



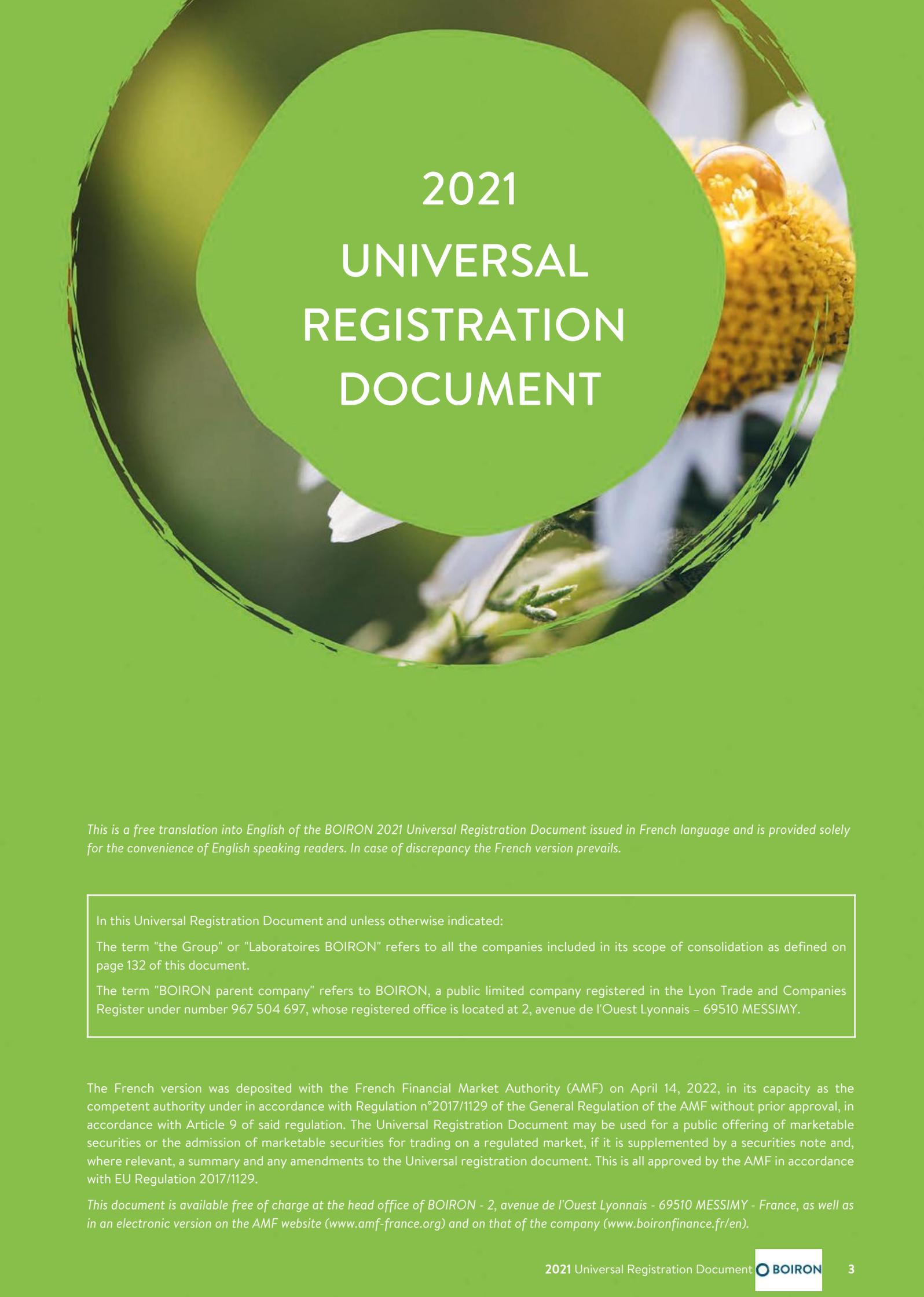
2021  
UNIVERSAL REGISTRATION  
DOCUMENT



Your health deserves the greatest respect

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# 2021 UNIVERSAL REGISTRATION DOCUMENT

*This is a free translation into English of the BOIRON 2021 Universal Registration Document issued in French language and is provided solely for the convenience of English speaking readers. In case of discrepancy the French version prevails.*

In this Universal Registration Document and unless otherwise indicated:

The term "the Group" or "Laboratoires BOIRON" refers to all the companies included in its scope of consolidation as defined on page 132 of this document.

The term "BOIRON parent company" refers to BOIRON, a public limited company registered in the Lyon Trade and Companies Register under number 967 504 697, whose registered office is located at 2, avenue de l'Ouest Lyonnais – 69510 MESSIMY.

The French version was deposited with the French Financial Market Authority (AMF) on April 14, 2022, in its capacity as the competent authority under in accordance with Regulation n°2017/1129 of the General Regulation of the AMF without prior approval, in accordance with Article 9 of said regulation. The Universal Registration Document may be used for a public offering of marketable securities or the admission of marketable securities for trading on a regulated market, if it is supplemented by a securities note and, where relevant, a summary and any amendments to the Universal registration document. This is all approved by the AMF in accordance with EU Regulation 2017/1129.

*This document is available free of charge at the head office of BOIRON - 2, avenue de l'Ouest Lyonnais - 69510 MESSIMY - France, as well as in an electronic version on the AMF website ([www.amf-france.org](http://www.amf-france.org)) and on that of the company ([www.boironfinance.fr/en](http://www.boironfinance.fr/en)).*



## 2021, a decisive year!

We started 2021 in a turbulent and complex context, marked by the delisting of non-proprietary homeopathic medicines in France, the global health crisis and a sharp fall in winter illnesses in most countries. Our revenue during the 1<sup>st</sup> quarter was significantly impacted.

In a parallel move, the whole company was deeply affected by the necessary introduction of the Job Protection Plan decided in 2020, affecting 512 employees whom we have accompanied, on both a personal and professional level, with the utmost respect, towards new potential pathways.

In total, we had to close 12 distribution sites in the first half of the year, as well as our production site in Montrichard on 23 December.



**Valérie Lorentz-Poinsot**  
General Manager

At the same time, the teams in place remained steadfast and stepped up their efforts to get through this period. And this was only made possible by the resilience and confidence of everyone.

2021 was a year of transformation and challenges that spurred us to rally together and innovate boldly, focusing on our purpose, namely “That every patient in the world may benefit from homeopathy and other equally effective, useful and safe health products”.

As the world leader in homeopathy, we have remained more committed than ever to making our homeopathic medicines available to all and, particularly in France, to supporting the new market situation by maintaining low prices, a wide range and by launching new products.

We have also expanded our product offering with a range of probiotics, a range of herbal extracts, care products for women, phytotherapy and the launch of COVID-19 rapid diagnostic antigen tests.

All our innovations are inspired and guided by our positioning, to “treat with respect”.

Finally, we embarked on external growth, which led us to take a majority stake (70%) in a Lyon-based start-up, ABBI, in January 2022.

As each person's skin is unique, ABBI came up with the idea of specialising in bespoke, individualised cosmetic care assisted by Artificial Intelligence. We will be able to develop this innovation rapidly by drawing on our know-how, our knowledge of the pharmaceutical circuit and our international presence.



**Thierry Boiron**  
Chairman of the Board of Directors

We are now turning to 2022 with humility, focus and above all, humanity, as the current conflict is causing so much distress to thousands of men, women and children.

We are in constant contact with our distributor in Ukraine, as well as our subsidiaries in Russia, Poland, Romania, Hungary, the Czech Republic and Bulgaria, to offer them support in accordance with their needs.

More than ever, we are driven by the desire to make our core business of homeopathy available to healthcare professionals and patients worldwide, and to develop other therapeutic proposals that are just as safe, effective and useful, so as to work towards increasingly integrated medicine.





# 1 BOIRON, YOUR HEALTH DESERVES THE GREATEST RESPECT

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This chapter contains the extra-financial performance report of BOIRON, in compliance with Article R225-105 of the French Commercial Code.

A concordance table is provided in paragraph 7.9.

The independent third party's report appears in paragraph 1.3.

# 1.1 PROMOTING MORE CARING, MORE RESPECTFUL, AND MORE SUSTAINABLE HEALTHCARE

## 1.1.1 2021 highlights

- **January 1, 2021:** in France, the **delisting of homeopathic medicines** entered into force. This delisting has led to the **implementation of a major reorganization and overhaul** of Laboratoires BOIRON's sales policy. In 2021, non-proprietary medicine volumes fell by €76,088 thousand in France, while the impact of sales price increases totaled €38,530 thousand. A number of private health insurers in France offer partial or total coverage of homeopathic medicines.
- In France, as planned under the **reorganization launched in 2020**, twelve preparation and distribution sites were closed in the first half of 2021, followed by the Montrichard production site on December 23. The headcount at the remaining distribution facilities had also decreased by fifty-seven employees as of December 31, 2021.  
The reorganization plan resulted in the departure of 449 people.  
**At December 31, 2021**, 239 employees had received support as part of an external redeployment plan, and 153 had joined the age-based voluntary exit scheme financed by the company. €15,510 thousand was disbursed in 2021, €13,515 thousand of which was provisioned in 2020, pursuant to applicable accounting standards. The impact of this reorganization on 2021 operating income was a net expense of €1,290 thousand, primarily relating to internal redeployment charges and other expenses that could not be provisioned in 2020 under applicable accounting standards. At December 31, 2021, the remaining reorganization provision was €43,241 thousand.
- As part of the business reorganization in France, a national network of twenty-six **Homeopathy Development Managers**, including three supervisors, was formed in January 2021.
- **January 18, 2021:** as part of a **publicity campaign** on social media, television and the internet, BOIRON parent company once again asserted the unique role homeopathy plays in the daily lives of French people.
- **January 26, 2021:** Laboratoires BOIRON is selected as part of a **French medical cannabis trial** coordinated by ANSM (Agence Nationale de Sécurité du Médicament et des produits de santé).
- **March 11, 2021:** an **agreement on remote work** was signed by BOIRON parent company promoting:
  - hybrid work arrangements for those who wish to do so, an opportunity to improve our performance,
  - and a commitment to a holistic work organisation approach.
- **March 24, 2021:** a "**Homeo & Sport**" program was launched. Laboratoires BOIRON backs high-level athletes from the Lyon region, in preparation for the 2021 Tokyo Olympic Games.
- **April 2, 2021:** BOIRON's AEO (Authorized Economic Operator) certification was renewed. This certification reflects the rigor and reliability of BOIRON's compliance with customs regulations for international trade.
- **April 8, 2021:** BOIRON teamed up with specialists to offer **COVID-19 rapid antigen tests** using a nasal swab. These tests represent close to 6% of 2021 consolidated revenue.
- **April 8, 2021:** "**Our CSR approach**" section added to the BOIRON intranet, to better understand CSR matters and concrete actions within the Group.
- **July 1, 2021:** BOIRON opened a subsidiary in Hangzhou, in mainland China.
- In October, BOIRON was evaluated by **EcoVadis**, which placed it in the top 25% of companies in terms of CSR commitments, awarding it the silver medal.
- Following closure, **the distribution sites in Saint-Etienne, Brest, Belfort, Paris Bois d'Arcy, Grenoble, Rouen, Toulon and Niort were sold** in 2021.

• **BOIRON's innovation strategy has resulted in a number of product launches** since last year, generating €50 million in sales in 2021, including:

- a range of "HoméoPacks" comprising the most common homeopathic medicines in packs of three tubes or four doses,
- four homeopathic medicines:
  - Bocéal® for sore throats and mouth ulcers,
  - Cocyntal® for colic in infants,
  - Arnitrosium® for the treatment of painful joints,
  - Storinyl® for the symptomatic treatment of colds and coughs.
- a Plant Extracts range,
- dietary supplement Mag'Nuit®, a unique formula including polyphenols,
- an innovative range of microencapsulated and allergen-free probiotics, Osmobiotic Flora® (to help balance gut flora and improve intestinal comfort) and Osmobiotic Immuno® (microbiotic strains combined with vitamin D to strengthen the immune system),

- a new range of dermocosmetics containing organic Calendula,
- distribution in France of Canéphron®, a traditional herbal medicine resulting from the partnership with German laboratory BIONORICA, for the treatment of uncomplicated urinary disorders,
- distribution in Spain of IPRAD product line "healthcare for women",
- marketing of COVID-19 rapid antigen tests by nasal swab.

• As part of its eco-design approach, BOIRON developed **toothpaste formula Homéodent®** (complete care) containing more than 95% natural ingredients<sup>1</sup>.

• As a reminder, in 2020, operating income came to €38,185 thousand, impacted by provisions made in relation to the reorganization plan announced in March 2020. Before taking this impact into account, it amounted to €70,904 thousand. **In 2021, operating income before the impact of reorganization resulted in a loss of €48,132 thousand, down €22,772 thousand versus 2020:**

<i>(in thousands of euros)</i>	2021	2020
<b>Operating income</b>	<b>46,842</b>	<b>38,185</b>
<b>Net impact of reorganization</b>	<b>(1,290)</b>	<b>(32,719)</b>
<b>Operating income before net impact of reorganisation</b>	<b>48,132</b>	<b>70,904</b>
<i>% of sales</i>	<i>10.6%</i>	<i>13.8%</i>

The gross margin fell by €67,120 thousand, impacted by the decline in revenues in the first quarter due to the delisting of homeopathic medicines in France and the global health crisis.

Operating expenses were down €37,510 thousand, including savings on preparation and distribution costs, following the delisting and reorganization (€26,379 thousand), and on promotional expenses (€5,123 thousand) and support function costs (€3,685 thousand).

Eight sites were sold during the year, generating a total capital gain of €8,426 thousand. In 2020, the sale of the Francheville (Rhône) site generated a capital gain of €1,588 thousand.

• Despite the **impact of the health crisis** on Group sales and profitability, business continuity was assured and the Group's financial structure remains balanced overall. The use of short-time working was not significant and the Group did not request the deferral or staggering of certain liabilities. Furthermore, there has been no significant change in customer payment terms.

<sup>1</sup> Under ISO 16 128.

## 1.1.2 BOIRON, a family legacy of innovation

### 1.1.2.1 Business model



#### AN ACTIVE ECOSYSTEM

##### PATIENTS CONVINCED OF HOMEOPATHY'S BENEFITS

- In the past two years, 54% of French people have used homeopathy to treat themselves or a member of their household<sup>(1)</sup>
- 70% of French people are convinced of the effectiveness of alternative medicine (food supplements, homeopathy, herbal medicine, etc.)<sup>(2)</sup>

##### STRICT REGULATIONS

- As is required of the pharmaceutical industry, regulatory authorities audit BOIRON's sites on average every three years (particularly in Europe, the US, and Russia)

##### ACTIVE HEALTH PROFESSIONALS

- Nearly 45,000 general practitioners prescribe homeopathy in France (half of doctors)<sup>(3)</sup>
- Around 4,000 health professionals were trained in homeopathy around the world in 2021<sup>(4)</sup>

##### INCREASED RESEARCH ON HOMEOPATHY

- More than 7,000 scientific publications in fundamental and clinical research<sup>(5)</sup>
- A BOIRON research lab and many partners in France and abroad

##### EXPERIENCED SUPPLIERS

- Highly qualified harvesters and growers, a focus on local supply chains (70% of strains come from Europe), and plants guaranteed to be GMO-free
- More than 90% of the suppliers to BOIRON's parent company are located in France

##### 2,769 EMPLOYEES WORKING ON THE PROJECT

- 1,785 in France and 984 abroad
- 97% on permanent contracts
- 18 years seniority in the Group on average

##### A FAMILY-OWNED COMPANY (70%)

- A long-term vision provides the foundation for all the employees and stakeholders
- Strong values passed down from generation to generation and unwavering commitment to the company's mission

#### CREATING SUSTAINABLE VALUE

##### INNOVATIVE HEALTHCARE SOLUTIONS

- Healthcare solutions that are consistent with our philosophy of treating people and nature with respect: human and veterinary homeopathic medicines, cosmetics, food supplements, and in vitro diagnostic systems
- An innovative strategy that led to several product launches since last year (around 50 million euros in sales in 2021): HoméoPacks, homeopathic and non-homeopathic specialities (plant extracts, probiotics, COVID-19 tests, etc.)
- In 2021, four major ecodesign projects for products or their packaging

##### SPECIALISTS IN REGULATORY STRATEGY

- 223 marketing authorizations obtained in 2021
- More than 10,000 applications managed effectively to maintain healthcare solutions on the market

##### OUR HEALTHCARE SOLUTIONS AVAILABLE IN NEARLY 50 COUNTRIES

- In France (52% of sales), 15 preparation and distribution facilities to supply a network of 22,000 pharmacies – No. 2 in over-the-counter medicines
- A network of 23 subsidiaries and more than 20 distributors: 48% of sales abroad
- Development of e-commerce in four countries

##### UNIQUE DEVELOPMENT AND MANUFACTURING QUALITY, MADE IN FRANCE

- Fully owned manufacturing facilities
- Compliance with the strictest quality standards such as Good Manufacturing Practice and Good Laboratory Practice
- 60% of strategic suppliers assessed by EcoVadis<sup>(6)</sup>
- Nearly 50% of procurement in 2021 from suppliers that have worked with the BOIRON parent company for more than 10 years

##### A PROACTIVE INVESTMENT POLICY

- More than €190 M in investments between 2016 and 2021
- Creation of an innovative and automated logistics platform in 2019

##### SKILLS DEVELOPMENT AND WORKPLACE WELL-BEING AT THE CORE OF OUR HR POLICY

- Company agreements to encourage preparation for retirement, employee mobility, work hours, support for personal projects, assistance with sick parents, and remote work
- Employees benefit from the company's economic performance: performance ratio, bonus, and profit sharing.
- 90% of the Group's employees trained in 2021
- A "Social" service created 40 years ago in France

##### ONE OBJECTIVE: OVERALL PERFORMANCE

- Financial*
- Sales: €455 M
  - Operating profit: €47 M
  - Cash flow: €234 M; Property holdings: €163 M
- Extra-financial*
- CSR enshrined in the company's values
  - A multidisciplinary CSR steering committee and an international network of specialists to support our 14 commitments
  - A zero-waste manifesto sent to all our employees

(1) "La Santé de demain, quelles attentes des Français?" Internal online study conducted from March 3–8, 2021 among 518 respondents from the patient community – Boiron Research Unit  
(2) 2020 IFOP study (3) Study on the prescription and delivery of non-proprietary homeopathic medicine in France, conducted by IQVIA in July 2021 (4) CEDH and CDFH teaching reports  
(5) PubMed (6) In % of purchases

## 1.1.2.2 The BOIRON story

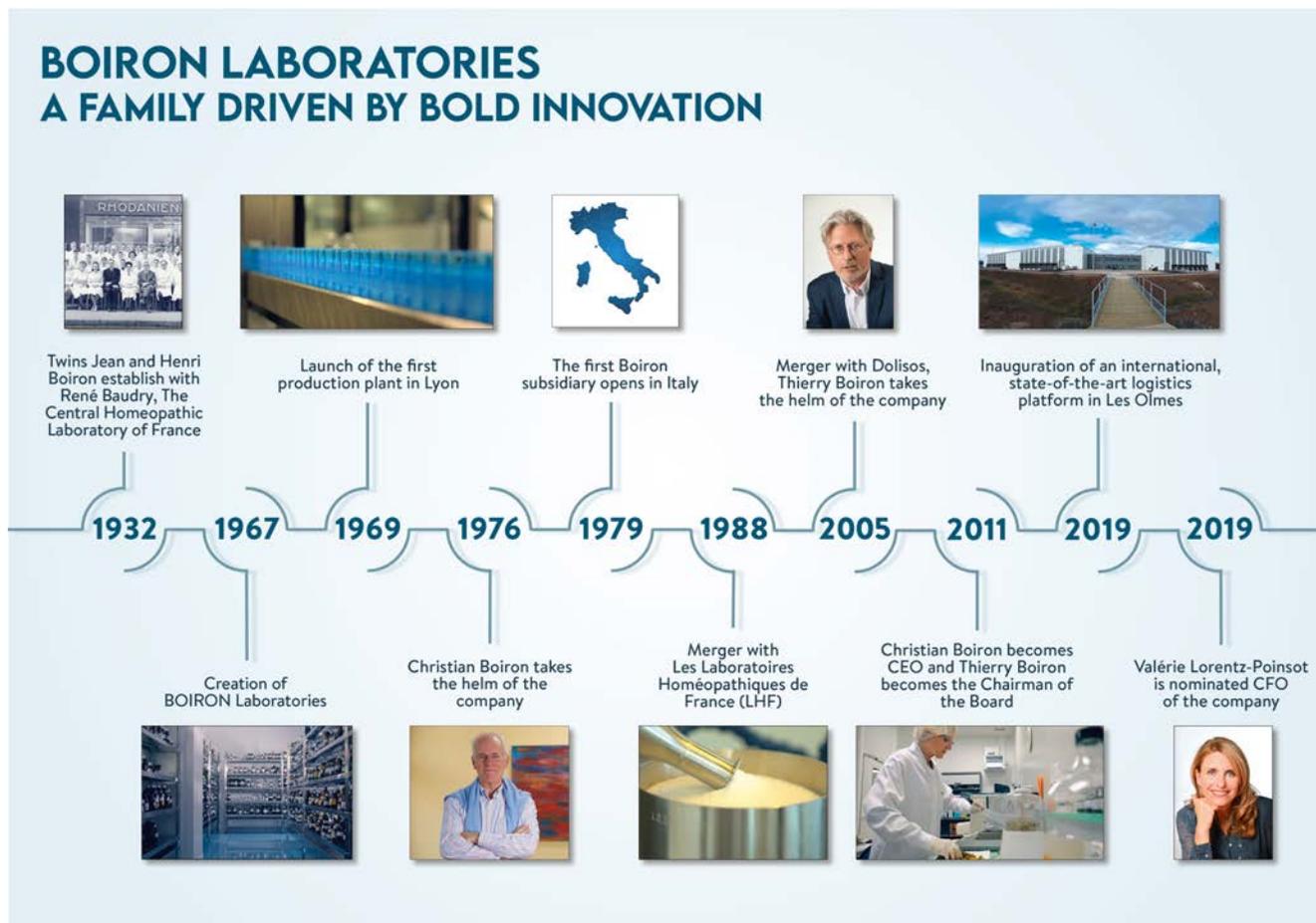
Homeopathy, which has existed in France for 220 years, has its roots in science.

It emerged from the *Materia Medica*, a late 18<sup>th</sup> century medical science that explored the “medicinal substances” used for treatments at the time<sup>1</sup>.

BOIRON, founded in 1932 by the pharmacists Jean and Henri Boiron, produces homeopathic medicines to meet the needs of

physicians looking for effective, reliable, and non-toxic therapeutic solutions for their patients. For nearly eight decades, the Boiron family has continued their story and their efforts to develop homeopathy worldwide. The story continues with the creation of other equally effective, safe and useful health solutions, led by Valérie Lorentz-Poinsot, the company's General Manager.

A few key dates in the BOIRON story:



## 1.1.2.3 A profoundly humanistic approach to health

In the preamble to the WHO Constitution in 1946, this historical definition of health is as follows: “*Health is a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity.*”<sup>2</sup>

We all share the goal of living and aging in good health.

In today's world, as public health challenges multiply (increase in chronic diseases including cancer, misuse of medications, drug iatrogenesis<sup>3</sup>, an aging population in poor health, etc.),

healthcare systems are showing their limitations, revealing the need to move toward a more holistic, more responsible approach in which patients' expectations matter. Patients are increasingly actively involved in their own health and want personalized and comprehensive care.

Laboratoires BOIRON's approach aims to support this vision: it wants every patient in the world to be able to benefit from homeopathy (which is at the heart of BOIRON's business) and other equally effective, useful and safe healthcare solutions.

<sup>1</sup> Dobrescu, Dumitru, *Pharmacologie homéopathique générale (General Homeopathic Pharmacology)*, Paris: Similia, 2011.

<sup>2</sup> Preamble to the Constitution of the World Health Organization - July 22, 1946.

<sup>3</sup> Harmful side effects caused by drugs or drug interactions.

This goal reflects a **deeply humanistic approach to health, driven by the “4Ps”**: Predictive, Preventive, Participatory and Personalised healthcare, because BOIRON believes everyone should be able to be treated as they wish.

