

4 May 2015

IPSEN

Société anonyme with a share capital of €83,065,452
Registered office: 65 quai Georges Gorse 92100 Boulogne-Billancourt – France
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Description of the regulatory framework of the share repurchase program proposed by the Board of Directors to the approval of the Combined Shareholders' Meeting to be held on 27 May 2015

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 22 December 2003, the present document describes the objectives and characteristics of the share repurchase program proposed to the approval of the Combined Shareholders' Meeting to be held on 27 May 2015. The preliminary notice of meeting has been published in the *Bulletin des Annonces Légales Obligatoires* (BALO) dated 15 April 2015.

Number of shares held directly or indirectly by the Company (as at 31 March 2015)

As at 31 March 2015, the Company held 742,095 of its own shares representing 0.90% of the Company's share capital.

Number of shares held identified by objective as at 31 March 2015

- Animation of the share through an AMAFI liquidity agreement: 16,470
- External growth transactions: 0
- Hedging of stock purchase options and other employee share ownership system: 725,625
- Hedging of securities giving right to shares: 0
- Cancellation: 0

New share repurchase program**• Objectives:**

The objectives of the share repurchase program proposed to the Shareholders' Meeting to be held on 27 May 2015 are:

- Stimulating the secondary market or ensure the liquidity of the IPSEN share through an investment services provider via a liquidity agreement compliant with AMAFI Code of conduct, as approved by the AMF;
- Retaining shares purchased and subsequently deliver them within the context of an exchange or a payment related to possible external growth transactions, it being specified that shares purchased for this purpose cannot exceed 5% of the Company's share capital;
- Ensuring the hedging of stock purchase option plans and/or bonus shares (or similar plans) in favour of Group employees and/or company officers as well as allocations of shares under a Company or Group savings plan (or similar plans), as part of the profit-sharing schemes and/or all other forms of allocation of shares to the Group employees and/or company officers;
- Ensuring the hedging of negotiable securities giving rights to the allocation of Company shares in accordance with the regulations in force;
- Possibly cancel the shares purchased, subject to the authorisation to be granted by the Combined Shareholders' Meeting to be held on 27 May 2015 in its thirteenth extraordinary resolution.

• Characteristics:

Purchases, sales, transfers or exchanges may be carried out by all means, including on the market or off-market or by multilateral systems or through systematic internalisers, or over-the-counter, including through the acquisition or sale of blocks of securities or by use of optional mechanisms or derivatives in accordance with applicable regulations. The proposed resolution does not limit the part of the program to be repurchased in 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 shares to be repurchased pursuant to the terms of the resolution proposed to the Shareholders' Meeting to be held on 27 May 2015 is set at 10% of the total number of shares comprising the share capital (i.e., 8,306,545 shares as at today), it being specified that the said limit is considered as at the date of the repurchases, in order to take into account the potential share capital increases or reductions carried out during the duration of the program. The number of shares taken into account for the calculation of the said limit corresponds to the number of shares repurchased, deduction made of the number of shares sold during 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 742,095 shares already held as at 31 March 2015 (representing 0.90% of the share capital), the maximum number of shares that may be repurchased is 7,564,450, representing 9.10% of the share capital, unless transfers or cancellations of shares already held.

The maximum purchase price proposed to the Shareholders' Meeting of 27 May 2015 is set at €70 per share. As a consequence, the maximum amount of the operation is set at €580,180,650 on the basis of a number of 82,882,958 shares.

- **Duration of the program:**

In accordance with the resolution proposed to the Combined Shareholders' Meeting to be held on 27 May 2015, the duration of the share repurchase program is 18 months following as at the date of the said Shareholders' Meeting and expiring on January 26, 2017.

The present publication is available on the Company's website (www.ipsen.com).

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