specified that the said limit is considered as at the date of the repurchases, to take into account the potential share capital increases or reductions that can be carried out during the term of the authorisation. The number of shares taken into account for the calculation of the said limit corresponds to the number of shares repurchases, deduction made of the number of shares sold during the term of the program in connection with the liquidity objective.

Since the Company is not allowed to hold more than 10% of its share capital, taken into account the number of shares held (1,184,053 shares, i.e., 1.41% of its share capital) and based on the amount of the share capital as of 31 March 2012, the maximum number of shares that may be repurchased is 7,238,604 shares, i.e., 8.59% of the share capital, unless transfers or cancellations of shares already held.

The maximum purchase price proposed to the Combined Shareholders' Meeting of June 1, 2012 is set at €40 per share. As a consequence, the maximum amount of the operation is set at €336,906,280 based on a number of 84,226,573 shares.

- **Duration of the program:**

In accordance with the resolution proposed to the Combined Shareholders' Meeting to be held on June 1, 2012, the duration of the share repurchase program is 18 months following as at the date of the said Shareholders' Meeting and expiring on November 30, 2013.