As such, the Group’s approach aims to:

- contribute to more caring, more respectful, and more sustainable healthcare with useful, effective and safe medications and healthcare solutions,
- offer a global and personalised approach, holistic patient care, and respectful treatments,
- see patients as active contributors to their own health,
- get all disciplines involved in the care pathway, with the ultimate goal of helping everyone manage their health in accordance with their lifestyles.

**Respect is a key value** and is at the heart of BOIRON’s approach: respect for the identity, integrity and freedom of each individual.

### 1.1.2.3.1 Respect for patients

BOIRON provides patients with high-quality healthcare solutions and all the information they need for risk-free treatment.

#### Committed to therapeutics that respect your body

Homeopathic therapy treats the patient as a whole, not just their disease. This holistic approach enables practitioners to take into account the mental, emotional, functional, social, and community aspects of the patient<sup>1</sup>.

Homeopathy is an “individualized” therapy since it treats each individual as unique and takes their individual reactions to diseases into account. All treatments, even at the symptomatic level, can be individualized.

Because homeopathy is in tune with human physiology and has no chemical molecules with weight-based posology and no toxic effects, it is a reliable, risk-free solution for patients. With this approach, it treats patients while also preserving their overall health.

It offers a response to the major public health challenges defined by the WHO:

- it can be used to prevent many diseases,
- it contributes to efforts to prevent antibiotic resistance,
- it avoids the risk of drug interactions due to multiple prescriptions,
- it limits overuse of medications.

Drug iatrogenesis (harmful effects caused by taking one or multiple drugs) is a public health problem. On average, this is involved in 6.5% of hospital admissions, 9% of hospital stays and 15% of admissions to intensive care. The human and economic consequences of this are considerable for the company<sup>2</sup>.

Iatrogenic accidents are responsible for over 130,000 hospitalizations every year in France<sup>3</sup>.

#### Committed to full transparency

BOIRON is a patient-centric company. This means ensuring that patients can use their medicines appropriately and providing them with high-quality information are top priorities.

Providing information starts with healthcare professionals, particularly pharmacists, who offer advice along with the medicines and other healthcare products they sell.

For pharmaceutical and medical information requests, BOIRON has set up an Information Service (“SIB”) for healthcare professionals and patients, which can be reached by calling 0810 809 810. More than 25,000 telephone calls and emails are recorded every year to find a homeopathic doctor and for questions concerning BOIRON medicines and healthcare products, as well as the company’s activities.



IMP1DPO - Mars 2017

0810 809 810

Service 0,05 €/min  
+ prix appel

du lundi au vendredi de 9h à 17h30

BOIRON

Les laboratoires Boiron se sont engagés à respecter la nouvelle charte de l'information par démarchage ou prospection visant à la promotion des médicaments d'octobre 2014 et le référentiel de certification HAS de mars 2016. Les personnes se consacrant à ces missions respectent les règles de déontologie s'appliquant à l'organisation des rencontres, à l'intention de procurer des avantages et de remettre des acheteurs. Tout professionnel peut avoir accès aux données obtenues à son sujet lors d'opérations de prospection ou de distribution. Conformément aux articles 39 et suivants de la loi n°78-17 du 6 janvier 1978 relative à l'informatique, aux fichiers et aux libertés, toute personne peut obtenir communication et, le cas échéant, rectification ou suppression des informations le concernant.

<sup>1</sup> NCCIH (National Center for Complementary and Integrative Health - USA).

<sup>2</sup> Drug abuse resulting in admission to the intensive care unit: a descriptive hospital study. *Journal de Pharmacie Clinique*. 2018;37(2):111-120.

<sup>3</sup> Press kit - Campaign to prevent drug iatrogeny - March 2019.

### 1.1.2.3.2 Respect for healthcare providers

Homeopathy has been used by trained physicians for over 200 years, and is based on their clinical practice and medical experience. Physicians observe the success of the treatments they prescribe for their patients on a daily basis.

Homeopathy is an approach that fits into modern medicine because it meets healthcare providers' needs when it comes to offering a holistic approach to treatment and how they practice medicine.

Modern healthcare professionals are looking for cooperation. Younger physicians want to avoid isolation in their practices, preferring to work with their fellow physicians and other healthcare providers. Homeopathy brings healthcare professionals together in a patient-centric approach, since it is prescribed by specialists, general practitioners, and midwives, and recommended by pharmacists, thus fostering dialog among them.

According to a study<sup>1</sup> conducted for BOIRON, general practitioner-homeopaths who responded to the study mentioned and highlighted the personal benefits of practicing homeopathy:

- increased peace of mind,
- more freedom in the approach to practicing medicine,
- increased interest in their work.

The end result was significantly greater professional well-being.

Practicing homeopathy enabled them to achieve better clinical results with less medical iatrogenesis.

*"(...) Homeopathic options can help treat most patients with general medical concerns, and in particular cases where conventional therapy is contraindicated or poorly tolerated. Homeopathic treatments have also become increasingly important in oncology as supportive care, to the great satisfaction of a growing number of oncologists. (...)"<sup>2</sup>*

*Dr Charles Bentz, homeopathic physician, President of the French National Union of Homeopathic Physicians (SNMHF)*

## 1.1.3 Innovative healthcare solutions

BOIRON has an extensive product portfolio, offering healthcare professionals and patients therapeutic solutions to treat and prevent many diseases with no risk of iatrogenesis.

There are two major families of health care solutions:

### **Non-proprietary homeopathic medicines** (generic Latin name)

They are generally presented in the form of tubes of granules or doses of globules, Usually there is no therapeutic indication or dosage stated on the packaging because it is the healthcare professional who determines the indication and dosage for the medicine depending on the individual patient. Any laboratory may sell non-proprietary homeopathic medicines. Their names cannot be protected as trademarks, as they are non-proprietary names.

### **Proprietary, branded healthcare solutions (specialties)**

(Homeopathic specialties, medical devices, dietary supplements, cosmetics)

These solutions are developed to treat or prevent a medical issue or maintain users' health. They generally have a therapeutic indication or allegation, as well as dosage instructions for over-the-counter use. They include homeopathic specialties, medical devices (COVID-19 tests in particular), food supplements, cosmetics and phytotherapy.

<sup>1</sup> "Médecins homéopathes et médecins prospectés : quelle(s) satisfaction(s) dans leur pratique?" (Homeopath physicians and physician prospects: satisfaction with their practice) conducted by the A+A institute in April 2015 on a sample of 400 French doctors, homeopaths and allopaths.

<sup>2</sup> Lorentz-Poinsot Valérie. Homeopathy. Freedom, equality, health! Paris: Flammarion 2019, page 103.

**BOIRON's main homeopathic specialties and other healthcare solutions include:**



**Oscilloccinum®**

Traditionally used in the treatment of influenza symptoms: fever, chills, headaches, aches.



**Stodal® and Stodoline®**

Traditionally used in the treatment of coughs.



**Arnigel®**

Traditionally used in the adjunctive local treatment of benign trauma in the absence of open wounds (bruising, contusions, muscle fatigue, etc.) for adults and children over one year of age.



**Camilia®**

**a drinkable solution in a single dose container**

Traditionally used in the treatment of teething problems in babies.



**Sédatif PC®**

Traditionally used in the treatment of anxiety and emotional disorders and minor sleep disorders.



**Coryzalia®**

**tablet or drinkable solution in single dose containers**

Traditionally used in the treatment of cold symptoms and rhinitis.



**Homéoptïc®**

**Eye drops in single dose containers**

Traditionally used in the treatment of adults and children over one year of age for eye discomfort and irritation due to various causes (eye strain, swimming in the sea or a pool, eye fatigue, smoky atmospheres, etc.)



**Homéovox®**

Traditionally used in the treatment of vocal disorders: laryngitis, hoarseness, vocal cord fatigue.



**Plant Extracts**

A range of all-natural plant-based dietary supplements BOIRON Plant Extracts help protect against the various ailments of everyday life and maintain the balance of the body's functions.



**Mag' Nuit®**

A unique formula with polyphenols, lemon balm, and magnesium to make it easier to fall asleep and promote high-quality sleep.

In 2021, BOIRON launched products with different statuses – all of them in line with its commitment to respectful medical care.

Homeopathic medicines



**Arnitrosium®**, homeopathic treatment for joint pain.

Launched in France in March 2021.



**Castor Equi Boiron ointment**, a homeopathic medicine traditionally used in the treatment of cracked skin, especially nipple cracks.

Launched in France in March 2021.



**Storinyl®**, a homeopathic syrup traditionally used in the symptomatic treatment of colds (nasal congestion, runny nose, sneezing, minor sore throat) and coughs (dry cough, hacking cough).

Launched in France in September 2021.



**HomeoPacks**, a selection of individual products in packs of three tubes or four doses. Convenient and economical format for patients.

Launched in France in January 2021.

## Herbal medicines

**Canephron®** is a traditional herbal medicine used as a supplement to dietary hygiene measures to increase the amount of urine, to improve urinary elimination:

- in case of uncomplicated urinary disorders (such as frequent urge to urinate, burning sensation when passing urine and increased urge to urinate),
- to reduce renal micro-calculi (kidney stones).

**Canephron®**, launched in France in October 2021, is the result of a partnership between BOIRON's parent company and the laboratory BIONORICA, leader in phytotherapy in Germany.



## Dietary supplements



**Osmobiotic Immuno®** is a food supplement combining rigorously selected microbiotic strains and vitamin D, contributing to the normal functioning of the immune system.

The strains are micro-encapsulated using a unique patented process to protect them from gastric acidity.

Formulated without allergens, the range comes in three varieties: children, adults and seniors.

Launched in August in France, in September in Italy, and in Belgium and Luxembourg in October 2021.

## Cosmetics



### **Dermoplasmine® Stick:**

Calendula lip stick moisturizes and soothes dry and damaged lips



### **Dermoplasmine® Baume:**

Calendula lip balm repairs and nourishes damaged, chapped and irritated lips.



### **Dermoplasmine® Mousse:**

Calendula foam with a unique texture, repairs and protects dry and fragile skin.



### **Dermoplasmine® Treatment:**

Moisturizing and soothing Calendula treatment for irritated and damaged skin.

All Dermoplasmine dermocosmetics contain organic Calendula.

This range has been launched in four countries: France, Spain, Italy, Belgium and Luxembourg in September 2021.

**Moisturizing baby milk** (two forms: tube and pump bottle of 200 ml): a moisturizing, soothing and protective body milk for daily care of babies' skin.

Launched in China in September 2021.



## Medical devices



### **Self-tests and tests for health professionals**

A range of COVID self-tests and rapid antigenic tests.

The easy-to-use nasal swabs are equipped with an adapted swab, provide optimized viral sampling and offer results in just a few minutes.

Phased in from March 2021 in many countries.

## 1.1.4 Specialists in regulatory strategy

The Public and Regulatory Affairs Department supports the strategic development of homeopathic medicines and other health solutions by guaranteeing their safety, quality and efficacy for everyone and in all countries where BOIRON

operates or seeks to develop its business. It also maintains registrations in accordance with changes in international regulations and national requirements.



### EUROPE

In 1992, a European Directive<sup>1</sup> established the regulatory framework for the market for industrially produced homeopathic medicines:

- Homeopathic Registration (HR) sets out the rules for homeopathic medicines that meet the following criteria: the absence of any therapeutic indication, a controlled level of dilution, oral or external administration,
- Marketing Authorization (MA) concerns homeopathic specialties that claim a traditional homeopathic self-medication therapeutic indication or that cannot fulfill the three criteria provided above for Homeopathic Registration.

This European directive has been transposed to most European countries. Some Member States have not fully implemented this Directive. As indications for homeopathic specialties is optional, in some countries certain homeopathic medicines registered with MA do not include an indication.

The European Commission unveiled its pharmaceutical strategy in November 2020: "A Pharmaceutical Strategy for Europe". It contains the legislative and non-legislative proposals the European Commission intends to make in the coming years. This EU text was reopened in 2022, due in particular to the health crisis.



### RUSSIA

Russia's marketing authorization (MA) system is based on the submission of applications that lay out the medicine's benefits and risks. The Russian authorities require local clinical trials in order to maintain MA for specialties.

Since 2017, an inspection of the group's production sites by the Ministry of Industry of the Russian Federation has been a prerequisite for any application for a new MA or a modification of an existing MA. The Messimy site successfully passed an inspection in 2019, as did the Montévrain site in 2020.

Following the creation in January 2015 of the Eurasian Economic Union (EAEU), which includes the following member states: In Armenia, Belarus, Kazakhstan, Kyrgyzstan and Russia, national MAs and files must be brought in line with the EAEU Regulation by the end of 2025. After this date, any MAs not brought into compliance will be repealed.



### USA

The Food and Drug Administration (FDA) policy guidelines, "Conditions under which homeopathic drugs may be marketed" have applied since 1988.

These guidelines stipulate that products other than those intended for the treatment of serious diseases, dispensed under the responsibility of an approved practitioner, may be marketed

with self-medication status, provided that the consumer is given a sufficient level of information.

Homeopathic medicines, both non-proprietary and specialty products, are therefore marketed as over the counter medications with indications, after notification of the authorities.

<sup>1</sup> Directive No. 92/73/EEC transposed into French law by Law No. 94--43 of January 18, 1994 and its Implementing Decree No. 98--52 of January 28, 1998.



## CANADA

In Canada, homeopathic medicines are classified as natural health products. Since January 2004, they have been governed by the *Natural Health Products Regulations* administered by the Natural Health Products Directorate of Health Canada.

Homeopathic medicines can be sold directly to consumers and do not require a prescription.



## BRAZIL

Homeopathic medicines fall under the category of potentized medicines for which there are two statuses:

- eligible medicinal products are subject to notification: indications and compositions are predefined by the Medicines Agency,
- medicines subject to registration (MA): the file is assessed by the Agency, and any changes are subject to assessment by the authorities.

The regulatory system for homeopathic medicines was updated in 2018, leading to the end of prescription restrictions on Oscilloccinum® and initiated the procedure to move from MA status to notification for already registered medicines (Coryzalia® tablets, Homeoptic®, Oscilloccinum®).

The new regulation also enabled BOIRON to notify and market new medicines (Coryzalia®, Cocyntal® and Camilia®) via the simplified procedure (notification).

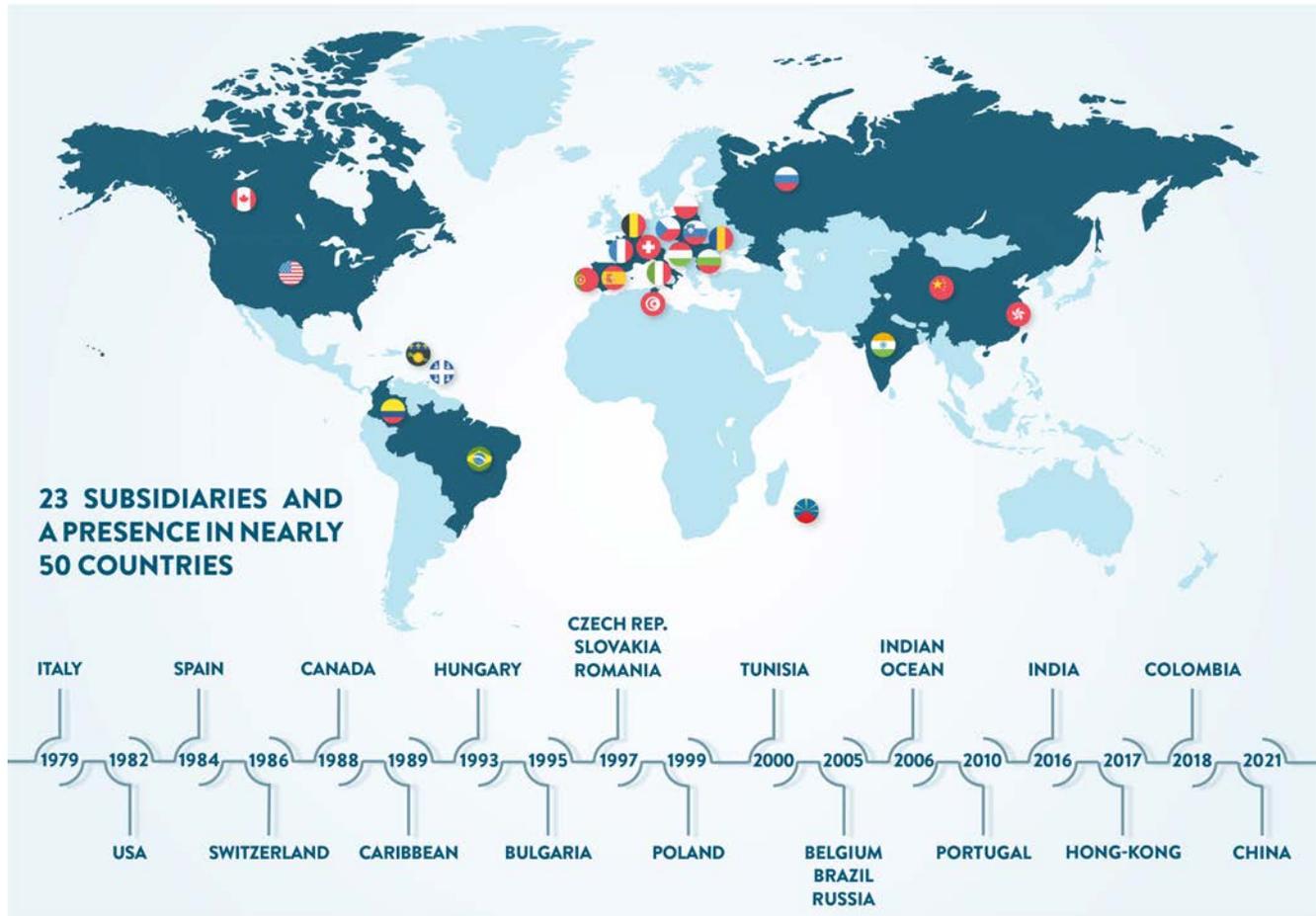


## CHINA

In China in 2021, BOIRON marketed a dozen or so healthcare products, including Calendula cream, Arnigel®, Arnocrème®, products from the Dermoplasmine® range, and Baby Body Lotion, specially developed to meet the demand of the Chinese

pediatric market, via both (cross-border) e-commerce and retail channels. In an evolving and transitional regulatory environment, the Group has been able to meet the requirements of new laws governing cosmetic products.

## 1.1.5 BOIRON healthcare solutions available in almost fifty countries



BOIRON is the global leader in homeopathy, with a presence in fifty countries through its network of twenty-three subsidiaries and over twenty distributors. Almost 48% of sales are generated outside France.

In France, BOIRON medicines are distributed to some 21,000 pharmacies by fifteen local distribution centers located across the country.

In Western Europe, BOIRON medicines are marketed directly by pharmacies, pharmacy chains and wholesalers. Wholesalers are the BOIRON Group's main customers in Eastern Europe and Russia. The e-commerce channel is developing. In Belgium: the BOIRON parent company now ships a large share of its flows directly to wholesalers to optimize storage capacity.

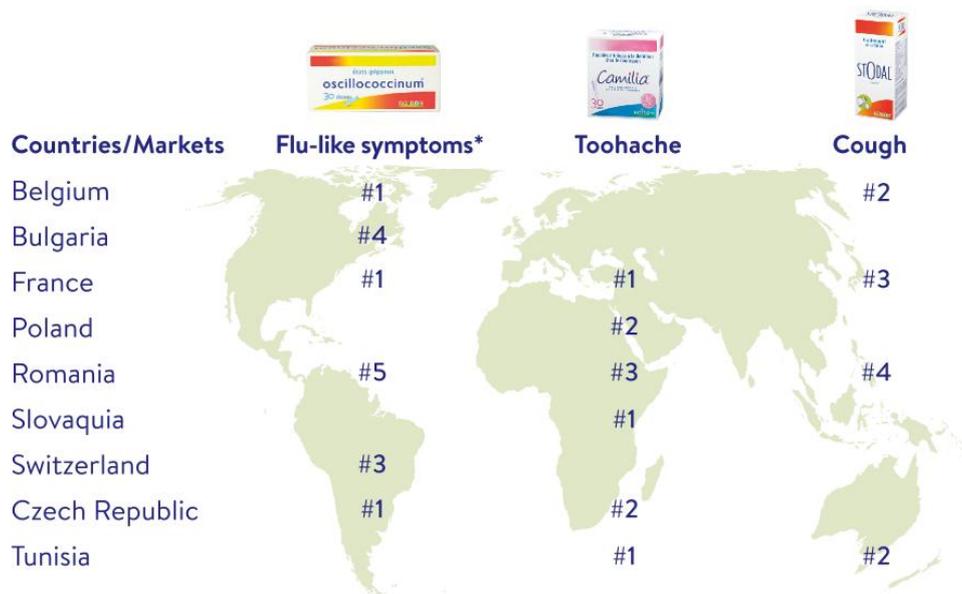
In North America, most sales are in the mass market segment (grocery and drug stores), health food stores, and online retail, which has expanded fast in recent years, reaching close to 30% of US sales in 2021.

Sales are made by distributors in countries where the Group does not have a subsidiary, including the Netherlands and South Africa.

In Sao Paulo in Brazil and Bogotá in Colombia, BOIRON pharmacies sell to the public directly. The goal is to provide doctors and their patients with an appropriate range of healthcare solutions.

In 2021, a subsidiary was set up in Hangzhou, in mainland China, to offer as many people as possible access to BOIRON healthcare products.

**The European and Tunisian<sup>1</sup> market positions of BOIRON's top three homeopathic specialties:**



## 1.1.6 Unique development and manufacturing quality, made in France

### 1.1.6.1 Research and development

BOIRON has a research laboratory tasked with studying the pharmacological and biochemical processes of our medicines in different types of cell models.

Fundamental and clinical research activities are mainly in the following areas:

- airway infections,
- central nervous system,
- supportive care for oncology,
- traumatology.

This research is done in partnership with university, academic, and hospital-based research centers in France and worldwide.

Preclinical and clinical research carried out in cooperation with universities and hospitals is subject to regulatory requirements, and is approved by ethics committees and drug agencies.

BOIRON supports young researchers through the CIFRE doctoral funding program.



BOIRON's research primarily aims to increase the scientific and medical evidence foundation for its medicines, innovate and apply its scientific knowledge to the development of new healthcare solutions, and to contribute to making this global offering even more effective, useful and safe.

<sup>1</sup> IQVIA country data in November or December 2021 - MAT / YTD value // #x= brand's position in the total market. \* Flu-like symptoms (curative) market, Camilia® (baby teething) / Stodal® (cough drinking form) // France & Belgium: Stodal® + Stodaline®.

## 1.1.6.2 100% made in France

*“Mastering our expertise is a guarantee of quality, but also of independence and responsiveness in an increasingly uncertain environment.”*

*Jean-Christophe Bayssat – Deputy General Manager - Chief Pharmacist and Pharmaceutical Development Director*

**BOIRON manufactures effective, useful, safe and high-quality healthcare solutions in France. Our commitment to excellence is guided by a single focus: healthcare for all.**

The production of homeopathic medicines is split between four production sites located in France. The reorganization launched in 2020 resulted in the closure of the Montrichard production site in late 2021.

The other group sites based in France and internationally at subsidiaries exclusively handle compounding of homeopathic medicines and medicine distribution.

Manufacturing is based on the following core pillars:

### Strict pharmaceutical standards

The Group, which is audited by regulatory authorities worldwide such as ANSM in France and the FDA in the United States, complies with the most stringent pharmaceutical standards.

### The highest quality

BOIRON's raw materials and products are subject to rigorous organoleptic, botanical and physico-chemical quality controls by qualified teams. Production facilities and equipment meet the highest quality standards.

### Optimal safety

The Group's quality management system ensures the continuous improvement of practices for optimal product safety. Around 30,000 controls are conducted per year throughout the production process. BOIRON also relies on its ninety-four pharmacists to keep a close eye on product quality.

### Strict product monitoring

The pharmacovigilance process in place within the company, which is supervised by the pharmacovigilance manager, consists of:

- monitoring and reporting to healthcare authorities all adverse side effects which might occur during the administration of one of our medicines,
- updating product information,
- informing healthcare professionals and patients.

The company also has cosmetic-vigilance (cosmetics), nutri-vigilance (dietary supplements), and medical device vigilance functions and a pharmacovigilance function for veterinary homeopathic medicine under the same management responsibility, for products in these categories.



