

Paris (France), 28 May 2019

## **IPSEN**

*Société anonyme* with a share capital of €83,808,761  
Registered office: 65 quai Georges Gorse 92100 Boulogne-Billancourt – France  
419 838 529 RCS Nanterre

### **Description of the regulatory framework of the share repurchase program proposed by the Board of Directors to be approved at the Combined Shareholders' Meeting on 28 May 2019 (12<sup>th</sup> resolution)**

In accordance with the provisions of Article L. 225-209 et seq. of the French Commercial Code, the European Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and the General Regulation of the French Autorité des Marchés Financiers (AMF), the present document aims to describe the objectives and characteristics of the repurchase by the Company of its own shares, that it could in theory implement, and proposed to the authorization of the Combined Shareholders' Meeting today, 28 May 2019, in its 12<sup>th</sup> resolution. The preliminary notice of meeting including the agenda and the draft resolutions has been published in the *Bulletin des Annonces Légales Obligatoires* (BALO) on 17 April 2019 and the notice of meeting in the BALO on 8 May 2019.

#### **Date of the General Meeting called to authorize the repurchase of IPSEN's own shares**

The authorization for the Company to repurchase its own shares is proposed to the Combined Shareholders' Meeting today, 28 May 2019, in its 12<sup>th</sup> resolution.

#### **Number of shares held directly or indirectly by the Company as of 30 April 2019**

As of 30 April 2019, the Company holds 629,383 of its own shares representing 0.75% of the Company's share capital.

#### **Number of shares held identified by objective as of 30 April 2019**

- Stimulation of the share price through AMAFI liquidity agreement: 31,270
- External growth transactions: 0
- Hedging of stock purchase options and other employee share ownership system: 598,113
- Hedging of securities giving right to shares: 0
- Cancellation: 0

#### **Characteristics of the share repurchase program proposed to the approval of the Combined Shareholders' Meeting**

##### **• Objectives :**

The objectives of the share repurchase program to be proposed at the Shareholders' Meeting today, 28 May 2019, are to:

- Stimulate the secondary market or ensure the liquidity of IPSEN shares through the activities of an investment services provider via a liquidity agreement compliant with the practices allowed by 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 or a payment related to possible external growth transactions;
- Ensure the hedging of stock option plans and/or free shares plans (or similar plans) in favor of Group employees and/or corporate officers as well as 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, subject to the authorization granted or to be granted by the Extraordinary Shareholders' Meeting.

• **Characteristics:**

Purchases, sales, transfers or exchanges may be carried out by all means, including on the market or off-market or by multilateral negotiations systems 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 transactions could not be carried out during a takeover bid period.

• **Maximum amount of share capital that could be acquired, maximum number and characteristics of the corresponding shares, maximum repurchase price:**

The maximum percentage of shares that might be repurchased pursuant to the terms of the resolution proposed to the Shareholders' Meeting on 28 May 2019 is set, according to Article L. 225-209 of the French Commercial Code, at a possible repurchase of 10% of the total number of shares comprising the share capital (i.e., 8,380,876 shares as at today), specifying that the said limit is considered as of the date of the repurchases, adjusted, if applicable, to take into account the potential share capital increases or reduction that may occur during the period covered by the program. The number of shares taken into account for the calculation of the said limit corresponds to the number of shares repurchased, deducted by the number of shares sold during the program in connection with the liquidity purpose.

Since the Company is not allowed to hold more than 10% of its share capital, and considering the 629,383 shares already held as of 30 April 2019 (representing 0.75% of the share capital), the maximum theoretical number of shares that may be repurchased would be 7,751,493, representing 9.25% of the share capital, unless transfers or cancellations of shares already held.

The maximum purchase price proposed to the Shareholders' Meeting today, 30 May 2019, is set at €250 per share. Consequently, the theoretical maximum amount likely to be devoted to these repurchase would be set by the Shareholders' Meeting at €2,095,219,000 based on a number of 83,808,761 shares.

• **Duration:**

In accordance with the resolution proposed to the Combined Shareholders' Meeting to be held today, 28 May 2019, any repurchase of shares may be implemented within a period of 18 months following the date of the Shareholders' Meeting, i.e. until 27 November 2020.

This authorization will cancel and supersede the previous authorization granted by the Shareholders' Meeting on 30 May 2018 in its fourteenth ordinary resolution.

The present publication is available on the Company's website ([www.ipсен.com](http://www.ipсен.com)).

**About Ipsen**

Ipsen is a global specialty-driven biopharmaceutical group focused on innovation and Specialty Care. The group develops and commercializes innovative medicines in three key therapeutic areas - Oncology, Neuroscience and Rare Diseases. Its commitment to Oncology is exemplified through its growing portfolio of key therapies for prostate cancer, neuroendocrine tumors, renal cell carcinoma and pancreatic cancer. Ipsen also has a well-established Consumer Healthcare business. With total sales over €2.2 billion in 2018, Ipsen sells more than 20 drugs in over 115 countries, with a direct commercial presence in more than 30 countries. Ipsen's R&D is focused on its innovative and differentiated technological platforms located in the heart of the leading biotechnological and life sciences hubs (Paris-Saclay, France; Oxford, UK; Cambridge, US). The Group has about 5,700 employees worldwide. Ipsen is listed in Paris (Euronext: IPN) and in the United States through a Sponsored Level I American Depositary Receipt program (ADR: IPSEY). For more information on Ipsen, visit [www.ipсен.com](http://www.ipсен.com).

**For further information:**

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