### In-house industrial equipment

The Group has its own industrial equipment, designed for the unique process of producing homeopathic medicines. Its pellets and pills are developed right on the Messimy (Rhône) site, so they are truly 100% made in France. BOIRON uses unique impregnation and tube and dose packaging machines developed by its in-house engineers, in cooperation with partner companies.

### Innovation devoted to quality

Benefiting from the latest technology management and execution software for production and control activities, BOIRON is constantly investing in the most up-to-date equipment to guarantee the quality of its medicines.



BOIRON is ISO 22716 certified, which reflects the high-quality manufacturing of its cosmetic products.

## 1.2 ONE GOAL: GLOBAL PERFORMANCE

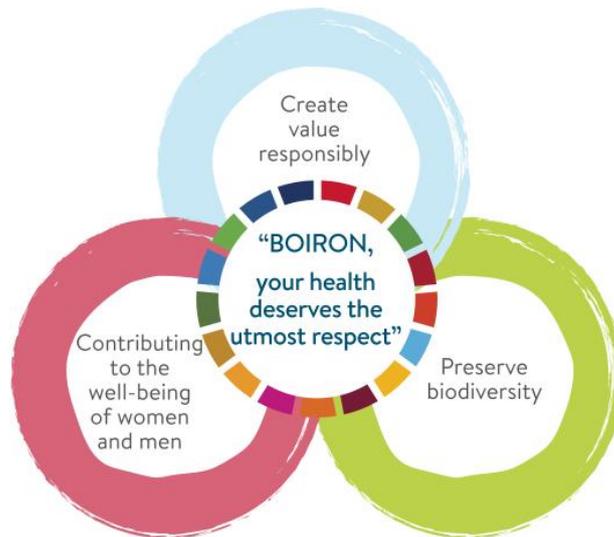
*“Since the end of 2019, BOIRON’s CSR approach has become increasingly proactive, serving the company’s overall performance by combining financial and non-financial challenges. All of the Group’s business lines are involved in this process. In 2021, they helped make around twenty new projects a reality.”*

*Alexandra Rivoire - Control and Consolidation Director and CSR Coordinator*

Sustainable development is one of the core challenges facing the world today.

Since 1932, BOIRON has been working to create therapies that combine a humanistic approach with an extremely low environmental impact.

BOIRON has built three main pillars, founded in a shared goal: to promote more caring, more respectful, and more sustainable healthcare.



These core pillars are broken down into fourteen commitments based on sector analysis and external interviews and approved by the CSR Steering Committee, General Management, and the Audit Committee.

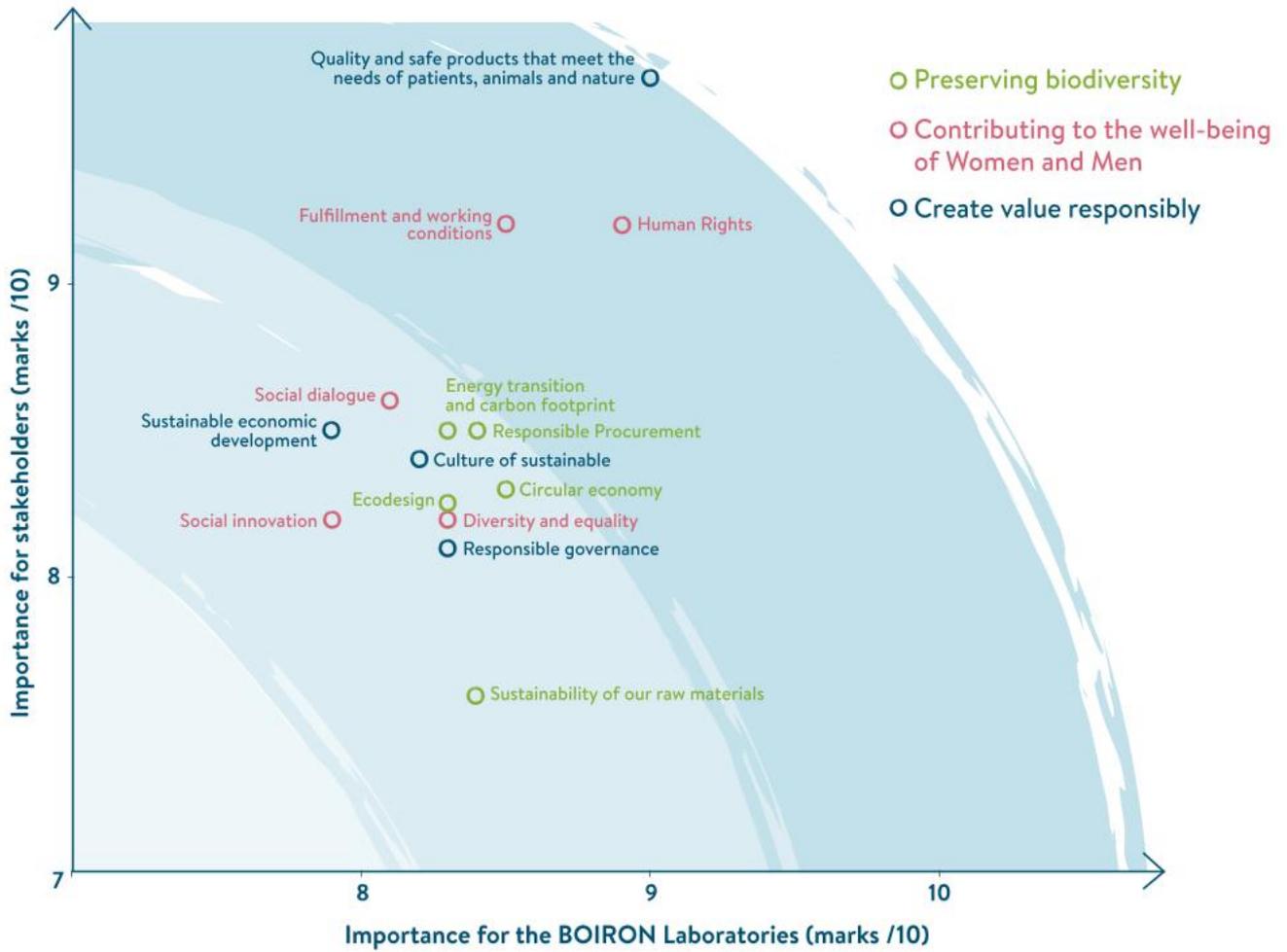
A questionnaire was carried out, aiming to:

- assess understanding of the commitments,
- measure their importance,
- ensure that these commitments meet stakeholders’ expectations.

The following stakeholders were involved:

- patients: 1,069 men and women, representative of the French population (gender, age, region, and socio-economic status), including 366 homeopathy users,
- suppliers, financial analysts and journalists: thirty-nine completed questionnaires were analyzed,
- BOIRON employees: 458 employees representing the BOIRON parent company and seven subsidiaries.

This work has led to the creation of the BOIRON commitments matrix.



Respondents were asked to score each commitment. The lowest score was 7.9/10. The graph above is based on a scale of 7 to 10.

**“Continuing to develop high-quality, risk-free products that meet the needs of patients, animals, and nature” is the major commitment of the matrix.** The fact that this aspect stood out so strongly points to a clear alignment between the company’s

strategy and external stakeholders’ expectations about BOIRON’s commitment. “Caring with the utmost respect.”

Formalizing and ranking these fourteen commitments is a valuable guide for prioritizing actions, defining targets and monitoring indicators.

These fourteen commitments, which reflect the UN “Sustainable Development Goals”, are explained below:

## Creating value responsibly



**Continuing to develop high-quality, risk-free products that meet the needs of patients, animals, and nature.**

Continuing to produce solutions that serve public health first and foremost.

**Maintaining sustainable, ethical, responsible governance.**

Including sustainable development in the company’s strategy.

**Making sustainable development a part of the company’s culture and mission.**

Making sustainable development a core value for all members of the BOIRON community.

**Being an effective player in sustainable economic development.**

Ensuring fair distribution of wealth within the company and its ecosystem, encouraging local development initiatives.

## Contributing to individual well being



**Respecting human rights.**

Respecting the fundamental human values that unite us.

**Contributing to the well-being of all employees and improving their working conditions.**

Affirming the principle of continuously improving well-being in the workplace

**Supporting diversity and gender equality.**

Contributing to inclusion for all.

**Fostering employer-employee dialog.**

Listening to employees’ needs

**Advancing social innovation.**

Monitoring new trends/approaches in human resources.

## Preserving Biodiversity



**Adopting the circular economy, improving waste management and limiting waste (zero waste method).**

Applying the “zero waste” method in all actions: refuse, reduce, reuse, recycle and compost.



**Using responsible, ethical sourcing.**

Maintaining balanced relationships with all suppliers.



**Ensuring that all raw materials from the natural world are sustainable.**

Avoiding overuse of natural resources, particularly in the form of raw materials. Carrying out actions on sites to respect the biodiversity and reduce risks and nuisances.



**Accelerating the company’s energy transition, reducing its carbon footprint and energy consumption**

Producing, distributing, and consuming frugally.



**Rolling out eco-design for products and packaging.**

Continuing to develop the naturalness of formulas and replace packaging with eco-friendly packaging (recyclable, compostable, etc.)

In summary, the Sustainable Development Goals to which BOIRON contributes are therefore:



## 1.2.1 Creating value responsibly

### 1.2.1.1 Continuing to develop high-quality, risk-free products that meet the needs of patients, animals, and nature

BOIRON's products are all manufactured to the highest quality standards, in accordance with the policy set out in the quality manual, and with the same level of demand for products manufactured at Group sites and by subcontractors:

- human and veterinary homeopathic medicines are manufactured in accordance with the Good Manufacturing Practices (GMP) and are distributed in accordance with Good Wholesale and Distribution Practices (GWDP), pursuant to the requirements of national and international bodies,
- cosmetic products are manufactured in accordance with ISO 22716 guidance on Good Manufacturing Practices for Cosmetic Products, as evidenced by the certification issued by Intertek in 2020,
- food supplements are manufactured in compliance with the ISO 22000 standard, including the application of the HACCP risk analysis method,
- medical Devices (MD) and In Vitro Diagnostic Medical Devices (IVDD) are manufactured in accordance with ISO 13485.

The quality management system is reviewed annually by management at the "Annual Quality Management Review" to discuss the findings of key quality indicators, such as responding to patients' needs by looking at the complaints rate. This annual review is used to set the objectives of the quality plan for the coming year.

BOIRON's product formulations are regularly assessed in order to monitor and replace any materials and substances recently deemed to be at risk. Product stability and container/content interactions are checked systematically.

All raw material suppliers (plants and strains) and packaging suppliers meet the expectations of a technical quality agreement signed by the parties, the application of which is ensured through regular audits. These audits guarantee the quality of supplies for BOIRON's products. It should also be noted that the Group prefers to use suppliers of organically grown plants.

The design, monitoring and control of premises and equipment and regular staff training ensures that products are free from contamination, and help ensure the manufacture of safe products.

Finally, thanks to a Quality Control lab equipped with the latest technology, BOIRON checks raw materials, semi-finished products and finished products in accordance with pharmacopoeia monographs, in order to verify product conformity with specifications.

## 1.2.1.2 Maintaining sustainable, ethical, responsible governance

*“Together, let’s commit to go even further... and make BOIRON a responsible business model for future generations.”*

*Valérie Lorentz-Poinsot - General Manager  
Excerpt from the Group’s Environmental Manifesto*

At the end of 2021, Group senior management asked each business line to develop a 2022 roadmap by integrating all the initiatives founded on the three pillars of the CSR approach. For BOIRON, **transparency** and **ethics** in its relationship with all the stakeholders in its ecosystem are of the utmost importance. This commitment binds all of our employees, in the extremely regulated context of a publicly traded pharmaceutical group.

### Relations with healthcare professionals

In France, the framework regulating commercial benefits for companies that produce or market healthcare products which had been in place since 1993 was replaced by a new, stricter framework effective October 1, 2020.

A working group has applied new “anti-gift” measures. New and updated procedures for relations with healthcare professionals have been drawn up, in compliance with the new regulations.

BOIRON also complies with the “Transparent connections” system by publishing all benefits given to healthcare professionals and other healthcare players on a single “Transparency” site.

### Anti-corruption

At the direction of General Management, BOIRON applies measures Group-wide to prevent and detect corruption and influence peddling, as required by the Sapin II Law of December 9, 2016, across the group, both in France and worldwide. To that end, the Group has drawn up a policy and a set of **best practices on preventing corruption**, as well as a **whistleblowing procedure**, which received a unanimous favorable reception from the Central Social and Economic Council. These documents are available on the websites [www.boiron.fr](http://www.boiron.fr) and [www.boironfinance.fr](http://www.boironfinance.fr).

A multi-disciplinary working group contributes to setting up and monitoring anti-corruption measures, with relays at each subsidiary. These measures involved setting up:

- an ethics committee in charge of processing alerts,
- a third party evaluation committee responsible for issuing opinions on relations with high-risk third parties.

BOIRON provides in-person or video conference training sessions to the group employees most exposed to the risk of corruption, and provides awareness-raising for other employees. An e-learning course translated into the languages of all the countries where the Group’s subsidiaries operate as well as several resources available on the Intranet have been developed to that end.

### Personal data protection

BOIRON is strongly committed to protecting personal data and privacy. It complies with all applicable regulations, including Regulation (EU) no. 2016/679 of April 27, 2016 on personal data protection (GDPR). Personal data is processed with appropriate levels of security and confidentiality, including suitable technical and organizational measures and training.

To that end, the Group has implemented a general policy that defines its commitments and guiding principles for responsible use of personal data. This policy covers the entire Group, all subcontractors, and all natural persons whose personal data is collected and/or processed. A BOIRON parent company personal data protection officer has been appointed and GDPR deputies or contacts have also been designated within the Group’s subsidiaries.

In this respect, BOIRON implements the accountability principle under the GDPR by applying mechanisms (updated processing register, privacy by default and by design), internal procedures (in case of a data breach, exercising rights), contractual clauses defining the respective obligations of the parties with regard to personal data protection, and the European Commission’s standard clauses for transfers of personal data outside the European Union.

A “good governance” charter signed by all the subsidiary directors also shares BOIRON’s values and rules with all Group employees.

### 1.2.1.3 Making sustainable development a part of the company's culture and mission

Jean-Christophe Bayssat, Deputy General Manager, Chief Pharmacist and Pharmaceutical Development Director, has been responsible for BOIRON's CSR strategy since January 1, 2021.

The CSR Steering Committee, created in late 2019, is tasked with developing the CSR approach and rolling out initiatives to support the key components of the Group's strategy:

This multidisciplinary committee meets every six weeks to ensure that all business activities are represented. In 2021, it coordinated around twenty initiatives for each of the Group's CSR commitments, as presented in this section.

#### An international CSR network

Since 2020, major leaps have been made thanks to a strong desire to make sustainable development a part of the company's culture and mission.

The development of two contact networks within the Group has enhanced communication and the deployment of strategic CSR initiatives:

- a network of contacts at the subsidiaries: twenty people represent their entity and help maintain the quality of information between BOIRON parent company and the subsidiaries, while also sharing best practices,
- a network of business line contacts in France: a total of 27 contacts work daily to link CSR to the specificities of their business lines, and actively work to update practices and raise awareness among the teams.

An Expanded Management Committee has also been set up, which comprises almost sixty directors from BOIRON parent company establishments and departments, and which meets on a regular basis, depending on the company's latest developments, and where CSR matters are discussed.

Awareness-raising and communication campaigns are regularly organised amongst employees. For example, in 2021, an awareness-raising campaign on eco-friendly actions, organized by the health, safety and environment department, was carried out at BOIRON parent company:



This approach has also been rolled out at the subsidiaries:

- in Canada, a "green committee" educates employees about initiatives to reduce its environmental impact starting when they are hired,
- in Italy, a CSR steering committee was created in 2021 to define projects for the coming years.

#### Intranet: showcasing CSR

In terms of communication, in 2021 a CSR section was added to the Group's intranet. It presents BOIRON's CSR challenges, while keeping employees informed of any progress. The various CSR networks, actions undertaken and awareness-raising tools are accessible under the various tabs.

## Encouraging evaluations

BOIRON's proactive approach, which is integrated into its strategy, has been recognized several times:



BOIRON's CSR commitments were assessed in October 2021 by EcoVadis. Awarded a silver medal, BOIRON ranks among the top 25% of companies assessed. This first score is encouraging, and reflects the company's long-standing commitment to its CSR policy.



"Every year, Gaïa Research, the EthiFinance ESG analysis agency, collects and analyzes ESG data on mid-sized French and European publicly traded companies. Based on this information, the companies are rated on their transparency and performance. Leading management companies use its research in their management and investment decision-making processes<sup>1</sup>.

In 2021, BOIRON's score in respect of 2020 was 73, compared to 71 in 2019 and 66 in 2018. It improves every year.



BOIRON is proud to be one of the "2022 socially responsible companies." This distinction, awarded by Le Point and Statista, recognizes companies on the basis of social, environmental, and governance criteria, based on data from their corporate reports and an independent survey of 5,000 French respondents.

BOIRON was ranked:

- 52<sup>nd</sup> on the global ranking,
- 19<sup>th</sup> in terms of governance,
- 5<sup>th</sup> in the "Health and Pharmacy" segment.



In 2020, BOIRON was the winner of the 2020 Trophée Défis RSE in the mid-sized and family-owned business category. The Trophées Défis RSE are sponsored by the Ministry of Economy and Finance, the Ministry of Ecological Transition and the French Senate. It is supported by partners, media, and expert networks in CSR and sustainable development.

This award recognizes BOIRON's CSR initiatives and governance.

## And to take things even further?

At the end of 2021, work on a CSR training course was initiated to help interested employees learn more about these topics. Thanks to help from an external service provider, this training presents the Group's fourteen challenges and raises learner awareness through concrete examples linked to the BOIRON's operations. Every employee has the opportunity to add it to their 2022 training plan. An initial 30-minute online module will be supplemented by a Group workshop designed to foster collective intelligence on how to apply CSR in the various business lines.

*"In my opinion, creating a CSR training course that is as ambitious as it is useful is the best way to get employees engaged as responsible citizens every day, both personally and professional."*

Léo Zanetto - CSR Project Manager

BOIRON is transforming and taking action. CSR is a key focus for all of the company's various bodies: meetings with the Audit Committee, the CSEC's work, presentations to directors, etc.

<sup>1</sup> Source: *communiqué on the results of the 12<sup>th</sup> GAÏA RESEARCH campaign.*

## 1.2.1.4 Being an effective player in sustainable economic development

BOIRON is committed to ensuring fair distribution of wealth within the company and its ecosystem.

### 1.2.1.4.1 Distribution of performance to employees

The BOIRON parent company has defined a performance ratio to measure the financial surplus that can be distributed in order:

- to significantly improve the benefits awarded to employees (increased purchasing power, collective reduction in working

time, retirement planning, employee savings plans and retirement savings, various benefits, etc.);

- all while enabling increased profitability, particularly through the management of total payroll expense in the income statement.

BOIRON parent company salary expenses can be broken down as follows and are derived in part from the definition of the performance ratio (used to determine the company-wide pay increase):

	2021	2020
Global increase - France	1.3%	1.2%
Individual increase - France	0.41%	0.49%

The BOIRON parent company and seven of its subsidiaries have a profit sharing formula. **83.1% of Group employees benefited from profit sharing in 2021 (compared to 84.3% in 2020).**

For the entire Group, profit sharing paid in 2021 represented 6% of total annual salaries in 2020, equivalent to approximately 0.8 month's salary, compared to one month in the previous year.

Total Group payroll costs are presented in note 26 to the consolidated financial statements.

In 2021, Group wage increases ranged from 0% to 6.95% (versus 0% to 6.7% in 2020).

The health crisis has had a significant impact on the entire BOIRON ecosystem, such that the standard parameters for calculating profit-sharing within the company have become unbalanced. They have been adapted accordingly, in order to continue to reward employees for their commitment and performance, who are essential to the company's success. This change will make it possible to share profits with BOIRON parent company employees in 2022, despite the decline in profitability in 2021.

### 1.2.1.4.2 Distribution of performance to external stakeholders

BOIRON is a driver for the economy:

BOIRON's core business is producing its entire series of homeopathic medicines at its two production sites in France, to be marketed worldwide.

BOIRON has fifteen sites throughout France, which prepare and distribute medicines to dispensaries on a daily basis.

Our strong commitment to maintaining our operations in France is reflected in the extension of our main production site in Messimy and large-scale investments in our production equipment and the construction of a logistics platform in Les Olmes.

Investments in its production/distribution sites (close to €190 million in investment between 2016 and 2021) generate indirect job creation, social security contributions, and VAT and local tax revenue,

BOIRON's operating profits generate corporate income tax payments, with a Group tax rate nearing 40%.

The dividends BOIRON pays out (€17 million in 2021 and €18 million in 2020) are taxed and injected back into the economy.

The BOIRON parent company's patronage, sponsorship, and charitable donations amounted to €354 thousand in 2021, compared to €459 thousand in 2020. Major beneficiaries included Institut Rafaël, the Strasbourg University Foundation, the non-profit Courir pour Elles, the Fédération Française des Sociétés d'Homéopathie (FFSH) and the Homeopathic Research Institute (HRI).

In 2008, the BOIRON employee investment fund decided to allocate a part of its assets to the social economy, with a €500 thousand investment in two organizations: Habitat et Humanisme and France Active, organizations that support housing, integration, and a more just society.

BOIRON parent company employees benefit from a voluntary employee savings and retirement plan. This offers them the option to invest in six different investment vehicles, two of which are "Socially Responsible Investments" (SRI). As of December 31, 2021, the amounts invested in these two SRI funds amounted to €19 million and represented 20% of the total scheme.

## 1.2.2 Contributing to individual well being

*“Starting in the 1970s, Christian Boiron set out to prove that there was a different way to run a business, one that reconciles economic and social objectives. I share that ambition, which forms the basis for BOIRON’s development and organizational models, and I am proud to carry it on today.*

*As we have over the past eight decades, we will continue to do everything in our power to protect nature, from where we get our raw materials; to treat our employees, who give us their best, with respect; and to satisfy our customers who, now more than ever before, need to protect their health.”*

Valérie Lorentz-Poinsot – General Manager

Economic performance and social performance go hand in hand. BOIRON’s corporate philosophy places the personal development of men and women at the heart of the company’s economic success. Beyond homeopathic medicines and their benefits, people and their importance to the company have always been essential for BOIRON.

### 1.2.2.1 Respecting human rights

#### 1.2.2.1.1 Group headcount

BOIRON employees work in compliance with human rights, and the Group implements an active policy of preventing and detecting any risks associated with their work.

The Group has also developed a philosophy around two core pillars: personal development and well-being at work.

BOIRON, which is still majority-owned by the Boiron family, has maintained its independence and its humanist values and is proud to live out its commitments to responsibility.

It is in that spirit that BOIRON implements the changes it needs to grow, particularly in France. Through numerous agreements grounded in trust and respect and by striving for equity, profit-sharing, and diversity, the Group strives to provide each and every employee with a good job, to reduce inequalities, to provide fair pay, to implement an appropriate training policy, and to support employees as they pursue their personal goals thanks to support for their aspirations both inside and outside the company.

**It is thanks to this employer policy that we enjoy a balanced employee-employer dialog today.**

Employment information presented in this document are consolidated for all companies within the Group, unless expressly stated otherwise.

This excludes notions of forced or compulsory labor, child labor or the disregard for human rights.

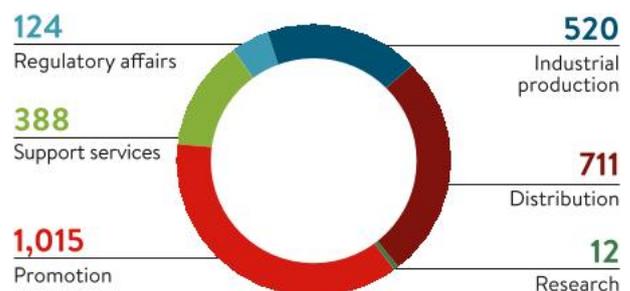
**2,769 employees work for the BOIRON Group, of which 97% have permanent employment contracts. Compared to the national average of 75.2%<sup>1</sup>, the company’s use of short-term contracts is therefore very limited.**

**65% of employees work in France.**

	2021	2020
<b>GROUP TOTAL</b>	<b>2,769</b>	<b>3,344</b>
France	1,811	2,311
Europe excluding France	655	735
North America	193	188
Other countries	110	110

The number of employees stated does not include the 392 employees supported under the PSE job preservation plan at the end of December 2021. These employees are still part of the workforce from a legal standpoint, however are no longer active. They are therefore not included in the figures presented above.

**44% of employees work within the production and preparation/distribution functions.**



The functions shown above are described in the glossary in paragraph 7.10.

**Due to the closure of twelve sites as part of the reorganization, the number of employees in distribution was 711 in 2021, compared to 1,134 in 2020.**

<sup>1</sup> Statista, 2020 survey.

### 1.2.2.1.2 Reorganisation launched in 2021 by BOIRON parent company

BOIRON parent company wished to support employees leaving the company with the utmost respect, under the PSE job preservation plan.

As a reminder, in 2020, the following measures were adopted:

- an internal reclassification process: designed to help employees find a new position at the company, supported by

measures suited to the employee but as well as their spouse and family, in terms of mobility (relocation, reconnaissance trips, relocation service, etc.),

- an external reclassification process: with a choice, depending on each employee's situation, between external reclassification leave or an age-based early retirement program.



External classification leave gives employees time to find a new job in the best possible conditions. External reclassification includes financial incentives to support professional mobility: statutory severance pay and an additional flat-rate severance payment based on seniority.

**This reorganisation, first launched in 2020 and continued in 2021, resulting in the internal reclassification of fifty-eight people and the departure of 449:**

- fifty-seven people left in 2021, before the end of their support measure,
- 153 people have benefited from the age-based program, which provide support for one to five years until their retirement date,
- 239 people have signed up for external reclassification leave and are currently being supported in their future career plans: forty-six people currently have an effective solution for returning to work, twenty-six are in the implementation phase (trial period at a new job or short-term contracts) and nine have started a new business.

**A Job Preservation Plan is a change that affects the entire company and all its stakeholders – not just the employees who are directly impacted.**

While it is obvious that employees who are directly affected experience the most severe psychological impact (stress, fear, anger, depression, anxiety about the future, etc.), its effects on other employees should not be underestimated. Like any change, different people will process it differently. This support was provided in two phases: in the short term, during the consultation phase, and in the medium term, during the implementation phase. The second phase took place in 2021.

The impact of a major reorganization plan on a tight-knit, committed group of people like the men and women who make up BOIRON requires personalized support measures for employees, in order to:

- **help them overcome the situation, individually and collectively:**
  - a hotline has been set up (by phone and in-person) where struggling employees can find help for personal or work-related problems when they need it,
  - coaching and co-development workshops were organized for facilitators throughout the procedure, a preliminary seminar for all site and network directors was held, and a support seminar for the directors of closed sites was organized,
  - managers completed training on how to detect psychosocial risks.

- **help them get back to work thanks to a specialized external agency:** 208 employees were supported by Right Management, providing them with guidance regarding their next professional project,
- **offer them full visibility on support measures by providing practical assistance:** an intranet page dedicated to the job preservation plan has been created with all important information, an educational booklet on the support measures has been distributed and individualized financial calculations based on the measures have been prepared to provide maximum visibility,
- **daily support:** the HR teams are ready to answer questions and advise each person in which measure to choose,
- **ensure that the support measures are monitored and correctly applied:** a monitoring committee led by the HR department and staff representative bodies has been created for this purpose. This committee has met a total of nineteen times, fourteen of which were in 2021.

### 1.2.2.1.3 Health, Safety and Working Conditions

At BOIRON parent company, issues related to Health, Safety and Working Conditions (HSWC) are managed by the Health, Safety, Environment and Safety function (HSES) (comprising eight people), in close collaboration with the employment law and occupational health center, whose staff includes two nurses.

Continuous improvement of security and working conditions is managed by safety coordinators at each production site, by specially appointed safety officers, or by members of the various CHSWCs (Committees for Health, Safety, and Working Conditions) and the Social and Economic Committee. This approach is based on regulations and on certain indicators such as workplace accidents and an assessment of the risks.

At the subsidiary level, health and safety issues are monitored either by specific committees which meet monthly or through designated interfaces or external service providers.

The BOIRON intranet includes a section dedicated to the HSE function, which provides targeted resources and information for all employees.

#### Health and safety indicators:

	2021		2020	
	Group	BOIRON Parent company	Group	BOIRON Parent company
Number of workplace accidents <sup>(1)</sup>	37	32	50	42
Frequency rate <sup>(2)</sup>	8.7	6.0	11.0	14.0
Severity rate <sup>(3)</sup>	0.8	32.0	0.4	0.7

(1) Number of lost-time workplace accidents (at least one day).

(2) Number of lost-time workplace accidents (at least one day) over the past year per million hours worked.

(3) Number of calendar days lost due to workplace accidents, per thousand hours worked.

40.5% of workplace accidents in 2021 were caused by handling or posture-related issues.

#### **BOIRON is actively involved in risk prevention initiatives:**

- “near accidents” and “risky situation reports” are leveraged in partnership with the CSSCT,
- safety inspections are also carried out; they are an opportunity to identify areas for improvement, in addition to the work done on assessing workstation risks,
- managers cover safety during department meetings.

Examples of major safety initiatives include:

- in 2019, the production and tube and dose packaging sectors replaced boxes with “big bags” to significantly reduce the loads carried,
- in the neutral pellet production sector, a multi-year project aims to make elevated access areas safer with new bridges and elevator columns. This project was delayed due to the pandemic: in 2021, an additional turbine was fitted out,
- In 2021, a multidisciplinary working group was created to improve the ergonomics of an ATEX (ATmosphères EXplosives) mixer. A member of the CSSCT is a member of this working group. A range of solutions have been identified and implemented.

#### **The COVID-19 pandemic had a major impact on prevention and risk management in 2021, as in 2020.**

BOIRON maintained its production and distribution operations throughout the year. It was essential that employees' health be protected, by continuously adapting internal rules to match applicable national protocols. The measures applied included:

- providing surgical masks from the first days of the pandemic and distributing cloth masks to all employees,
- reorganizing operations by transitioning administrative staff to working from home, a shift that in 2020 entailed developing the necessary IT resources, staggering shifts to minimize crowding, holding meetings via videoconferencing software, stopping travel, postponing training, etc.
- providing hand sanitizer on all sites and distributing bottles to employees, and setting up plexiglass shields where necessary.

### 1.2.2.1.4 Psychosocial risks (PSRs)

At BOIRON, preventing and detecting psycho-social risks is everyone's responsibility. It believes that identifying these risks early makes it easier to resolve certain situations:

- BOIRON parent company has set up a specific system to detect problems, build and raise awareness of actions to be taken, support, facilitate and communicate, through:
  - a national contact for PSRs and a national contact for harassment,
  - a PSR working group comprising employees and staff representatives,
  - PSR contacts at each site,
  - a monitoring committee,

- specific actions relating to understanding PSR risks have been implemented:

- training: in 2021, 112 managers were trained at BOIRON's parent company and were tasked with raising employees' awareness of these risks,
- a psychological unit for all employees was formed,
- a hotline was set up to enable employees wishing to contact a psychologist by phone (toll-free number). This hotline supports, listens and guides those in need (eleven calls in 2021, with an average duration of thirty-seven minutes),
- on-site support from a psychologist was set up (twelve visits in 2021, mainly at sites that were closing).

## 1.2.2.2 Contributing to the well-being of all employees and improving their working conditions

*"For over forty years, we have believed that initiatives to improve well-being at work promote long-term employee engagement and helps us attract new talent. People feel more fulfilled and efficient, and the company becomes more competitive. This core focus, combined with our values of respect and trust, drives us on a daily basis in all our HR activities."*

*Christine Place - Deputy General Manager in charge of Human Resources*

### 1.2.2.2.1 2,769 employees committed to the company's goals

**The average seniority of employees of BOIRON parent company is seventeen years and five months.** That figure highlights employees' well-being and their long-term relationship with the company.

The average seniority at the subsidiaries varies from one year (at the new BOIRON subsidiary in Asia) to eighteen years (BOIRON Caribbean). The variations in seniority in the subsidiaries are correlated with their date of creation.

**At Group level, employee turnover<sup>1</sup> was 13.4%, up from 9.9% in 2020.** Average employee turnover among French companies is 15%<sup>2</sup>.

The data below relates to permanent employment contracts, temporary employment contracts are immaterial:

	2021	2020
<b>Number of new hires</b>	<b>262</b>	<b>176</b>
<b>Number of departures</b>	<b>359</b>	<b>320</b>
Departures at the employer's initiative	98	112
Retirement	86	67
Other departures at the employee's initiative	167	134
Other reasons	8	7
<b>Staff Turnover</b>	<b>13.4%</b>	<b>9.9%</b>

The turnover rate does not include departures in 2021 as part of the reorganisation launched in 2020.

The increase in turnover between 2020 and 2021 was due to a 12% increase in departures, specifically in France, Russia and Belgium. The reorganizations carried out in Russia and Belgium explains the high number of departures at the employer's initiative. Reorganization plans, combined with the impact of the pandemic on the labor market (which has become more flexible

and attractive), are also impacting voluntary departures (with employees reflecting more on their careers during these periods).

In France, it should be noted that the three reasons for leaving the company are relatively balanced, with the number of retirements remaining high, however with an increase in departures at the employee's initiative.

<sup>1</sup> Ratio of the total number of departures and physical headcount as at December 31.

<sup>2</sup> Centre for Economics and Business Research - 2018.

Outside France:

- In Russia, a downturn in business forced the subsidiary to reorganize: headcount continued to decrease from 156 to 106 after thirty-one employees left voluntarily and thirty-five were laid off. BOIRON Russia has been committed to providing financial and career support to all employees.
- In Belgium, as part of a plan to relocate the site, headcount fell from ninety-three to seventy-seven, following twenty-three departures.

BOIRON supports its employees' projects, even if they don't intend to remain at the company: "Other departures at the employee's initiative" include amicable contract terminations in France. All such requests are accepted as long as the employee has a serious and realistic career plan for which the company can provide support through its agreement on support for personal projects. As such, twenty-nine mutually agreed contract terminations were accepted in 2021.

**At the same time, there were 262 new hires in 2021 (up 49% compared to 2020).** 2020 was a fairly low base year in terms of hiring, as reorganization projects slowed growth in recruitment.

In 2021, the recruitment process was reactivated in France, Russia, Canada, Spain and the United States.

**The Group's absenteeism rate (excluding maternity leave)<sup>1</sup> was 6.1% in 2021, compared to 7.7% in 2020.** 6.5% of these absences were due to workplace accidents, occupational illnesses, and commuting accidents.

BOIRON parent company recorded seven cases of occupational illnesses in 2021. These occupational illnesses were mainly Musculoskeletal Disorders. While the number of cases of occupational illnesses is low, the employee health and safety bodies are particularly attentive to these issues.

The absenteeism rate fell slightly, mainly due to fewer cases of sick leave. Absences due to sick leave were particularly high in 2020 due to the COVID-19 pandemic (exemptions). In 2021, sick leave continued to represent the largest portion of absenteeism in France, but fell 39% compared to 2020.

## 1.2.2.2 Employee integration

The integration process for new employees includes an eighteen-month orientation program focusing on understanding the company, its culture and its philosophy. The course is focused on meetings with each member of General Management, an introduction to homeopathy, and training on simple, direct communication (also called NVC)<sup>2</sup>.

A dedicated course for managers completes the program.

In addition to this program, all managers are required to plan and organize all the meetings and training needed for each job for their individual team members.

On their first day or when they sign their contract, each new employee receives a welcome kit and a virtual guidebook.

The BOIRON parent company supports employees throughout their time with the company:

- the company is particularly attentive to how it welcomes job candidates during the hiring process,
- every effort is made to respond to all applications, whether they are submitted for a specific opening or are submitted spontaneously,
- the BOIRON parent company works with several charities and local structures to help job seekers find work (Solidarité Emploi, Passerelle Emploi, etc.),
- each person hired is provided with a personalized introductory program by their manager,
- an orientation and welcome event is organized for all new arrivals on the Messimy site as well as supervisors and managers from other sites,
- new hires undergo a formal review with their manager halfway through the trial period. A copy of this report is sent to the human resources team for their use. The new employee's report of their first impressions is a major feature of this review.
- In 2020, 49% of BOIRON parent company employees had an annual review. Group-wide, this figure was 44%.
- All employees can, at their request, meet with the human resources team to discuss their career aspirations.
- Breakfast gatherings are also held for new arrivals, to give them an opportunity to chat with other employees so they can feel like part of the team. An HR staffer also attends these virtual events to answer any questions.

Meetings with Human Resources are also organized for employees who decide to leave the company.

<sup>1</sup> Ratio of number of hours of absences due to illness and workplace accidents divided by the theoretical total number of hours worked (actual hours worked + total absences)

<sup>2</sup> Non-Violent Communication.

### 1.2.2.2.3 Skills development

Employees are supported when they arrive at the company and when they leave, but above all in their day-to-day work, through training that builds on their existing technical skills and immerses them in the company culture.

**90% of Group employees received training in 2021, up from 79% in 2020.** The average length of training is estimated at a little over two days for BOIRON parent company.

**Training costs amounted to €1,839 thousand (€1,380 thousand in 2020), equivalent to 1.4% of Group payroll before taxes, compared to 1.0% in 2020.**

	2021	2020
Number of employees who received training	2,598	2,642
Number of training hours	43,784	53,302

The decline in the number of people trained relates to the decrease in the Group's workforce.

The number of training hours was down roughly 20% compared to 2020, but that average hides very different realities in the different subsidiaries.

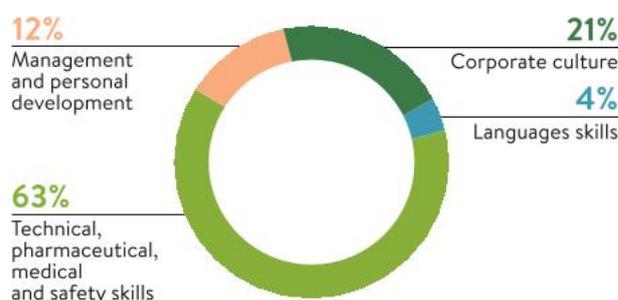
In 2021, training hours completed at BOIRON parent company will return to normal levels, or even improve. The percentage of training hours over hours worked increased from 1.11% in 2019 to 1.24% in 2021 (excluding 2020, an exceptional year impacted by the pandemic).

The volume of training hours at subsidiaries in 2021 was a third of what it was in 2020. This is due in particular to large-scale training delivered in Russia and Belgium in 2020.

To enable employees to develop their professional skills, BOIRON's training policy is based on the following pillars:

- **company culture:** knowledge of homeopathy and an understanding of the company's business processes;
- **strengthening of technical and pharmaceutical know-how:** including training on health and safety;
- **language skills:** including French specifically for the subsidiaries, the Group's working language,
- **management and personal development:** enhancing management skills and realizing personal potential.

#### Distribution of training provided in 2021 by subject matter:



In 2021, BOIRON parent company maintained its strategy in line with previous years: consolidating new business skills, continuing to develop the culture of homeopathy and strengthening the relational and managerial skills required under a hybrid organisation, to ensure that work is enjoyable and efficient, and supporting the company's essential digital transformation.

As an example of this last priority: 113 employees in France and at the subsidiaries were provided training on the Circus Street platform. This platform aims to raise awareness and develop the digital skills required in the fields of marketing, sales and communication.

#### Impact of the pandemic:

The COVID-19 pandemic and the reorganization of the company resulted in the adaptation and transformation of training, with the development of remote learning solutions and the creation of a digital platform, making training more accessible.

### 1.2.2.2.4 Management of working hours

Individualized schedule management is part of the trust-based relationship between employees and the company.

BOIRON applies the statutory working hours, in compliance with the legislation in force in all countries where it operates.

The number of overtime hours worked is immaterial.

#### **In 2021, 13% of Group employees worked part-time.**

This distribution remained almost identical to 2020, both in France and internationally at the subsidiaries.

In 2021, at Group level, 74% of part-time employees chose to work part-time and received support for their preferences and plans for organizing their hours. The other part-time positions were related to medical needs (approximately 21% at BOIRON parent company) or were designated as part-time by the Group at the time of hiring (8% at BOIRON parent company).

BOIRON believes that employee development lies in the ability to reconcile the company's economic requirements with their own goals. As such, the company offers employees facing difficult situations during their careers flexibility in how they organize their work.

A company agreement on personalized working hours, which applies to the BOIRON parent company, sets out the rules for moving to a part-time schedule and broadens the possibilities offered by the current legislation (for health-related reasons or for parental leave).

#### **Impact of the pandemic:**

This year again, changes were required to ensure compliance with the various lockdown, social distancing and employee protection rules. BOIRON has set up appropriate work solutions through the partial operation scheme, when required: 153 employees of BOIRON parent company have benefited from this scheme (a threefold reduction compared to 2020), primarily on the basis of childcare.

*“Hybrid working arrangements present an opportunity to improve our performance. This is an opportunity to reaffirm the company's and management's fundamentals, and to engage in the global shift towards remote working solutions. Our collaboration deserves the greatest respect.”*

*Management Committee*

#### **In 2021, 293 employees at BOIRON parent company signed a teleworking agreement and 149 requested occasional telework.**

The telework agreement was signed in March 2021, effective in September 2021 for employees who are able to.

BOIRON parent company supports its employees in the implementation of this hybrid work solution, enabling everyone to transition from extreme teleworking caused by the pandemic to sustainable teleworking. From September onwards, seventy-nine managers completed training on “managing a hybrid team” and 112 employees completed the “teleworking effectively” course.

The four founding principles of this organisation are:

- transparency, help us work with confidence, while effectively steering operations,
- accountability,
- a potential (and not mandatory) organizational method, which meets the needs of the company and employees,
- the collective organization of the team takes precedent over each person's individual organization.

**In France in 2021, 236 employees (versus 315 in 2020) benefited from an agreement on retirement and preparing for retirement.** This work time organization was established in 1976.

The program demonstrates the BOIRON parent company's commitment to easing the transition from employment to retirement through a gradual reduction in work time without any reduction in salary.

### 1.2.2.2.5 Mobility

Mobility is a success factor in BOIRON's human resources management policy and of the forward-looking management of jobs and skills. It contributes to:

- anticipating changing business needs regarding employment;
- simplifying career advancement and skills development;
- meeting employees' aspirations for their careers and, more broadly, their personal development.

Ninety-nine mobility assignments, ranging from five days to more than a year, were carried out at Group level (eighty-four at BOIRON parent company).

In an industry characterized by intense change, the human resources policy of BOIRON Group must continue to be proactive and support changes with respect to employment and employability.

At the BOIRON parent company, under an agreement on mobility, measures have been taken to align new business needs with the available resources, particularly to take into account regulatory changes and their effects on the organization.

This approach results in individual recommendations regarding training, through the proposal of missions related to evolving professions or those lacking skilled workers, as well as a continuous review of organizational structures.

**Finally, in 2021, fifty-five employees at BOIRON parent company received support either for their personal projects or to support a gravely ill relative.**

**Sixty-one employees also received housing assistance.**

### 1.2.2.2.6 “Hospitality” center

For forty years, the “Hospitality” division has been working at BOIRON parent company sites, aiming to:

- provide a warm welcome and information for visitors and service providers,
- handle the logistics for all events held on both sites, using local suppliers and an eco-friendly approach,

- develop an inspiring work environment where employees and their guests feel at home,
- actively listen to employees and offer feedback: a bottom-up and top-down information strategy for simple, direct and effective communication.

**Some of the ways we support workplace quality of life at BOIRON parent company:**

#### FOSTERING COMMUNICATION

Valérie Lorentz-Poinsot, General Manager of BOIRON, has always kept her door open to all employees, to talk about anything and everything. To maintain ties with everyone, in 2021 she organized a series of successful breakfasts with employees wishing to meet with her.

To keep employees informed and connected during the health crisis, dedicated pages were created on the new BOIRON intranet: “COVID-19: the latest information”, “Teleworking at BOIRON”, as well as dedicated news and a WebTV service on the benefits of homeopathy.

Every effort has been made to increase the information made available to employees, in order to safeguard their physical (compliance with applicable rules) and mental health (highlighting the actions and innovations within each department, as well as hospitality and sharing initiatives).

#### HEALTHY EATING

Because employee well-being is essential and because food is key to good health, the BOIRON parent company continues to work with its catering provider to ensure that employees can enjoy home-cooked meals with as many fresh, seasonal products as possible.

At the Messimy site, employees also enjoy an additional catering option, with a new smart fridge that offers five different meals each week featuring 100% fresh, local products.

#### RESPONSIBLE ACTIVITIES

During the pandemic, regular on-site in-person events were replaced with remote learning on a dedicated intranet section “#PrendreSoinDeNous”. It includes a catalog of videos helping employees get moving, breathe, relax and get creative through monthly challenges. In a group or alone, on-site or from home, the goal is to take time to refresh the body and the mind.

And since five beehives were installed on the Messimy and Les Olmes sites, special workshops have introduced employees to the secrets of bees and their hives, and of course the best part of apiculture: harvesting honey! This year’s harvest brought in 70 kg of honey, which all the site’s employees had the opportunity to taste at the canteen.

The BOIRON parent company also has a very active Works Council. With a budget of €1,414 thousand in 2021, it was able to fund a broad range of social, cultural, and athletic activities for employees – all modified to fit the pandemic.

## CREATIVITY

*“Art is the heart of life, life is an art, medicine is an art, and it is by art and through art that we can best communicate the things that really matter.” “*

*Christian Boiron*

At most BOIRON sites, art is present through color, decoration, works of art, which get discussion going between employees!

The Sainte-Foy-lès-Lyon site, home to the administrative and finance department:



Art also helps make visitors feel comfortable and welcome. As such, the reception area, entrance signs and visits to the Messimy site have been redesigned.



In addition to these examples of initiatives to support the well-being of BOIRON parent company employees, the subsidiaries have undertaken the following initiatives:

- BOIRON USA and BOIRON Bulgaria promote the well-being of their employees by providing adjustable standing desks for all teams,
- BOIRON Russia’s offices use hypoallergenic materials and acoustic partitions. Abundant flowers and a relaxation room featuring a massage chair are additional touches,
- BOIRON Canada has made a wellness and mental health application available to all its teams. Yoga sessions are offered to employees every week,
- In Poland, the subsidiary has created a mini-library on its site. It includes books on health, nature, and the environment, as well as relationships and humanity’s place in the modern world.

## 1.2.2.3 Supporting diversity and gender equality

BOIRON attaches particular importance to diversity, which generates collective intelligence, complementarity, creativity, social balance, and economic efficiency.

Respect for the individual, a centerpiece of the company's mission, is fundamental and underlies our constant attention to non-discrimination. BOIRON's internal regulations prohibit all racist, xenophobic, sexist, or discriminatory behavior.

The Group focuses solely on the skills and abilities of its candidates or employees when making decisions related to hiring, career management or sanctions/departures. This competence-based approach prevents biased judgment skewed by stereotypes which could lead to discrimination.

### 1.2.2.3.1 Gender equality in the workplace

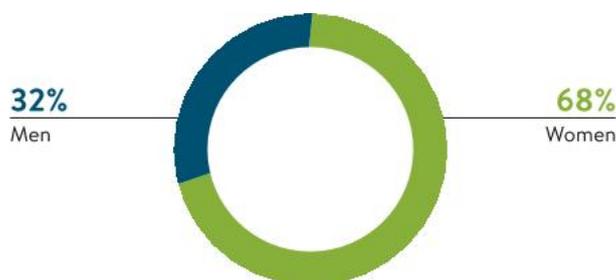
In France, 53% of the 469 managers are women. The French and European average is 36%<sup>1</sup>.

Women represent 42% of the expanded management committee, which consists of almost sixty people.

A specific corporate gender equality agreement is in force in France. It covers hiring conditions, work-life balance, compensation and job classification.

In 2020, BOIRON earned a score of 94/100 on the workplace gender equality index, above the national average of 84. The index covers indicators including the pay gap, promotions and annual raises, and the number of women among the top 10 earners.<sup>2</sup>

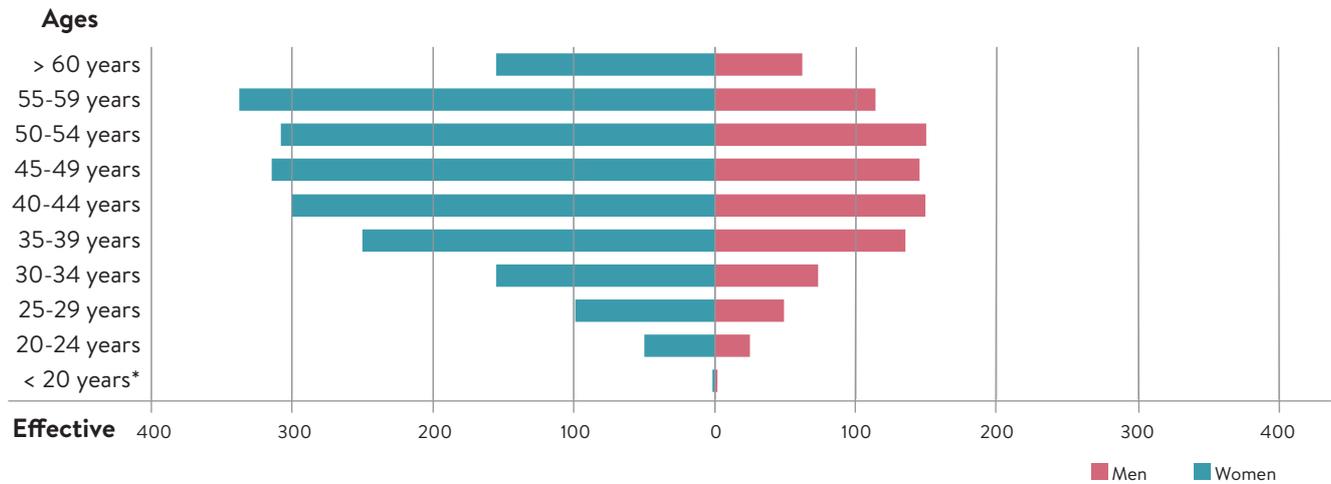
	2021	2020
<b>GROUP TOTAL</b>	<b>2,769</b>	<b>3,344</b>
Women	1,883	2,361
Men	886	983



<sup>1</sup> Eurostat, press release 43/2019, 2019

<sup>2</sup> Workplace gender equality index: 2020 global trends and leading companies' results

### 1.2.2.3.2 Age pyramid



16% of the Group's workforce is under 35 years of age, 45% is between 35 and 49, and 39% is over 49. These figures highlight the loyalty of BOIRON's employees. The average age at BOIRON parent company is 46 years and 8 months.

Every year, BOIRON supports numerous students during their training. These programs bring the group a fresh vision of the challenges of the future; the group's goal is to provide the best possible support for these future employees in order to build long-lasting, win-win relationships. The experience is rich and meaningful for both BOIRON and the students.

### 1.2.2.3.3 Disability

**The BOIRON parent company's disability employment rate was 8.8% as at December 31, 2020. The nationwide average in France is 4.2%<sup>1</sup>.**

The data for 2021 will not be available before the end of the 1<sup>st</sup> half of 2022 due to regulatory changes to the beneficiary reporting process.

Since 1987, BOIRON has pursued an active policy in support of workplace integration for people with disabilities through the application of ten three-year agreements covering the period between 1989 and 2020, all of which were certified by DIRECCTE, a French governmental authority.<sup>2</sup>

All of these agreements are intended to promote the integration of people with disabilities. They are rooted in the group's philosophy of ensuring that there are no differences between disabled and non-disabled employees with respect to

BOIRON parent company's apprenticeship policy is beginning to bear fruit, exceeding 2% of payroll in 2021. In 2021, this represented 135 work-study trainees and interns.

the nature of their employment contracts, classification, compensation, training and career opportunities.

Close to **50% of disabled BOIRON parent company employees** have over **twenty years of seniority**.

The disability service is coordinated by a full-time employee. She is assisted by disability representatives on all of the French sites. The purpose of the service is to facilitate the recognition of differences and individual fulfillment. Its objectives are centered on employees, their managers, and the recruitment team, through:

- involving all employees in implementation of the corporate agreement on integrating employees with disabilities,
- supporting new hires and enabling job retention,
- using training to encourage integration and long-term employment.

<sup>1</sup> LADAPT, 22<sup>nd</sup> European Disability Employment Week, 2018.

<sup>2</sup> Regional Department of Enterprise, Competition, Consumer Affairs, Labor and Employment.

## 1.2.2.4 Fostering employer-employee dialog.

The company agreements that make up BOIRON's employment policy are developed thanks to the involvement of employees, the Central Social and Economic Council (CSEC), labor unions, and Management.

A framework agreement in force in France since 2008 establishes a framework to simplify negotiations with a system of consultations at several levels. Under this agreement, working groups can be launched at the request of general management, the Central Social and Economic Council, or a labor union. They are composed of employee representatives appointed by the CSEC and facilitators from the HR department. These groups are tasked with making recommendations on topics enabling innovative additions to or the maintenance or adaptation of the company's employee policies.

A General Pilot Group (GPG) composed of employee and management representatives then meets to review amendments or proposals for future agreements based on their recommendations.

This consultation process is also implemented less formally at other Group companies, in line with their size and/or the laws in effect, facilitating a faster and more direct dialog on employee issues.

This year, these bodies met forty-four times at BOIRON parent company, resulting in the monitoring of ordinary agreements and the preparation of new agreements.

Six BOIRON parent company agreements were reviewed and three amendments were signed in 2021 by the three trade unions. A new agreement on telework has been implemented.

## 1.2.2.5 Advancing social innovation

*"50 years ago, I changed the nature of hierarchical relationships. Here, it's the managers that have to make themselves available to the other employees, and not the other way around. This approach has led to thirty-two company agreements, all based on the premise that the company's performance as an employer is indispensable to its economic performance. The interests of our shareholders are not opposed to the interests of our employees: they are the same."*

Christian Boiron

BOIRON parent company's employee policy is reflected in more than thirty-two company agreements, renewed every three years:



### INVOLVING EMPLOYEES IN THE COMPANY'S FINANCIAL PERFORMANCE

- Performance ratio and financing for social innovations
- Corporate Savings Plan (PEE)
- Supplemental Retirement Savings Plan (PERCO)
- Profit sharing and incentives
- Bonus (13th month)



### SUPPORTING EMPLOYEES AT HOME

- Assistance for employees with a seriously ill parent
- Personal protection scheme and healthcare cost coverage
- Integration of employees with disabilities
- Classification of employees' jobs and qualifications
- Seniority awards
- Workplace gender equality



### FLEXIBLE HOURS

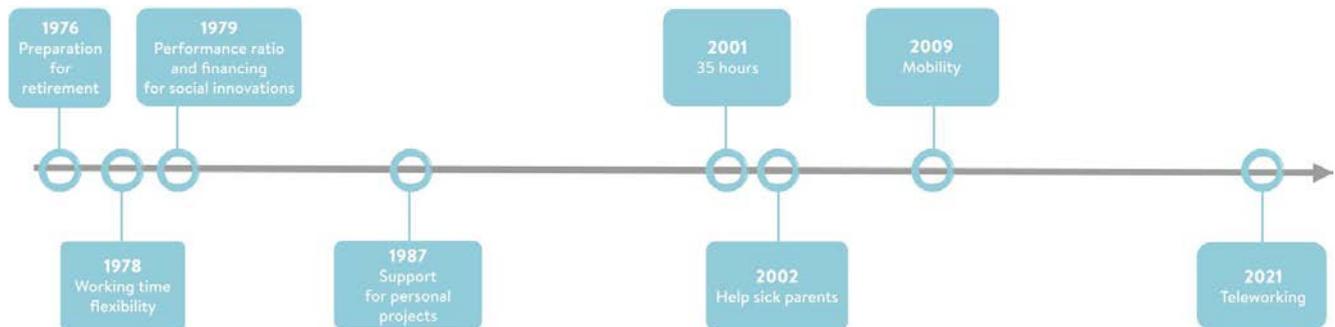
- Organization and duration of working hours and paid leave
- Time bank
- Voluntary part-time schedules
- Pre-retirement transition
- Remote work



### FACILITATING EMPLOYEE MOBILITY

- Support for employees' personal goals
- Support for personal involvement in politics
- Geographic, professional, and external mobility

The Group has always been innovative, and aims to remain so in 2022 and beyond.



### Agreement on Preparation for Retirement

This agreement aims to facilitate the transition from work to retirement, by gradually reducing working hours over three to four years, without reducing pay. This pre-retirement scheme is voluntary.

### Agreement on working time flexibility

Through this agreement, the Group sought to offer employees more flexibility in how their working hours are organized. Flexitime offers employee(s) and the company the option to collectively and/or individually adapt working hours to the task at hand, in keeping with personal preferences, within the limit of the employee's contractual weekly schedule. Exclusively based on the consent and wishes of each employee, flexitime arrangements make it possible to keep a positive (credit) or negative (debit) record of working hours. The employee can then take their hours as leave or allocate them to their time savings account.

### Agreement on the performance ratio and financing for social innovations

In 1979, this agreement took the form of an employee profit-sharing scheme based on economic profitability and productivity. It provides a framework for the budget the company can reasonably invest in order to maintain balance between funding employee benefits and the company's profitability.

### Agreement on support for employees' personal projects

The purpose of this agreement is to encourage employee development and help them achieve their personal projects, within or outside the company. Projects may fall within the cultural, artistic or humanitarian fields, or may lead to professional development outside the company through business creation and training.

### 35-hour agreement

The 35-hour week is one of the key points of the global agreement on organisation, working time and vacations. It was approved in 2001.

### Agreement to help sick parents

Under this agreement, BOIRON allows employees to take time to support a seriously ill relative (end of life care) and/or offers financial assistance to overcome a difficult situation during their careers.

### Mobility agreement

This agreement favors all forms of permanent or temporary mobility (assignments) as an effective method of responding to the need for job adaptations, changes in professions and employees' aspirations.

### Teleworking agreement

Recent developments in remote communication tools have made new ways of organizing work possible. These tools combine flexibility with responsiveness, offering better service to external and internal customers. Thanks to this new agreement, BOIRON is determined to become more efficient through agile working arrangements, such as teleworking, thereby developing collective, individual and environmental performance. In order to preserve social ties with the company, cohesion and smooth functioning of the teams, remote workers must work at least three days on site, i.e. a maximum of two days per week teleworking.

### A quick adjustment to digital learning

Innovation is also reflected in the cutting-edge resources made available to employees, in a constant effort to simplify, make the flow of information smoother and more readable, and bring employees together.



Out of necessity and by making use of its flexibility, BOIRON has transformed its training into virtual classes or e-learning modules, resulting in a rapid transformation from almost exclusively face-to-face training to digital learning, offering new learning approaches:

- shorter course formats with webinars, micro-learning, and tutorials for ongoing, on-demand, highly targeted learning,

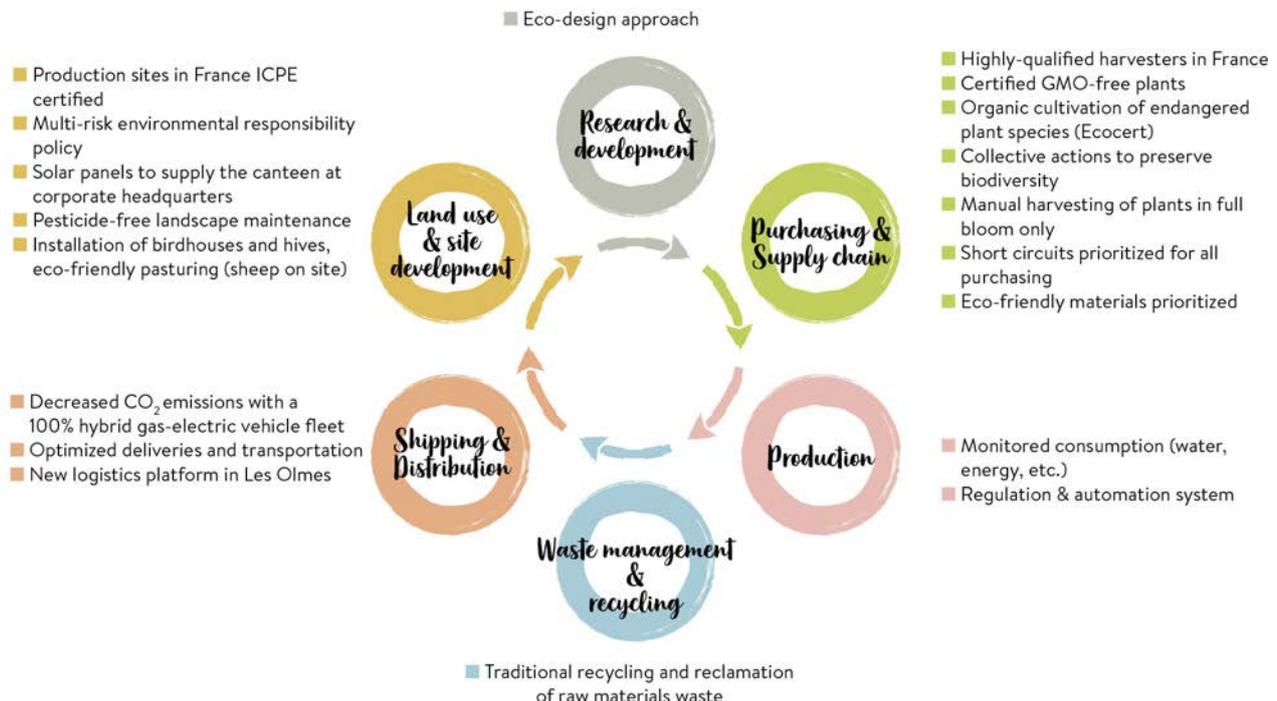
- hybrid in-person and e-learning content, MOOCs<sup>1</sup> on topics related to current issues,
- remote support via Teams or remote classes (e.g. English, office software, etc.) to reduce travel, both because it represents a significant portion of the training budget and to keep employees learning during the pandemic,
- to support and uplift employees in this difficult situation, remote management and discussion workshops called “Simple, Direct Conversations” were held throughout the year.
- the creation of a new e-learning platform “Camp’Us” for the whole Group, giving rise to a genuine ecosystem of learning: training at any time and in keeping with learners’ specific needs.

### Modernizing the HR information system for managers and employees

The HR portal, accessible to everyone since 2020, helps employees save time, offers visibility, autonomy, efficiency and interactivity and makes it easier for employees and their managers to share information.

## 1.2.3 Preserving Biodiversity

BOIRON has taken a range of actions to reduce its impact on the environment and help preserve biodiversity.



<sup>1</sup> Remote learning capable of accommodating a large number of participants.

Controlling environmental risks and our environmental impact is a key concern for BOIRON, particularly at production sites. Compliance with the applicable regulations is the most basic requirement. A longstanding continuous improvement process completes this basic level of compliance.

This continuous improvement policy is applied in the production and use of homeopathic medicines. Their composition means that their production has a limited environmental impact.

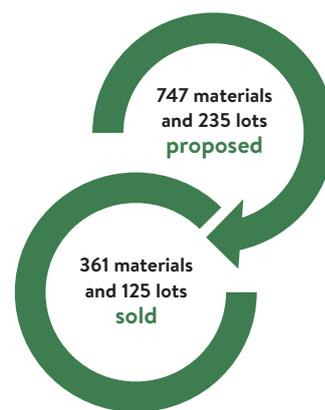
Given the low environmental impact of its distribution sites, BOIRON has chosen to limit the consolidation scope of its environmental data to its three production sites in France, which account for the highest energy consumption. These figures include the Montrichard site, which was closed at the end of December as part of the reorganization.

### 1.2.3.1 Adopting the circular economy, improving waste management and limiting waste (zero waste method)

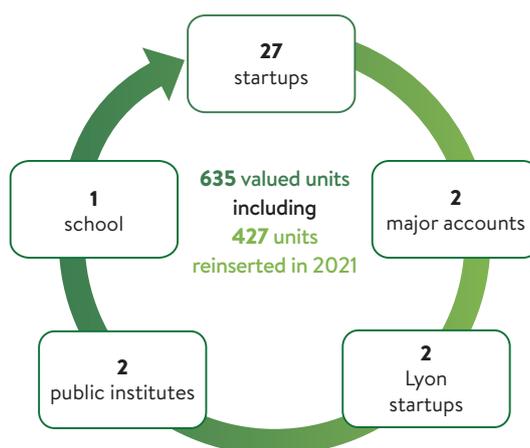
2021 will see the momentum recorded in 2020 continue, with the publication of the **Environmental Manifesto** signed and supported by senior management. The manifesto, which was addressed to all company employees, supports a **zero-waste** approach that has much in common with the principles of the circular economy.

An initiative spanning five months was organized around this topic. The main actions undertaken included:

- setting up a system to encourage reuse of unused materials, both internally and externally,
- defining a donation process for short-expiry products, in accordance with pharmaceutical regulations,
- sorting material at the Sainte-Foy-lès-Lyon site following the relocation of production activities in 2016:
  - donations of chairs, tables, changing rooms and cupboards to local authorities including a municipal swimming pool, recycling center, town halls and the following associations via Pharmasolidaire: Lyon Red Cross, Collectif solidarité Lyon Beyrouth, Resto du Cœur, and ACT-FOR-REF
  - auctioning of industrial equipment in order to increase value. This also gives companies access to equipment in good condition, at a lower cost.



- an equipment reuse specialist will be brought in during the site closures.



Other actions carried out at the Group prior to 2021:

- installation of water fountains with purifier systems to replace plastic water bottles in many subsidiaries and on all BOIRON parent company sites and distribution of reusable water bottles to all employees in Italy,



- use of reusable dishes at subsidiaries in Poland, Hungary, and Réunion. Work on eliminating disposable cups is under way at the Italian subsidiary and on the BOIRON parent company's Lyon-area sites. In 2019, mugs were distributed to all employees on French sites to encourage them to avoid using disposable cups.

- reduced use of paper, leading to less waste:
  - at BOIRON parent company, individual printers were eliminated, invoices are going paperless, and multi-function printers<sup>1</sup> that require a badge have been installed.
  - at BOIRON Romania: refusal of flyers and brochures,
  - at BOIRON Bulgaria: 30% reduction in advertising documents printed.

- pooling of office waste garbage cans to reduce the use of waste bags at the various BOIRON parent company sites, as well as at certain subsidiaries (Romania, Spain, Czech Republic),
- use of reusable textile packaging (jute and linen) at BOIRON Romania:



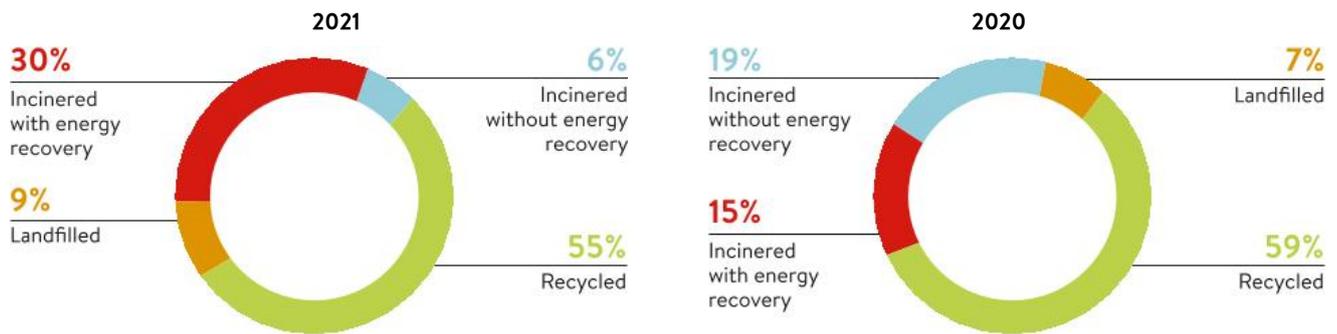
- donation of Homéodent<sup>®</sup> and Arnicrème<sup>®</sup> to the Lyon Red Cross via Pharmasolidaire,
- the work begun in 2018 to reduce the number of cardboard displays supplied to pharmacists continues, with the gradual roll-out of sales materials for product lines, and no longer for single products. The goal remains the same: reduce the amount of waste.

### Waste reduction

In the spirit of its **Environmental Manifesto**, BOIRON is actively working to reduce waste.

Recycling the waste it generates has been a group priority for over two decades, with recycling processes for paper, plastic, cardboard, palettes, metal, sugar, sugar water, big-bags, mandrels, label backings, plant waste, packages and information documents, alcohol regeneration, and used cartridges, which are sold to a specialized company that partners with the Ligue Contre le Cancer.

<sup>1</sup> A copy-printer that also serves as a scanner, fax machine, and e-mail device.

**The proportion of reclaimed production waste continues to increase:**

Note that just 16% of BOIRON's waste is hazardous.

**Treatment of unusable medicines: initiative at BOIRON Russia**

BOIRON Russia has launched a high-impact initiative: the PHARMA-ECOBIX project is the first permanent collection point in Moscow for expired and/or opened medicines (packaging and contents).

Medicines collected in PHARMA-ECOBIX are then processed to ensure safe and eco-friendly disposal. Packaging materials (e.g. PVC plastic, aluminum foil, etc.) can be used to produce pipes and other materials. As a result, only 30% of the remaining waste is incinerated, and all emissions are neutralized to the extent possible through filters.

**1.2.3.2 Using responsible, ethical sourcing.**

*"To be a responsible economic player both locally and internationally, CSR requirements are a key part of our value chain, particularly in purchasing.*

*Our suppliers' products and/or services directly influence the achievement of our CSR objectives, which aim to improve our ability to control and reduce the impact of our activities on our ecosystem."*

Grégory Lecaillon - Non-Production Purchasing Manager

The purchasing departments are tasked with choosing suppliers, in compliance with the purchasing policy and in close collaboration with the other departments concerned.

**BOIRON's purchasing policy is based on five pillars.****Two of these pillars incorporate this responsible purchasing philosophy:**

- a productive relationship with suppliers based on trust, transparency, and ethics,
- integrating a local, environmental, and social dimension into the purchasing process in a targeted manner.

**A key partnership with EcoVadis**

An evaluation process to assess suppliers' and partners' ability to meet the the Group's expectations over the long-term with respect to its quality, logistics, regulatory, environmental, and economic requirements has been put in place and further strengthened over the past few years.

In 2020, the Group partnered with EcoVadis to enhance its supplier assessments. In 2021, this made it possible for BOIRON to assess all strategic suppliers in France, thereby making purchasing even more responsible. It will be rolled out gradually at the subsidiaries, starting with an initial test at the Italian subsidiary in 2022.

Analyses are conducted using dashboards and indicators on payment times, the EcoVadis coverage and score, and the supplier's location. Currently, 60% of strategic suppliers are assessed. EcoVadis CSR requirements are now explicitly included in strategic tenders.

The assessments are based on a rigorous set of twenty-one CSR criteria, divided into four categories:

- environment,
- social issues and human rights,
- ethics,
- responsible purchasing.

A team consisting of representatives from purchasing, finance, and legal and regulatory affairs (including anti-corruption matters) is tasked with evaluating and monitoring all suppliers and partners using dedicated tools and defining the steps to be taken if they do not meet these requirements. CSR expectations are defined in advance with each supplier, and CSR reviews are organized at each annual meeting to help them improve their practices.

### Prioritizing “Made in France” purchases

BOIRON’s purchases are mainly local, domestic, or European, with the vast majority originating in France. Over 90% of BOIRON parent company’s suppliers are located in France.

### Developing new solutions

BOIRON is committed to developing and preserving genuine partnerships with its suppliers. These trust-based, transparent relationships aim to deliver and foster the emergence of innovative, high-performance, and optimal solutions, such as:

- the Goodeed<sup>1</sup> solidarity donation, via an advertising campaign in which part of the media purchase was donated to Gustave Roussy, the leading cancer center in Europe,
- the significant reduction of chemical products, and the deployment of 100% natural and biodegradable products for cleaning services at BOIRON parent company sites,
- use of cardboard from FSC or PEFC sustainably-managed forests for packaging,

- the gradual replacement of office supplies with an eco-friendly range,
- in line with existing purchasing practices, mainly French suppliers were used for the products needed to deal with the COVID-19 crisis; the majority of the Group’s masks were purchased from French companies.
- in October 2021, BOIRON parent company purchased pink masks to support the “Pink October” movement. 40% of the purchase price of these masks was donated to the “Ligue contre le cancer du sein” (League Against Breast Cancer) for prevention and screening,
- BOIRON Poland integrates responsible purchasing criteria when it buys IT equipment (ecolabels, economical operation). Used materials are then recycled by specialized treatment and recovery firms,
- BOIRON Switzerland has opted for the use of refurbished smartphones.

## 1.2.3.3 Ensuring that all raw materials from the natural world are sustainable

### 1.2.3.3.1 Stock sustainability

Homeopathic medicine uses the healing properties of substances from the three kingdoms: chemical/mineral, animal and plant. It therefore depends on biodiversity for the availability and quality of fauna, flora and mineral resources.

#### This makes biodiversity a key concern for BOIRON.

The raw materials, plants and stocks purchasing department and the galenics and production departments regularly work together to reduce BOIRON’s impact on nature. Short supply chains are prioritized whenever possible.

In volume terms, plant stocks account for the largest proportion of purchases. BOIRON has therefore chosen to surround itself with highly qualified partners with whom it shares the same ethical standards in terms of environmental protection, sustainability, and traceability assurance. Its partners use highly qualified, certified harvesters.

To preserve plant species and support biodiversity, for the past several years BOIRON has had Ecocert-certified organic cultivation partnerships with farmers. This carefully selected network is made up of harvesters and farmers mainly in France and, to a lesser extent, Europe. The Group works with farmers on preparatory studies to start organic cultivation of endangered plants (Ecocert certification), including Adonis Vernalis in Maine-et-Loire and Cyclamen Europaeum in the Rhône-Alpes region. Some plants have also been acclimatized to France, such as the US native Hamamelis (Witch Hazel), to enable local sourcing and thus significantly reduce pollution.

Responsible harvesting practices are used. The Group is committed to collective action aiming to preserve plants in their natural environment.

For example, in France:

- the Markstein agreement on the protection of Arnica initially signed in 2007 and renewed in 2016 with the Association Vosgienne d’Economie Montagnarde and the Vosges Natural Park,
- in 2021, another agreement was signed with the Catalan Pyrenees Regional Nature Park covering the preservation of Arnica.

These agreements formalize strict rules with which the various stakeholders (producers, harvesters, farmers, municipalities, pharmaceutical laboratories) must comply. Under this agreement:

- harvesting is performed manually and only plants in full bloom can be harvested;
- a harvest permit application must be systematically requested from municipalities for wild plants.

The various harvesting sites are the subject of quality audits at least once every five years. Supplier visits are also regularly organized in order to improve the quality of partnerships between BOIRON and its suppliers. In terms of procurement, BOIRON has also established partnerships with a number of farmers over the past several years, including specifications that impose strict harvesting (use of pesticides prohibited) and transport conditions, with quality audits of the plants to guarantee purity.

Of the plant stocks, 70% are from Europe, mainly France. All of the plants used are GMO-free. Some have registered certificates (soybean/corn), and are systematically tested for the absence of radioactive contamination.

<sup>1</sup> French social entrepreneurship site that raises funds for NGOs through advertising revenues generated online.

Only a few of the stocks used are covered by CITES, the Convention on International Trade in Endangered Species of Wild Fauna and Flora, also known as the Washington Convention. There are two possible supply scenarios for these stocks:

- when the plant is found growing in the wild in France in sufficient quantities, an authorization to harvest is requested or a partner search to start cultivation is undertaken,
- if the plant does not grow in France or cannot be acclimatized, an importation permit is requested or cultivation is started in its country of origin.

It should be noted that purchases of stocks of animal and mineral origin are not significant given the low quantities used.

BOIRON works exclusively with laboratories that have been approved by its Ethics Committee. This authorization guarantees that they comply with the European regulations. These regulations take lab animals' living conditions into account: their well-being and, to the extent possible, the minimization of pain. These laboratories are regularly inspected by personnel from the local community protection agencies (DDPP).

### 1.2.3.3.2 Water sustainability

BOIRON verifies the use and sustainability of resources and materials in its operations.

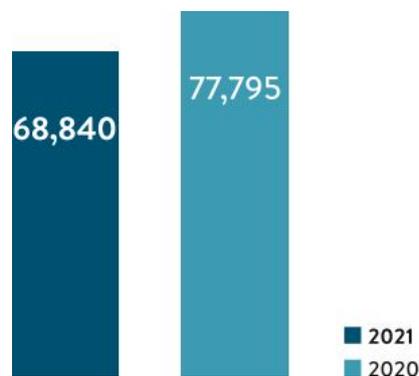
The water used on the sites comes from the drinking water network.

Most of the water consumed is for production of the purified water used in the production process.

Pharmaceutical standards impose certain high water consumption practices which sometimes restrict the possibilities of reducing consumption: use of purified water for the production process but also for cleaning, for example. Nonetheless, any relevant solutions identified to reduce water consumption are implemented:

- consumption coordination and monitoring,
- optimization of water purification outside business operations, in order to limit consumption,
- investments: the scrubber installed in 2015 to reduce Volatile Organic Compound emissions required 30 m<sup>3</sup> of water per day. Bio-percolators were installed at an additional cost of approximately €100 thousand for a 50% decrease in water use,
- a new cleaning process for toothpastes that reduces water consumption by 50% and the use of an Ecocert detergent.

Annual water consumption in m<sup>3</sup>



The figures presented above include the production sites, the Olmes logistics site and the support function sites.

The change in water consumption relates to:

- the decline in business,
- telework on a large scale, due to the pandemic,
- the identification and repair of a number of leaks.

Furthermore, as part of the construction of buildings and site improvements, waterproofed surfaces are taken into account. To offset these surfaces and ensure rainwater can be drained off to return to the natural environment, BOIRON digs retention basins, gutters and creates stabilized parking areas.

### 1.2.3.3.3 Sustainability of other raw materials

The other primary raw materials used are of low risk to the environment and production staff.

In terms of natural resources, these materials are not considered rare.

Annual consumption (in tons)	2021	2020	Change	
Saccharose syrup	579	1213	-634	-52.3%
Sugar	485	739	-254	-34.4%
Ethanol	242	373	-131	-35.1%
Lactose	155	242	-87	-36.0%
Vaseline	118	155	-37	-23.9%
Maltitol	60	128	-68	-53.1%
Sorbitol	40	102	-62	-60.8%

The changes in the quantities of raw materials used are directly linked to the business: decreased production of syrups and pastes, and production shutdown of hand sanitizer, which was a temporary business due to the outbreak of the pandemic.

At the subsidiaries, a number of initiatives should be noted:

- BOIRON Russia launched its “BOIRON ECO Office” project in 2019. The project’s goals include creating a comfortable, healthy environment and educating employees on how to avoid plastics at work, save resources (water, electricity, paper), and foster an eco-friendly mindset amongst employees,
- BOIRON Poland earned a “Green Office” environmental certificate in 2018: awareness-raising workshops on environmental issues and healthier eating for employees were organized.

### 1.2.3.3.4 On-site developments

On sites with several buildings, construction density is relatively low in order to reduce the domino effect in case of fire. For example, construction density on the Messimy site is about 25%. This also helps to preserve green spaces.

Newly planted trees and bushes are naturally protected with straw, which may be sourced from late mowing on the site.

The surface area and rural location of the Messimy and Les Olmes sites have enabled work on protecting biodiversity: in total, approximately 3,000 linear meters of hedges planted using species that promote local biodiversity, meadow planted and maintained with eco-pasturing, beehives installed.

Eco-pasturing was started on a small part of the Messimy site in April 2019. This creates a welcoming environment for certain bird and insect species, and achieved its full potential with the arrival of fifteen Solognots sheep, a heritage breed in need of preservation. The sheep have eliminated the need for mowing machines. Eco-pasturing was expanded to the Les Olmes site in 2020.

A retention basin<sup>1</sup> was also built on the Messimy site. This encourages amphibian and dragonfly reproduction.



<sup>1</sup> A wide and shallow planted ditch with gently sloping banks that temporarily collects runoff.

Within the framework of an exemption order, a swallow tower, bat shelters and two kestrel nesting boxes have been installed. One of them is already inhabited.

The Group stopped using pesticides in 2017, and since 2021, ecological monitoring is carried out, resulting in an annual assessment. All of these actions help protect the local biodiversity.

### 1.2.3.3.5 Monitoring risks and nuisances

BOIRON parent company production sites have ICPE status (Classified Installation for Environmental Protection). Due to the June 2016 change in the ICPE nomenclature, the Messimy site, formerly subject to authorization, now merely requires registration. Their activities are, however, still governed by a prefectural permit to operate in addition to the standard ministerial ordinances. The Montévrain site's activities are supervised by standard ministerial ordinances that define construction, technical, and organizational requirements with the objective of managing the risks inherent in these activities.

The risks of pollution and other disturbances that could be caused by the group's production activities are controlled by:

- compliance with the regulatory requirements linked to ICPE status and incorporation of these elements into all new projects. BOIRON is in regular contact with the French Regional environment, planning and housing authorities (DREAL), particularly for construction projects or facility renovations. The purpose of these discussions is to define the best technical choices to limit the potential environmental risks generated by these projects. Impact studies may also be carried out, depending on the type of project,
- emergency plans, which incorporate input from the emergency services. Measures to address technical impacts are also identified,
- attention to the obsolescence of certain installations.

BOIRON also has a multi-risk policy for environmental liability which covers environmental damage that might arise from the use of its sites.

#### Air pollution

On the production sites, the main air emissions are alcohol vapors from the mother tincture production process (Messimy site), boiler emissions, and potentially refrigerant fluids due to the presence of cooling units.

BOIRON prioritizes reduction at the source whenever technically possible.

For alcohol vapors, given the volumes of ethanol used, the Messimy site is required to draw up an annual solvent management plan and submit it to the prefecture. In 2020, these emissions represented approximately twenty-four metric tons.

A scrubber and two bio-percolators have been installed on the Messimy site. This choice is in line with the Best Available Techniques (BAT) and was approved by the Regional Environment, Planning and Housing Authorities (DREAL).

The Group also works to reduce and improve its boiler emissions: maintenance of and upgrades to existing boilers, careful choice of technologies for the new boiler room at Messimy - condensation boilers with low Nox gas burners (< 100 mg/m<sup>3</sup>).

The production plants are equipped with cooling units which operate with refrigerant fluids. R22 has not been used on any group sites for several years.

Preventive maintenance is regularly carried out by properly certified personnel. Losses of refrigerant fluid can still occur. In 2021, these losses are estimated at 94 kg at the production facilities.

#### Water pollution

*"The unique nature of our homeopathic medicines sets us apart from the "mainstream" pharmaceutical industry: our medicines do not produce toxic water pollution due to the homeopathic dilution of their active ingredients."*

*Jean-Christophe Bayssat - Deputy General Manager - Chief Pharmacist and Pharmaceutical Development Director*

The French production sites are regulated by site-specific water pollution agreements. This agreement is a commitment between the producer, the municipality and the treatment plant to remediate industrial pollution and **ensure downstream management of discharges**, which are routed to the nearest treatment plant.

The Messimy site is subject to monitoring and have a measurement process covering collection, preservation, analysis and usage. Internal analyses are conducted on a weekly basis. In addition, these samples are sent to an accredited measurement laboratory on a monthly basis. Finally, all of these measurements are submitted to the relevant public authorities.

The risk of water pollution on production sites is considered to be moderate due to the nature of the primary products used (sugar, ethanol, petroleum jelly). The main measures taken include the installation of neutralization tanks, retention basins, oil separators, grease traps (when the type of waste warrants it) and facilities dedicated to the storage of hazardous materials. A new water pre-treatment station was commissioned in spring 2017 as part of the Messimy site extension project. The station is equipped with a protective tarp to retain any pollution. The treatments used are a filtering step then neutralization, followed by a biological treatment.

Regardless of the site, the identification of abnormal pollution levels triggers a search for its source as well as appropriate corrective solutions.

### Soil emissions

In general, hazardous products are stored under containment in retention systems (storage rooms, cabinets, hazardous waste bins). The buildings that house products which could pose a risk of pollution via run-off from fire extinguishers are contained. New unloading areas are systematically equipped with an underground tank to recover the product in the case of leakage or escape.

### Noise pollution

Given their ICPE status (Classified Installation for Environmental Protection) the production sites may not exceed certain limits on noise. Measurements are taken regularly by a certified body and are submitted to the prefecture.

Any non-conformities identified or reports of disturbances in the neighborhood trigger the development and implementation of a corrective action plan: installation of acoustic insulation on roofs, application of acoustic insulation on chillers, etc.

This issue is integrated into various projects that could have an impact:

- As part of the extension of Messimy, acoustic studies and modeling were carried out in order to anticipate disruptions and adapt technical solutions.
- a number of actions to improve existing facilities have already been carried out: installation of silencers, acoustic sheeting,
- This parameter is taken into account in the replacement of existing technical facilities.

### Light pollution

For safety and security reasons, the roads at certain production sites remain lit at night.

Technical measures have been identified to reduce this impact, so lighting levels can be significantly decreased while maintaining a satisfactory level of safety. At the Messimy site, a study is currently underway to switch to amber LEDs for some lights in 2022.

## 1.2.3.4 Accelerating the company's energy transition, reducing its carbon footprint and energy consumption

### 1.2.3.4.1 Energy consumption at sites

Global warming is having an impact on the energy expenses incurred to maintain the temperature of the Group's production, packaging, and storage facilities, as well as the availability of certain stocks.

All the supply chain and energy consumption reduction initiatives described in this document effectively reduce the potential short-term impact of climate change on BOIRON's operations and expenses.

However, BOIRON is currently unable to measure the impact of the effects of climate change on its supply of raw materials and on its business.

Since 2012, its Scope 1 and 2 emissions have been calculated every 3 years. In 2022, the Scope 3 carbon footprint will be calculated.

Action plans have been defined: The actions launched were those described as part of the energy savings plan, in addition to the work carried out on the car fleet, and have had a positive impact on Scopes 1 and 2 of our carbon footprint.

	2020	2017	2014	Change between 2020 and 2017	
T CO2 equiv. (Scopes 1 & 2)	7,160	8,697	8,654	-1,537	-21.47%
TCO2 (scopes 1 & 2) / € millions	13.94	14.08	14.19	-0.14	-1.03%

**The above data relates to consolidated revenues for each reporting year.**

Energy consumption is primarily for the treatment of air in buildings, which is required by good manufacturing practices.

Gas is mainly used to heat the buildings.

To limit the environmental impact of its activities, BOIRON considers energy savings during all construction projects and the replacement of technical facilities. The Group asks its partners to propose technical solutions which perform from both an environmental and economic perspective.

BOIRON has made the choice to focus on reducing consumption.

A few initiatives are listed below as examples:

- additional meters added to better control consumption,
- installation of heat pipes on some air handling systems,
- use of high energy-efficiency technologies: heat pumps, heat pump technology with energy recovery,
- activity-based temperature regulation (different settings for evenings and weekends), heat recovery on some compressors to preheat water,
- solar panels that preheat the water in the Company cafeteria;
- installation of a central control station on a compressed air station,
- application of thermal regulations for office spaces in new buildings:
  - contacts on windows that cause heating or cooling to stop when opened,
  - motion detectors in offices to control lighting,
  - dimmer switches.

In 2021, actions launched in 2020 at the Messimy site were continued; and in some cases finalized:

- in 2020, BOIRON signed a five-year energy performance contract (CPE) with its industrial maintenance provider. The contract covers real-time consumption monitoring by usage and by building. Data is correlated with the weather, providing a valuable resource for multi-year action plans to decrease consumption. In 2021, the installation of variable speed drives on certain pumps saved 450 MWh over the year,
- when replacing an old chiller, optimizing energy consumption was a major criterion in the selection of a new solution (variable speed drive to match the chiller's operations to current needs, energy recovery, water to water heat pump for temperature adjustment). Energy monitoring makes it possible to measure the reduction in electricity consumption at about 30%,
- a network has been created to adjust the production of compressed air, chilled water or cold to actual need,

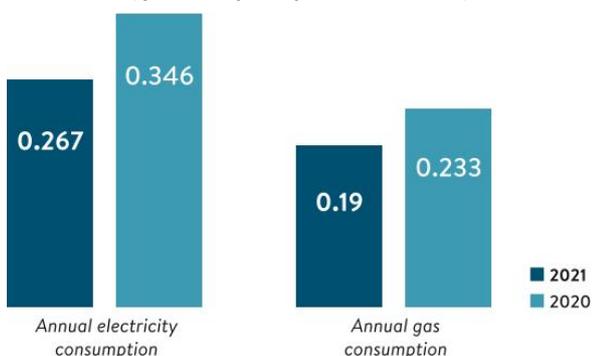
- Studies are also under way:
  - on heat and cold production to assess options for implementing energy recovery,
  - on installing solar panel parking lot canopies.

The Montévrain site has also set up an Energy Performance Contract (EPC). Clocks continue to be installed on certain installations, to adapt utilities to the period of activity.

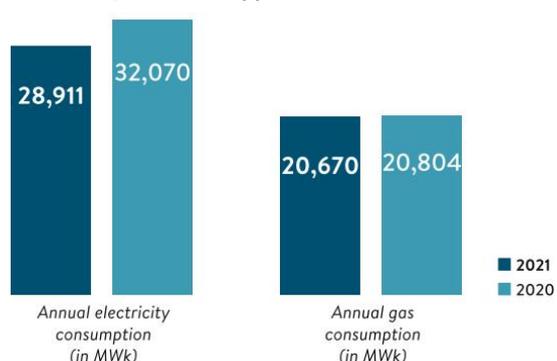
In 2021, HVAC meters were installed, making it possible to record energy consumption for heating and air conditioning installations. Accurate data tracking is necessary in order to identify potential optimizations.

At the Sainte-Foy-lès-Lyon site, facilities have been adapted to the site's new activities, which no longer houses any production: one building has been shut down and a former production sector is operating at reduced capacity.

**Change in the energy consumption per m<sup>2</sup> of buildings (kWh/m<sup>2</sup>)**



**Changes in energy consumption at production, logistics and support function sites (MWh)**



The Olmes logistics site is included in the energy consumption calculation. 2020 figures have been recalculated to reflect this.

A decrease was observed in the production sites' energy consumption. This is partly linked to the decline in business, teleworking, and targeted and effective actions carried out at the Messimy site (see examples above).



The construction and development of the new site in Newtown Square (Philadelphia, USA) received subsidies as it was recognized as eco-friendly.



Solar panels installed on the roof of the California site reduced its electricity consumption by 2/3.

The following are examples of energy savings at the Group's subsidiaries:

- on the BOIRON Italy site, indoor lighting levels vary based on natural lighting, decreasing the electricity used for lighting by about 12%,
- BOIRON Indian Ocean does not use air conditioning.

### **Digital energy consumption, not to be underestimated**

Digital waste and its impact on companies is often underestimated. As part of the overall CSR approach, a team dedicated to digital sobriety has been formed, comprising a number of CSR contacts and an IT technical expert.

Aware of the ever-increasing challenges in this regard, the team works on projects in a range of areas to produce different types of deliverables (communication, challenges, actions on the ground).

The first deliverables were internal communications on the Group's intranet promoting general awareness about digital sobriety and good practices for document and email management.

Other areas of focus are currently being considered, such as the equipment life cycle or the sustainable use of apps and social media.

### **1.2.3.4.2 Distribution and promotion**

BOIRON's products are distributed throughout the world (mainly to pharmacies) in a variety of ways: directly from the logistics center in Les Olmes, from distribution facilities or via wholesale distributors.

In 2019, the Group launched a supply chain process project to adjust its industrial capacity and logistics resources to constantly changing markets, through very regular monitoring of inventories and reliable sales forecasts.

In 2020, the BOIRON parent company made the choice to make deliveries to pharmacies from its distribution sites once a day instead of twice to further reduce the carbon impact of its shipping flows.

Furthermore, since 2020, the Group's new logistics platform located in Les Olmes, within easy reach of the highway network, has optimized transportation flows, thus minimizing emissions. Every effort is made to ensure that all trucks are full when leaving the site.

To date, over 95% of orders that leave the distribution facilities are destined for wholesale distributors, enabling incorporation into existing flows and optimization of shipping.

In 2020, due to the COVID-19 crisis and a sharp increase in sales in the USA, the BOIRON parent company was forced to make significant use of air shipping rather than maritime shipping to supply its subsidiary. Shipments by road to Russia and Eastern Europe decreased significantly. Sales in Asia fell by more than 50%.

	2021		2020		Change	
	Amounts in tons	%	Amounts in tons	%	in tons	%
<b>TOTAL</b>	<b>3,046</b>	<b>100%</b>	<b>4,375</b>	<b>100%</b>	<b>-1,330</b>	<b>-30%</b>
Land	1,343	44%	1,902	43%	-559	-29%
Sea	1,296	43%	1,397	32%	-101	-7%
Air	407	13%	1,077	25%	-670	-62%

In 2021, air shipping was significantly reduced in favor of maritime shipping to supply BOIRON USA, thanks to better planning: the subsidiary has increased its stock level to limit the need for rapid shipping.

After a multi-year project to overhaul its vehicle fleet, BOIRON **has now replaced all its diesel vehicles with cleaner alternatives (hybrid, gas, or electric) in all the countries where it operates.**

That has enabled BOIRON, particularly in France, to achieve average CO<sup>2</sup> emissions of 86 grams (correlated NEDC), compared to the average of 110 grams across similar companies.

In 2020, the BOIRON parent company approved an electric car sharing project on the Messimy site to further reduce the carbon impact of business travel. The solution has been deployed and has been effective since early 2021.



In 2021, two electric vehicle models were added to the vehicle catalog.

More broadly, subsidiaries are promoting eco-friendly transportation with initiatives like secure bike parking for employees.

### 1.2.3.5 Rolling out eco-design for products and packaging

*“For us, eco-responsibility also involves the eco-design of our medicines: new eco-designed packaging, inspections of existing packaging to make improvements, recycling instructions, recycled cardboard, “low migration” printing inks, and reduced box weight. Every detail counts!”*

*Frédéric Riou - Director of Industrial Performance and Innovation*

#### **Ecodesign remains a priority for 2021**

In the specifications of new products, BOIRON includes directives aimed at reducing the ultimate environmental impact. These also benefit existing products.

This involves the choice of ingredients for formulas, the origin of packaging materials, the selection of scaled and optimized production processes, making it possible to bring eco-designed products to the market.

This reflects a scientific approach in keeping with the Group's values: "Caring and producing with respect."

Since 2020, BOIRON has chosen to include recycling instructions on its packaging in France.



Because of the small size of the tubes' and homeopathic doses' packaging, the information is provided digitally on [www.boiron.fr](http://www.boiron.fr). As a result, the entire scope is covered.

Packaging for mother tinctures, drops and drinkable ampoules have not yet been brought into compliance. This is synchronized with the packaging revision carried out during the transfer from the Montrichard site.

The anticipation and synchronization of changes in packaging, in conjunction with other projects, has made it possible to reduce waste.

At the end of 2021:

- 72% of human and animal specialties have recycling instructions on their packaging,
- 100% of three-tube HomeoPack packaging have this "Triman" logo.

In 2021, a range of toothpastes and a baby moisturizer with natural formulas, cases and displays printed with vegetable inks were also launched.

The completion of two life cycle analyses<sup>1</sup> with an independent partner represented a major step forward, making it possible to assess the impact of BOIRON homeopathy tubes on the ecosystem and identify potential future transformations and improvements.



<sup>1</sup> Standardized assessment method for multi-criteria and multi-stage environmental evaluation of a system over its entire life cycle.

## 1.3 THIRD PARTY ASSURANCE REPORT

### FINEXFI

96 Boulevard Marius vivier merle

69003 LYON

S.A.R.L. with share capital of €40,000

537 551 434 RCS Lyon

### Year ended December 31, 2021

To the Shareholders,

Following the request received from BOIRON Group (referred to hereinafter as “the entity”) and in our capacity as an independent third-party body with an accreditation granted by the COFRAC Inspection under registration N° 3-1081 (available on [www.cofrac.fr](http://www.cofrac.fr)), we hereby present our report on the consolidated statement on non-financial performance for the

year ending December, 31 2021 (referred to hereinafter as the “Statement”), presented in the group’s management report in accordance with the statutory and regulatory provisions of articles L. 225 102-1, R. 225-105 and R. 225-105-1 of the [French] Code of Commerce.

### Entity’s duty

The Board of Directors has a duty to draw up a Statement that complies with statutory and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied in view of these risks together with the results of those policies, including key performance indicators.

The Statement has been drawn up according to the authoritative accounting pronouncements used, (referred to hereinafter as the “Pronouncements”) by the entity whose significant elements available upon request from the company’s head office.

### Independence and quality control

Our independence is defined in the provisions of L. 822-11-3 of the [French] Code of Commerce and the profession’s Code of Conduct. Moreover, we have set up a quality control system

that includes documented policies and procedures aiming to ensure that rules of conduct, professional ethics and the applicable statutory and regulatory provisions are complied with.

### Duty of the independent third-party body

We have a duty, on the basis of our work, to formulate a reasoned opinion expressing a conclusion of a moderate level of assurance as to:

- the Statement’s compliance with the provisions set out in article R. 225-105 of the [French] Code of Commerce;
- the sincerity of the information furnished in application of 3° of I and of II of article R. 225 105 of the [French] Code of Commerce, namely the results of the policies, including key performance indicators and actions relating to the main risks, referred to hereinafter as the “Information”.

However, we have no duty to give an opinion on:

- whether the entity has complied with other applicable statutory and regulatory provisions, including, matters relating to the vigilance plan and the fight against corruption and tax evasion;
- compliance of products and services with applicable regulations.

### Nature and scope of the work

We carried out the work in accordance with standards that apply in France and that determine the ways in which the independent third-party body carries out its mission, and with international standard ISAE 3000.

We carried out our work between February 08 and April 13, 2022 for a period of approximately seven days/person.

We held seven interviews with people in charge of the Statement.

We carried out the work enabling us to evaluate the extent to which the Statement complies with the regulatory provisions and the sincerity of the Information:

- we informed ourselves of the activity of all of the companies falling within the scope of the consolidation, of the exposure to the main corporate and environmental risks linked to this activity, and of its effects on human rights and the fight against corruption and tax evasion together with the policies that ensue and their results;
- we looked into the appropriateness of the Pronouncements with a view to their relevance, exhaustiveness, reliability, neutrality and comprehensive nature, taking into account, where necessary, the sector's good practices;
- we checked that the Statement covered each category of information provided under III of article L. 225 102 1 on corporate and environmental matters and whether human rights were being complied with and the fight against corruption and tax evasion;
- we checked that the Statement presents the business model and the main risks linked to the activity of all of the companies falling within the scope of the consolidation, including, where relevant and proportionate, the risks created by business relations, products or services as well as policies, actions and results along with key performance indicators;
- we checked, where relevant in view of the main risks or policies presented, that the Statement presents information set out in II of article R. 225-105;
- we looked into the selection and validation process of the main risks;
- we enquired about the existence of internal verification and risk management procedures set up by the entity;
- we looked into the coherence of results and of key performance indicators used in view of the main risks and policies presented;

- we checked that the Statement covers the consolidated scope, namely all of the companies falling within the scope of consolidation in accordance with article L. 233-16 with the limits set out in the paragraph 3.1 The methodology and 3.4.3 Being an environmentally friendly player.
- we studied the information-gathering process set up by the entity aiming to obtain information that is exhaustive and sincere;
- with regard to key performance indicators and other quantitative results that we consider to be the most important, we implemented:
- analytical procedures consisting of checks to ensure that the data collected was consolidated correctly and that its evolution was coherent;
- detailed tests on the basis of surveys, consisting of checks to ensure definition and procedures were applied correctly and of checks linking data to supporting documentation. This work was carried out with a selection of contributing entities<sup>1</sup> and covered between 17% and 100% of the consolidated data of the key performance indicators selected for these tests<sup>2</sup>;
- we consulted documentary sources and held interviews to corroborate what we considered to be the most important qualitative information (actions and results);
- we looked into the overall coherence of the Statement with reference to our knowledge of the companies as a whole falling within in the scope of the consolidation.

We consider that the work carried out and, exercising our professional judgment, enables us to formulate a conclusion of a moderate level of assurance; a higher level of assurance would have required more extensive verification work.

In view of the fact that sampling techniques were used and that there are other limits inherent to the functioning of any system of information and internal control, we cannot rule out totally the risk that a significant anomaly in the Statement has not been detected.

## Conclusion

On the basis of our work, we did not note any significant anomaly of such a nature as to cast any doubt on the fact that the statement of non-financial performance complies with the

applicable regulatory provisions and that that Information, as a whole, has been presented with sincerity, in accordance with the Pronouncements.

Lyon, April 14, 2022

**FINEXFI**

Isabelle Lhoste

Partner

<sup>1</sup> Production sites selected for testing: Messimy and Montévrain.

<sup>2</sup> 1.2.1.4.1 Distribution of performance to employees (General increase France, Percentage of employees having benefited from a profit-sharing scheme), 1.2.2.1.1 Group workforce (Total workforce, Workforce France), 1.2.2.1.3 Health, Safety and Working Conditions (Number of work accidents, Frequency rate, Severity rate), 1. 2.2.2.1 2,765 employees hired for the project (Average seniority, Number of permanent hires, Number of permanent departures, Absenteeism rate (excluding maternity)), 1.2.2.3 Skills development (Number of people trained, Number of training hours), 1.2.2.3. 1 Equality between women and men (Total workforce, Number of women, Number of men), 1.2.2.3.2 Age pyramid (Age pyramid), 1.2.3.1 Integrating the circular economy, better managing waste and limiting waste ("zero waste" method) (Recovery of production waste), 1.2.3.2 Water sustainability (Water consumption) 1.2.3.3.3 Sustainability of other raw materials, 1.2.3.3.5 Control of risks and nuisances (Loss of refrigerant fluids), 1.2.3.4.1 Energy consumption related to the sites (Annual electricity consumption, Annual gas consumption), 1.2.3.4.2 Distribution and promotion (Breakdown of transport by mode of shipment)

## 1.4 RISK FACTORS AND INTERNAL CONTROL

### 1.4.1 Risk factors

BOIRON operates in an increasingly complex, challenging, and fast-changing environment that gives rise to risks.

The presentation of the “Risk Factors” chapter of this document meets the applicable regulatory requirements (prospectus regulation (EU) 2017/1129). In line with the ESMA (European Securities and Markets Authority) guidelines, only net, material risks are included in this chapter.

Other non-specific risks may also impact BOIRON’s overall performance, both financial and non-financial, such as:

- financial and market risks (rate, counterparty, exchange, liquidity, share and country risks) are described in note 23 to the consolidated financial statements,
- environmental risks are addressed in paragraph 1.2.3.

Risks have been classified under four categories, as set out below:

#### BUSINESS RISKS

- number and complexity of the Group’s markets,
- questioning and denigration of homeopathy,
- dependence on winter illnesses.

#### ORGANIZATIONAL RISKS

- decline in the attractiveness of the company and its ability to retain employees,
- delayed provision of raw materials or finished products.

#### REGULATORY RISKS

- evolution of the status of homeopathic medicines,
- increasingly stringent and complex regulatory and pharmaceutical constraints on products.

#### INDUSTRIAL AND IT SYSTEM RISKS

- total unavailability of the information systems,
- total production site shutdown,
- leaks of confidential and strategic information.

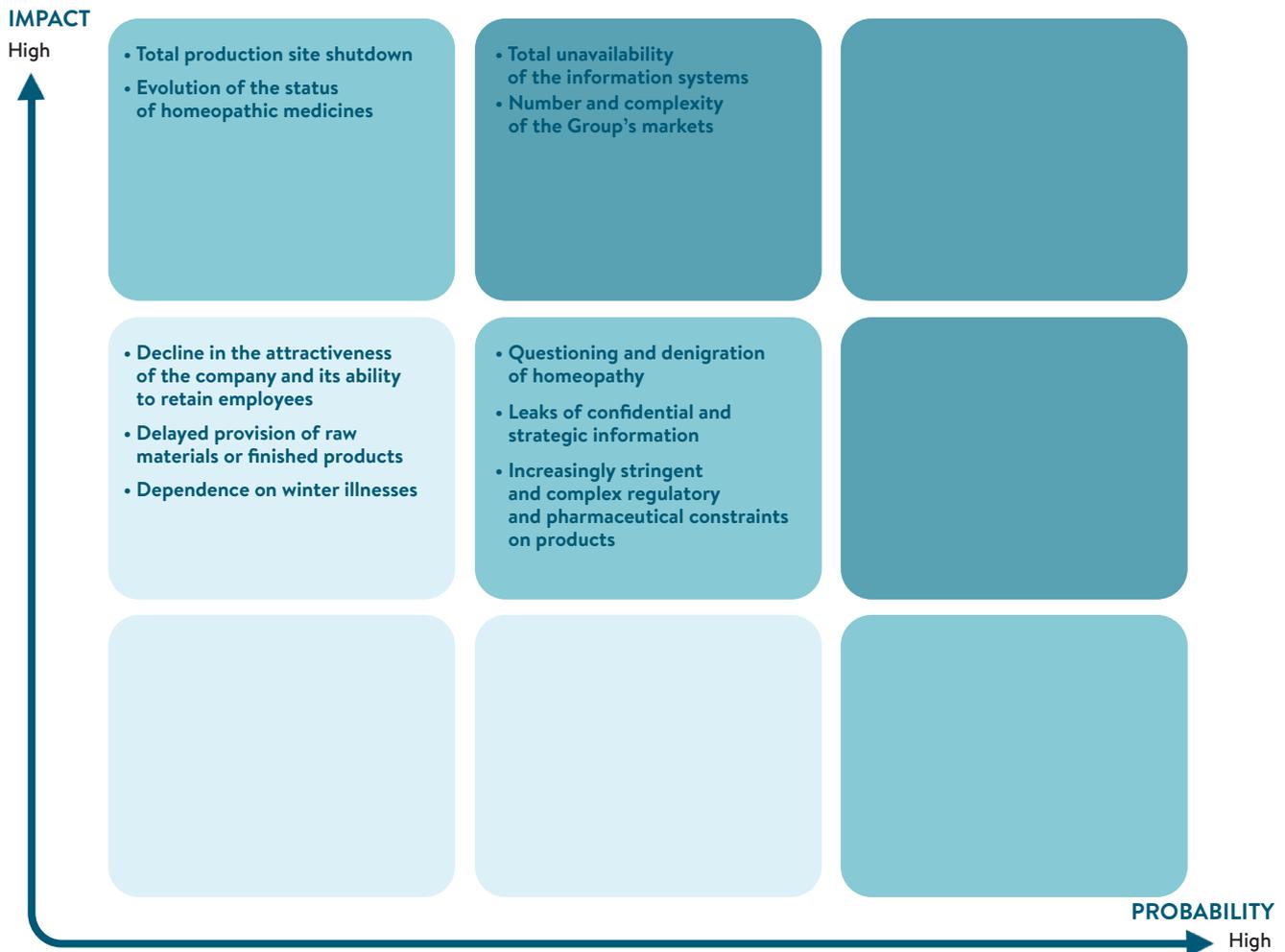
The primary risks presented here are those that can affect the Group’s business, financial position, reputation, results, or outlook.

In order to identify and assess these risks, the risk map is updated annually for the next year by General Management, the operational departments, and the Internal Audit Department. It is the subject of discussions with the Audit Committee that validates it.

Risk mapping makes it possible to analyze efforts taken to control risks and identify action plans.

The 2022 risk map below shows the risks involved in BOIRON’s activity, based on their probability and their potential financial, organizational, and reputation impacts.

The most significant risks appear first in each category, pursuant to paragraph 1 of article 16 of regulation 2017/1129.



The risk map was updated in November and December 2021.

This led to the re-evaluation of all risks, and changes in the nature of the risks and/or their titles:

- “the degradation of the social ties” was renamed “decline in the attractiveness of the company and its ability to retain employees”,
- “lack of diversity in the product range” is now called “dependence on winter illnesses”,
- “delayed provision of finished products” now also includes “or raw materials”,
- “total or partial shutdown of our production sites” now reads “total production site shutdown”.

### Impact of the current public health crisis on the risk factors

BOIRON’s operations continued despite the COVID-19 pandemic, although the Group as a whole and its partners were affected by the pandemic.

The future of the pandemic and its impact on the business in 2022 remain unclear. The risk factors that are most likely to be exacerbated, and which will be discussed in detail in the following paragraphs, are:

- the dependence on winter illnesses,
- the delayed provision of raw materials or finished products,
- the unavailability of information systems due to the increase in remote work.

## 1.4.1.1 Business risks

### Number and complexity of the Group's markets

#### Background

The Group's international footprint exposes it to a range of political and economic contexts, as well as different legal, cultural, regulatory, and medical paradigms.

The Group's numerous and highly complex markets (increase in number of products and statuses, distribution channels, purchasing habits, countries, etc.) require constant adjustments (regulations, communications, marketing, etc.). The health crisis and various lockdowns have also changed patients' purchasing and consumption behaviors.

Staying highly responsive to all these trends is essential.

#### Risks and potential effects

The Group's presence in certain regions, including North America, exposes it to the risk of class action lawsuits (see note 34 to the consolidated financial statements).

Furthermore, its growth in certain geographical zones including the United States and China relies on e-commerce, with all its attendant risks.

In Asia, particularly in China, the group's growth is recent and relies on local partnerships. Its success in Asia will be closely linked to these commercial partners' choices.

For 2022, there are still uncertainties relating to the health, economic and political context. Growing geopolitical tensions in certain regions, particularly in Ukraine, and the increase in protectionism, are likely to disrupt the development of certain subsidiaries, such as Russia (see section on highlights).

### Questioning and denigration of homeopathy

#### Background

Over the past several years, BOIRON has seen hostile attitudes to homeopathy in several countries, particularly France, Spain, and Australia.

As of January 1, 2021, in France prescribed homeopathic medicines are no longer eligible for social security reimbursement, but are still covered by some private insurance plans.

Meanwhile, profound changes in medicine around the world, now more integrated and geared towards combining a range of different therapeutic approaches for patients, mean that we can now plan to project us into a new dynamic.

#### Risks and potential effects

Risks linked to the end of reimbursement of homeopathic medicines in France and attacks on homeopathy worldwide are:

- a decrease in prescriptions for homeopathic medicines,
- a decrease in the number of healthcare professionals who complete training on homeopathy,
- a decrease in sales.

In response to this situation and the related risks, the company decided to reorganize the sales force, which still includes a medical visit team, and has created a new network with pharmacies: HDMs (Homeopathic Development Managers).

BOIRON has also decided:

- to maintain a broad offer and low recommended sale prices to ensure its medicines remain affordable,
- to continue marketing OTC homeopathic medicines (Storinyl®, Cocyntal®,...) meeting consumers' expectations (naturalness, efficacy and no side effects) and filling therapeutic gaps, especially for children and pregnant women.

## Dependence on winter illnesses

### Background

BOIRON manufactures, distributes and sells mainly homeopathic medicines. The Group's sales are highly dependent on winter illnesses.

Since 2020, the Group has stepped up the launch of new products to diversify its product range.

Protective measures taken in response to the COVID-19 pandemic has reduced the circulation of winter viruses and, as such, the consumption of healthcare solutions for these illnesses.

In 2021, the highly competitive cough and cold market saw a significant decline in Europe.

### 1.4.1.2 Regulatory risks

#### Evolution in the status of homeopathic medicines

##### Background

In all countries, the regulatory authorities are imposing increasingly strict regulatory constraints on market access (registration, marketing authorization), marketing (packaging), advertising, homeopathic medicine production, and production site compliance, with ever tighter deadlines (see section 1.1.4).

Achieving compliance with these tougher regulations can take several years and require additional human and financial resources.

Since 2020, BOIRON has experienced delays in receiving responses from the relevant authorities to registration requests in multiple countries, due to the health crisis.

**In the European Union**, the regulatory status of homeopathic medicines is governed by European Directive 2001/83, which establishes a community code for medicinal products. This directive regulates the marketing, production, distribution, and promotion of all medicinal products for human use and uses the same terms as directive 92/73/EU of September 22, 1992, which exclusively covered homeopathic medicines in the past.

Under this regulation, homeopathic medicines can be authorized with two different statuses:

- the first allows them to obtain Marketing Authorizations (MA), with or without therapeutic indications depending on whether the country's transposition of the directive was full or partial,
- the second leads to Homeopathic Registration (HR) without therapeutic indications to enable individualized treatments. The process of obtaining these HRs is accompanied by a stock-by-stock assessment, which may lead to the progressive elimination of certain stocks.

### Risks and potential effects

The main risk of the dependence on winter illnesses is a decrease in the Group's revenues, linked to:

- the implementation of protective measures over time,
- the impact of climate change on winter illnesses over the longer term.

In 2021, the Group continued to strengthen and develop the diversity of its product range with the launch of a number of new products not dependent on winter illnesses (see section 1.1.3).

**In France**, BOIRON submitted most of its filings for reregistration between 2001 and 2015, in accordance with the timetable set by the ANSM (French drug safety agency). The main risk of repeal relates to certain seldom used stocks. At end December 2021, for the 1,020 authorized stocks, 811 had received an HR and 282 had been rejected (rejection or failure to file a marketing authorization or HR request leads to the loss of authorization to market the product in the country in question). Due to the health crisis, the ANSM has revised its evaluation schedule many times. As of the end of 2021, 6% of filings were yet to be evaluated.

### Risks and potential effects

In November 2020, largely in response to the COVID-19 crisis, the European Commission announced plans to review directive 2001/83, which regulates medicines for human use, including homeopathic medicines, in 2022. The main steps in this review are: "public consultation" (Q4-2021), "publication of the impact study" (Q1-2022), "publication of the revision proposal by the Commission" (Q4-2022) and from the end of 2022, the ordinary legislative process will be launched, with the Parliament and the Council examining the text, adapting their positions and then negotiating together with the Commission to arrive at the final text (to be published at the end of 2023 for subsequent application).

It should be noted that, during the public consultation launched in the fourth quarter of 2021, homeopathy was not included in the revision scope of this directive.

Outside the European Union, the group must comply with the regulations of each country where it wishes to market its products. The main risk facing pharmaceutical laboratories is the rejection or loss of registration of its products.

## Increasingly stringent and complex regulatory and pharmaceutical constraints on products

### Background

BOIRON is subject to strict constraints and numerous requirements relating to the development and production of medicines.

These regulatory requirements in relation to Good Manufacturing Practices (GMP), Good Preparation Practices (GPP) and Good Distribution Practices (GDP) are constantly evolving, especially with regarding to transport conditions.

Moreover, the industrial world is becoming increasingly computerized and digitalized, and the challenge facing us is maintaining the quality and integrity of data. This is the purpose of the “data integrity” approach, which guarantees the data accuracy and reliability.

These increasing requirements also apply to the supply of raw materials for pharmaceutical use, which are particularly numerous in the case of homeopathic medicines.

In addition to internal controls on our quality system (nearly seventy audits conducted by our quality assurance teams), the Group is regularly subject to inspections by the health care authorities.

The pharmaceutical regulations of the various countries very often include their own inspection system. These inspections may be recognized by different countries within the framework of a system of mutual recognition. However, these agreements are limited. Some governments conduct their own pharmaceutical inspections, including the Russian agency (inspections in 2019 and 2020).

In France, inspections are performed by the ANSM, which inspects production sites annually.

The latest FDA (US drug safety agency) inspection of the Montévrain site, which specializes in sterile single-dose containers, in June 2018 did not reveal any abnormalities.

### 1.4.1.3 Organizational risks

#### Decline in the attractiveness of the company and its ability to retain employees

##### Background

In 2020, the announcement of the Job Preservation Plan (PSE) in France upset the company's balance and labor relations, leading to a strike in September. The situation was exacerbated by the pandemic, which made bargaining far more complex, particularly by throwing off the original negotiation schedule.

However, negotiations with employee representative bodies and the related measures proposed by the company resulted in the

The Russian inspection of the same site in November 2020 determined that the site complies with Good Manufacturing Practices.

In Russia, a federal law passed in December 2017 requires certain industries, including the pharmaceutical industry, to apply a datamatrix to imported products to enable traceability from production to sale to the patient. Product serialization and aggregation processes (additional codes applied to track all packaging) were implemented at our sites to keep products on the market in Russia.

In 2020, BOIRON earned ISO 22 716 certification, which covers application of Good Manufacturing Practices for Cosmetics, for its Messimy site. The GMP certificates for medicines and raw materials for pharmaceutical use were renewed in 2021 for the Messimy and Montévrain sites, following inspections in the first half of 2021.

##### Risks and potential effects

The risks inherent to the medicine manufacturing business are:

- production and sale of non-compliant medicines,
- non-detection of a fault in the production process or the traceability of production data,
- inadequate regulatory compliance of products.

The potential effects of this risk are:

- recall of a batch or withdrawal of a product from the market,
- increased rejections of batches of raw materials or finished products that do not meet regulatory or internal criteria,
- prohibition on marketing and sales following an inspection,
- temporary or permanent closure of a site,
- increased production costs due to new requirements.

BOIRON has expanded its quality teams to address these major risks. It has implemented a serialization project, with investments in new equipment for its production lines and a dedicated information system.

These regulatory changes also provided an opportunity to launch innovation and automation projects for the manufacturing and inspection processes (Manufacturing Execution System and Laboratory Execution System).

signing of majority agreements, thereby reducing the impact and probability of this risk factor. As a result, the sites and establishments were closed under good conditions and in accordance with the schedule of site closures set out in the Job Preservation Plan.

Despite this context, the Group's staff continued their work in all fields, whether on-site or from home, to keep the Group's operations running.

The effects of the COVID-19 on the place and meaning of work in each person's life, as well as the decline in unemployment over the last few quarters, have significant impacts on employees' professional mobility in France, and tend to increase these risks.

## Risks and potential effects

Risks relating to the company's appeal and ability to retain employees can give rise to changes in the workforce (departures and new hires) and impact the teams. They are linked to the end of reimbursement of homeopathic medicines from French health insurance, the Job Preservation Plan and new employee expectations following the health crisis.

In response to these risks, the company:

- develops communications to promote the corporate culture and a sense of belonging,
- adapts and improves benefits policies and practices,
- preserves the quality of life at work,
- gives meaning to the company's transformation.

## Delayed provision of raw materials or finished products

### Background

In certain situations, BOIRON may be unable to provide its customers with its products within the allotted timeframe, particularly internationally.

In 2021, the health crisis disrupted the supply chain and resulted in a significant increase in the cost of air and sea transport, in addition to pressure on the supply of certain materials, such as filter housings. Lead times for high-demand packaging items and raw materials have increased significantly.

## 1.4.1.4 Industrial and IT system risks

### Total unavailability of the information systems

#### Background

BOIRON is, like many groups, exposed to this risk, which is covered here not as a company-specific risk but due to the scale of its potential effects.

The Group did not suffer any major attacks compromising the availability of its information systems in 2021.

Given the high level of digitization of its industrial and administrative processes – such as the use of Cloud solutions, links with its subsidiaries, new collaborative tools and mobility solutions, and the increase in teleworking – the Group's IT systems are highly exposed.

The decline in business for tubes and doses and on the Winter range of products in the first half of the year gave rise to an increase in inventories and, as such, reduced the risk for finished products. The sharp upturn in the syrup market called for quick action in a tight job market, even for temporary staff.

Furthermore, regulatory and pharmaceutical constraints, the diversity of the group's markets and customers, and the different statuses of products make production and distribution extremely complex.

The main causes of delays are linked to the difficulty in operational sales forecasts, the large number of upstream and downstream quality control operations, production problems, product release times, and implementation of the stock management policy.

### Risks and potential effects

Delays in the supply of finished products can affect the Group's turnover and reputation. With certain customers, this can also lead to the dereferencing of products or the payment of penalties.

The increase in inventories of manufactured products in 2021 has reduced the risk of product availability delays.

BOIRON continues to improve internal processes, business models, customer service, and production organization. The company has purchased new sales forecasting software, deployed in France, Western Europe and Brazil in the first quarter of 2022.

### Risks and potential effects

A cyberattack could, depending on its scale, cause total or partial unavailability of BOIRON's information systems. This unavailability could lead to a temporary inability to manufacture and sell products, or even to communicate and work within the Group.

A range of security measures are in place and continue to be deployed and updated throughout the Group.

## Total production site shutdown

### Background, risks and potential effects

In 2021, all sites and establishments in France continued to operate despite the job preservation plan and the health crisis.

In the event of a problem, the geographic network and IT systems in place at distribution sites in France enable orders and deliveries to be transferred from one establishment to another.

As such, the risk of a total shutdown of the Group's sites mainly affects the production and logistics sites.

While the digitization of production helps us meet regulatory requirements, it also results in greater dependence on information systems.

The main industrial risks are:

- a fire: smoke and water would damage the equipment and/or products,
- a suspicion of bacterial contaminations on a site, in its utilities, or a batch of products.

BOIRON is committed to complying with its regulatory obligations and has prepared a business continuity plan to limit this risk.

## Leaks of confidential and strategic information

### Background

The information in question could be:

- strategic, for example: a planned acquisition, product launch, etc.
- or subject to a legal or regulatory framework, such as the General Data Protection Regulation (GDPR): sensitive human resources data, customer data, medical data, etc.

This information is exposed to internal threats (e.g. malicious actions, data theft) as well as external attacks (e.g. cyber-attacks).

### Risks and potential effects

An information leak could have a significant adverse impact on the Group's business, development or image, and could result in a loss of development opportunities or financial sanctions being issued by administrative authorities.

To limit these risks and meet the regulatory requirements, BOIRON has implemented measures including a confidential data map and GDPR compliance (cf. paragraph 1.2.1.2).

## 1.4.2 Internal control procedures

The BOIRON parent company is the largest company within the BOIRON Group in terms of business volumes, total balance sheet assets and risk level. It produces most of the medicines and products distributed by itself and its subsidiaries.

Below, you will find the BOIRON parent company's internal control procedures, both for its own operations and for controls of its subsidiaries.

### 1.4.2.1 Internal control framework

#### Objectives and limitations

The internal control process is based on the reference framework and applicable AMF guidelines.

The internal control procedures are aimed at providing reasonable assurance of the following:

- compliance with the law and regulations;
- application of the instructions and guidelines defined by General Management;
- the proper functioning of the company's internal processes, in particular those related to the safeguard of assets and personal protection;
- the reliability of the financial information.

Generally speaking, internal control contributes to control of the business, operational effectiveness, and efficient use of resources.

Risk management and internal control are part of the responsibilities of the various departments at all levels of the Group.

In 2014, a good governance charter was signed by each of the subsidiary directors. It formalizes the internal rules of good governance with respect to assets, customer and cash risk monitoring, as well as the management and marketing policy. This charter was updated in 2019.

The charter and organization in place are intended to ensure:

- balance between development, control and risk management of the subsidiaries and the Group,
- improved communication and sharing of information between the parent company and its subsidiaries,
- proper implementation of the Group strategy.

However, as is the case with any control system, the measures applied cannot guarantee total control of all risks or the achievement of BOIRON's goals. The probability of achieving those goals depends on factors outside the company's control. Any system or process has inherent limitations due to a wide range of factors, failings (technical or human failures or simple mistakes), and external uncertainty.

## The main internal control players

Company policy consists in raising the awareness of each employee, department and business unit of the responsibilities and risks inherent to their functions.

The main internal control players are:

- the General Manager, the Deputy General Manager, and the Assistant General Manager,
- the Chief Pharmacist (Deputy General Manager) and the Interim Chief Pharmacists;
- the support and operational departments,
- the internal audit department.

General Management and the Board of Directors are involved in internal control's management and supervision activities through the Audit Committee.

## Monitoring the internal control system

The Internal Audit Department monitors the efficacy of the company's internal control system through its audits, and formulates and follows up on recommendations. Its scope includes both purely financial matters and more operational areas (analysis of purchasing processes, sales, organizational audits, IT audits, project audits, etc.) in France and abroad.

A written report on each audit is submitted to the audited parties, General Management, the Audit Committee and the Chairman of the Board. In addition, the internal audit department, together with the BOIRON Group Treasury Department, monitors the risk of fraud and raises the staff's awareness regarding such risks: fake Chairman schemes, cybercrime, data falsification, etc.

The internal audit department also calls upon experts in various fields, such as the IT Systems Security Director, the legal department, the DPO (Data Protection Officer), the finance department and the quality department.

A charter was adopted in April 2008 which sets out the internal audit department's operating methods. This charter is updated on a regular basis and changes are approved by the Audit Committee.

The internal audit department is the preferred partner of the Audit Committee and the Statutory Auditors, with whom it corresponds regularly.

Information system governance includes management of these risks, with the presence of an IT Systems Security Director. These risks are also covered by the implementation of an information systems business continuity plan and recovery plan. In 2021, a Group-wide "cyberattack risk exposure" monitoring tool was deployed.

There is a repository of computer applications that includes a classification of applications according to different risk criteria (availability, integrity, confidentiality, traceability, etc.). Cross-functional working groups meet on a regular basis and include teams from the business lines, the support functions and IT to ensure that the most critical computer applications are under control.

Furthermore, internal and external audits are regularly conducted (audits following the deployment of ERP, intrusion tests, etc.) to evaluate the internal control systems. Monitoring of the implementation of these audits is integrated into a management tool.

## 1.4.2.2 Internal control procedures and risk management relating to the preparation of accounting and financial information

### Objectives

Internal control procedures relating to the preparation and treatment of accounting and financial information aim to ensure:

- the accuracy of the annual corporate financial statements, in line with local standards,
- the reliability of the Group's consolidated financial statements pursuant to IFRS (corporate consolidation),
- the control of risks of mistakes, inaccuracies or omissions of material information in the financial statements related to the Company's financial position and Company assets and liabilities.

The administrative and finance department is a key player for internal control and accounting and financial risk management.

Specialized committees meet regularly in order to ensure control of risks within their scope:

- the customer risk committee meets once a month to review the situation and trends in customer risks of each of BOIRON Group's subsidiaries. It also reviews internal and external credit limits and customers' outstanding overdue receivables, as well as their financial position, in order to determine the corrective actions to be taken,
- the Treasury Committee meets once a month in order to review the financial position of Group companies, centralized cash surplus management and financial risks (exchange rates, interest rates, and liquidity), and confirms compliance with the policies defined by General Management,
- the half-year risks committee evaluates risks that may have a financial impact at BOIRON Group level. It also evaluates the risk factors linked to the risk mapping process. Its findings are presented to the Audit Committee.

## Procedures for preparing BOIRON group's consolidated financial statements and the BOIRON Group reporting

The corporate consolidation and the BOIRON Group reporting process includes the following main steps:

- collection of the subsidiaries' financial data and analysis of the data compared to their prior year activity, their budget or last updated budgets;
- control of the data collected,
- the preparation, validation and analysis of the consolidated corporate financial statements and Group financial reporting.

The administrative and finance department performs regulatory monitoring and calls upon an IFRS expert to provide an update of accounting rules and requirements regarding the reporting of consolidated financial statements every six months.

Best practices for preparing the year-end financial statements are shared throughout the Group and are regularly updated.

A guide to the BOIRON Group accounting and financial norms is regularly updated and made available to all Group companies.

All proposals for significant changes to accounting standards and options are the subject of an explanatory memorandum submitted to General Management.

Potential changes are presented to the Audit Committee and the Board of Directors following approval by the Statutory Auditors.

More generally, the Audit Committee, in regular contact with the Statutory Auditors and employees responsible for preparing the Group's corporate and consolidated financial statements, ensures the quality and reliability of processes for preparing financial information provided to shareholders and to the public, in accordance with its assignments, described in paragraph 2.2.3.1.2.

## 1.4.3 Insurance Policy

The Group has a liability insurance program that covers its business operations. Its international distribution subsidiaries also have local third-party liability master policies.

The company's assets are guaranteed by an insurance policy which covers both direct damages to assets and any consequential operating losses. Insurance company inspectors

## Procedure for the review of social liabilities

The administrative and finance department uses an independent actuary to value its commitments.

The consolidation department compiles social liabilities based on information provided by the subsidiaries and reviews their accounting and valuation methods.

## Procedures for preparing financial statements

All financial statements are reviewed by General Management and the Board of Directors. Prior to submission to the Board of Directors, the documents related to annual and semi-annual regulated information are also reviewed by General Management and the Statutory Auditors.

In 2021, the Group was assisted by a specialist firm in implementing ESEF (European Single Electronic Format) reporting. This approach has been reviewed and validated by the Statutory Auditors.

## Relations with the Statutory Auditors

The Statutory Auditors' responsibilities include reviewing the main accounting processes in France and the majority of the subsidiaries. The recommendations resulting from their work are reviewed by the administrative and finance department and the Audit Committee and, where appropriate, are subject to decisions to take action; the Internal Audit Department is responsible for following up on any actions.

regularly visit the industrial sites and are involved in the risk prevention policy put in place by the Operations Department.

BOIRON also has a multi-risk policy for environmental liability which covers environmental damage that might arise from the use of its sites.

This policy covers all of its production sites in France.





# 2 CORPORATE GOVERNANCE

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This section comprises the corporate governance report prepared in accordance with Articles L225-37, L225-37-4 and L22-10-8 to L22-10-11 of the French Commercial Code.

The purpose of this report is to present the company's corporate governance, as well as the policy on and amount of corporate officer compensation.

The audit work performed by the legal department and the administrative and finance department for the preparation of

this report is based on the collection and analysis of information from the main company departments. The General Manager and the Deputy General Manager were also consulted and asked for their approval.

This report was examined by the Audit Committee and approved by the Board of Directors on April 07, 2022. It was also provided to the Statutory Auditors, to assist them in their work.

## 2.1 CORPORATE GOVERNANCE GUIDELINES AND RULES

The company has taken note of the provisions of the corporate governance codes published by MIDDLENEXT in September 2021 and by AFEP-MEDEF in January 2020, and has analyzed them with regard to its own principles.

In accordance with Article L.22-10-10 4 of the French Commercial Code, the company hereby notes that it does not refer to any of the corporate governance codes mentioned above.

Its governance is based on its specific realities and principles, including:

- the wish to promote a stable shareholder structure which is representative of its family character and broadly open to employees. The shareholder structure also includes several other shareholders that have invested over the long-term,
- the search for a dynamic balance on the Board of Directors between family Board members, employee Board members and other Board members who have developed a close relationship with the company and demonstrating integrity and authenticity,
- a Board of Directors whose effectiveness depends largely on the technical expertise of its members, their in-depth knowledge of the company, and their personalities,
- the separation of the functions of the Chairman and the General Manager, the latter being assisted by one or more Deputy General Managers,
- the consideration of a balanced representation of women and men on the Board of Directors,
- the authenticity and transparency of communication between the various governing bodies (the Board of Directors, the Audit and Compensation Committees, the General Manager and the Deputy General Manager(s)), and between these bodies and the Statutory Auditors,
- the transparency of compensation paid to Board members and executives.

Moreover, above and beyond the statutory requirements, the company has established various rules with respect to corporate governance, including rules on:

- Board of Directors meetings, the frequency and length of which allow Board members to examine the points on the agenda in detail,
- Audit Committee meetings, the frequency and length of which allow Board members to examine the matters raised in detail,
- referral to a Compensation Committee for advice to the Board of Directors on corporate officers' compensation;
- the definition of a three-year term of office for Board members, including the Chairman and Committee members, with the possibility of renewal,
- the presence of independent Board members according to the criteria set out in section 2.2.3.1.1,
- Board of Directors' meetings called to approve the company's financial reporting,
- the implementation of specific rules on the identification and management of conflicts of interest. In a situation involving a conflict of interest, even if potential, between corporate and direct or indirect personal interests or the interests of a shareholder or a group of shareholders interests that he or she represents, the Board Member in question must notify the Board of Directors as soon as he or she becomes aware of the situation and assume all the necessary consequences regarding the exercise of his or her mandate. As such, depending on the case, they must either abstain from taking part in the vote and in the corresponding discussions, or not attend the Board of Directors' meetings during the period in which they will be in a situation of conflict of interest, or resign from their duties as Board member. Information relating to conflicts of interest on the Board of Directors is included in paragraph 2.2.4.

## 2.2 COMPOSITION, ORGANIZATION AND FUNCTIONING OF THE BOARD OF DIRECTORS

### 2.2.1 Composition of the Board of Directors

The functioning of the Board of Directors is determined by Articles 16 to 21 of the Articles of Association, which set out the requirement for a Board member to own a minimum of ten shares (with the exception of Board members representing employee shareholders, in application of the law).

The Board of Directors comprises eight women of a total seventeen Board members. If the Board members representing employees and the Board Member representing employee shareholders are excluded from the calculation, as required by law, the Board of Directors includes eight women out of a total of fourteen Board members (57% of the total). The company is therefore in compliance with the provisions of Articles L22-10-3 and L225-18-1 of the French Commercial Code concerning the equal representation of women and men on Boards of Directors, which states that the proportion of Board Members of each gender cannot be lower than 40% on Boards comprising more than eight members.

Pursuant to article L22-10-10 2° of the French Commercial Code, it is hereby stipulated that the company does not apply a diversity policy to its Board of Directors. Almost half of the Board of Directors is composed of BOIRON family members, since the company is controlled by the BOIRON family consortium and the family has always played a key role in corporate governance. However, as stated above, the composition of the Board of Directors does reflect diversity in terms of gender equality, with eight women out of a total of fifteen Board members included in the calculation; in terms of age, with Board members of three different generations; and in terms of skills, with Board members with a wide range of qualifications and professional backgrounds (pharmacists, corporate administrators, managers, accountants, financial engineers). The Board of Directors also appointed Ms. Valérie Lorentz-Poinsot as General Manager as from January 1, 2019. She was previously appointed Deputy General Manager in 2011. Women are also represented on the Management Committee with the presence, alongside the General Manager, of the Assistant Deputy General Manager for Human Resources, and the Scientific and Medical R&D Officer, who represent 30% of

the members of the Management Committee and more than a third of the top 10% most senior positions, although the company has not decided to set any quotas.

The Board of Directors includes three independent Board Members: Anne Borfiga, Michel Bouissou and Philippe Brun. The independence criteria applied are described in paragraph 2.2.3.1.1. These three Board members do not have any business dealings with the company.

Pursuant to Article L225-27-1 of the French Commercial Code and Article 16 of the Articles of Association, the employees are represented by two Board members, namely Mr. Sylvain Mossaz, appointed by the Central Works Council on December 10, 2020, and Mr. Jean-François Hénaux, appointed by the Central Works Council meeting of December 9, 2021, respectively for a period of three years, i.e. until December 10, 2023 for Mr. Sylvain Mossaz and until December 9, 2024 for Mr. Jean-François Hénaux.

The employee shareholders are represented by a Board Member: Mr. Grégory Walter, appointed by the Combined Shareholders' Meeting of May 18, 2017 on the recommendation of the Supervisory Board of the Employee Equity Mutual Fund (FCPE) and renewed by the Combined Shareholders' Meeting on May 28, 2020, for a period of three years, i.e. until the Ordinary Shareholders' Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

The terms of office as Board members of Ms. Virginie Heurtaut and Mr. Michel Bouissou expire at the end of the next Shareholders' Meeting. Mr. Michel Bouissou has announced his decision not to seek reappointment as a Board member, and Mr. Jean-Pierre Boyer and Mr. Bruno Grange have notified their intention to terminate their terms of office as Board members early, at the end of the same meeting. At the Shareholders' Meeting of May 19, 2022, the reappointment of Virginie Heurtaut will be proposed as well as, in order to replace Michel Bouissou, Jean-Pierre Boyer and Bruno Grange, the appointment of Jean-Marc Chalot, Stéphane Legastelois and Jordan Guyon as new Board members, for a three-year term.

## Composition of the Board of Directors and General Management at March 09, 2022

Full name, office, age	Date of initial appointment	End of term of office	Main position held at the company	Main position held outside the company	Other offices and positions held in other companies Family ties – Notes
<b>Thierry Boiron</b> Director, Chairman of the Board of Directors 61 years French nationality	As a Board member: BoD meeting of 9/18/1996	2023 OSM			Board Member, Chairman and Chief Executive Officer of SODEVA <sup>(1)</sup> Manager of SOFABI <sup>(3)</sup> Manager of SODEGE <sup>(3)</sup> Manager of SCI SOKYF <sup>(3)</sup>
	As Chairman of the Board of Directors: BoD meeting of 05/19/2011 effective 07/01/2011	2023 OSM	Chairman of the Board of Directors	None	Brother of Michèle Boiron, cousin of Christine Boyer-Boiron, uncle of Stéphanie Chesnot, Virginie Heurtaut and Anabelle Flory-Boiron
<b>Valérie Lorentz-Poinsot</b> Board member, General Manager 53 years French nationality	As Board member: AGM 05/22/2014	2023 OSM			Board member and Chairman and Chief Executive Officer of LES EDITIONS SIMILIA <sup>(2)</sup> Board Member and Chairman of BOIRON <sup>(2)</sup> (Switzerland) Board member of BOIRON USA <sup>(2)</sup> (USA), BOIRON <sup>(2)</sup> (USA), BOIRON CANADA <sup>(2)</sup> (Canada), Laboratoires BOIRON <sup>(2)</sup> (Italy), BOIRON MEDICAMENTOS HOMEOPATICOS <sup>(2)</sup> (Brazil), Board member of BOIRON USA <sup>(2)</sup> (USA), BOIRON <sup>(2)</sup> (USA), BOIRON CANADA <sup>(2)</sup> (Canada), LABORATOIRES BOIRON <sup>(2)</sup> (Italy), BOIRON MEDICAMENTOS HOMEOPATICOS <sup>(2)</sup> (Brazil), Manager of BOIRON <sup>(2)</sup> (Germany) Chairman of ONDINE <sup>(3)</sup> Board member of Université Jean Moulin Lyon III Board member at Fondation OL Board member at MARE NOSTRUM Group
	As Managing Director: BoD meeting of 09/05/2018 effective 01/01/2019	Unlimited term	General Manager	None	
<b>Jean-Christophe Bayssat</b> Deputy General Manager 59 years French nationality	BoD meeting of 12/16/2015 effective 01/01/2016	Unlimited term	Chief Pharmacist Pharmaceutical Development Director (employee)	None	Chairman Board Member of AFIPRAL (association, France)
<b>Jacky Abécassis</b> Board Member 80 years A French national	OSM of 05/06/1987	2023 OSM	None	None	Member of the BOIRON Compensation Committee
<b>Michèle Boiron</b> Board Member 77 years French nationality	BoD meeting of 9/18/1996	2023 OSM	None	Pharmacist Advisor	Board member of SODEVA <sup>(1)</sup> and BOIRON <sup>(2)</sup> (Switzerland). Sister of Thierry Boiron, cousin of Christine Boyer-Boiron, aunt of Stéphanie Chesnot, Virginie Heurtaut and Anabelle Flory-Boiron
<b>Jean-Pierre Boyer</b> Board Member 76 years French nationality	OSM of 05/18/2000	2024 OSM	None	None	Board Member of Société Henri Boiron (SHB) <sup>(1)</sup>
<b>Bruno Grange</b> Board member 69 years French nationality	Combined Shareholders' Meeting of 5/23/2002	2023 OSM	None	None	Member of the BOIRON Compensation Committee

Full name, office, age	Date of initial appointment	End of term of office	Main position held at the company	Main position held outside the company	Other offices and positions held in other companies Family ties – Notes
<b>Christine Boyer-Boiron</b> Board Member 78 years French nationality	OSM of 05/22/2003	2024 OSM	None	None	Board Member of Société Henri Boiron (SHB) <sup>(1)</sup> Cousin of Michèle and Thierry Boiron, aunt of Laurence Boiron
<b>Stéphanie Chesnot</b> Board Member 50 years French nationality	BoD meeting of 3/10/2010	2024 OSM	None	Management and administration consulting	Member of the BOIRON Audit Committee Director of SODEVA <sup>(1)</sup> Manager of La Suite Architecture <sup>(3)</sup> Niece of Thierry and Michèle Boiron, sister of Virginie Heurtaut and Anabelle Flory-Boiron
<b>Michel Bouissou</b> Independent Board Member <sup>(4)</sup> 80 years French nationality	OSM of 06/07/1989	2022 OSM	None	Chairman and Chief Executive Officer	Chairman of the BOIRON Audit Committee, Member of the BOIRON Compensation Committee Chairman and Chief Executive Officer of CITA SA <sup>(3)</sup>
<b>Virginie Heurtaut</b> Board Member 47 years French nationality	Combined Shareholders' Meeting of 5/23/2013	2022 OSM	None	Architect	Member of the BOIRON Audit Committee Board member of SODEVA <sup>(1)</sup> Manager of La Suite Architecture <sup>(3)</sup> Niece of Thierry and Michèle Boiron, sister of Stéphanie Chesnot and Anabelle Flory-Boiron
<b>Grégory Walter</b> Board Member representing shareholder employees 44 years French nationality	Combined Shareholders' Meeting of 5/18/2017	2023 OSM	Senior pharmaceutical technician	None	Chairman of the FCPE BOIRON supervisory board
<b>Anabelle Flory-Boiron</b> Board Member 44 years French nationality	Combined Shareholders' Meeting of 5/28/2020	2023 OSM	None	None	Director of SODEVA <sup>(1)</sup> Niece of Thierry and Michèle Boiron, sister of Stéphanie Chesnot and Virginie Heurtaut
<b>Laurence Boiron</b> Board Member 46 years French nationality	Combined Shareholders' Meeting of 5/28/2020	2023 OSM	None	Emergency physician	Director of SHB <sup>(1)</sup> Niece of Christine Boyer-Boiron
<b>Sylvain Mossaz</b> Board Member representing employees 46 years French nationality	Central Social and Economic Council 12/10/2020 (recognized by the BoD meeting of 12/17/2020)	December 10, 2023	Finance and management application administrator	None	
<b>Anne Borfiga</b> Independent Board Member 50 years French nationality	Combined Shareholders' Meeting of 5/27/2021	2024 OSM	None	Director of Change Management  Secretary General of the Board of Directors	Member of the BOIRON Audit Committee

Full name, office, age	Date of initial appointment	End of term of office	Main position held at the company	Main position held outside the company	Other offices and positions held in other companies Family ties – Notes
<b>Philippe Brun</b> Independent Board Member 61 years French nationality	Combined Shareholders' Meeting of 5/27/2021	2024 OSM	None	Member of the Management Board	Member of the BOIRON Audit Committee Member of the BOIRON Compensation Committee Member of the SERGE FERRARI Group Management Board Member of the SERGE FERRARI North America Board of Directors Board member of SERGE FERRARI Tersuisse Board member of SERGE FERRARI AG Director of SERGE FERRARI India Private Limited Director of SERGE FERRARI Shanghai Co Director of SERGE FERRARI Tekstil Sanayi Ve Ticaret Anonim Sirketi Director of Ferramat Sanayi Ve Ticaret Anonim Sirketi Geschäftsführer of SERGE FERRARI Deutschland GmbH Board member of GIOFEX Group srl Geschäftsführer of GIOFEX Deutschland GmbH Board member of GIOFEX Bulgaria Board member of GIOFEX Slovakia Board member of GIOFEX France Board member of Plastitex SpA Board member of SERGE FERRARI AB Director of FIT Industrial Co
<b>Jean-François Hénaux</b> Board Member representing employees 51 years French nationality	Central Social and Economic Council 12/9/2021 (recognized by the BoD meeting of 12/17/2021)	December 09, 2024	IT Project manager	None	

(1) BOIRON family consortium company (unlisted company).

(2) BOIRON Group company (unlisted company)

(3) Unlisted company.

(4) The criteria applied by the company to determine independence are provided in section 2.2.3.1.1.

## Offices (excluding subsidiaries) held by members of a management or administrative body over the past five years that are no longer held

**Valérie Lorentz-Poinsot** Board Member of LEEM (until December 2016).

No member of an administrative or management body has held a position over the past five years that is no longer in effect.

## 2.2.2 Organization and functioning of the Board of Directors

### 2.2.2.1 Chairman of the Board of Directors

The Board Meeting of December 15, 2004 decided to separate the functions of Chairman and General Manager.

Mr. Thierry Boiron holds the position of Chairman of the Board of Directors.

The Chairman of the Board of Directors organizes and directs the work of the Board of Directors, on which he or she reports to the Shareholders' Meeting. He or she oversees the proper

functioning of the Board of Directors and the Shareholders' Meetings, notably by ensuring the regularity of meeting notices, the holding of meetings, and the respect of shareholder rights regarding disclosure of documentation. He also ensures that the Statutory Auditors are informed of the agreements subject to their control, that Board Members are able to fulfill their mission and, to that purpose, have at their disposal all the information needed to deliberate with full knowledge of the facts.

### 2.2.2.2 Preparation of the work of the Board of Directors

The Chairman of the Board of Directors provides each Board Member with all documents and information necessary to fulfill his mission within an adequate time frame. One employee representative elected by the Central Social and Economic Committee attends Board Meetings and receives the same

information as the Board Members, within the same time frame. The Statutory Auditors are invited to the Board of Directors' meeting for the preparation of annual and half-year financial statements and provisional budget documents.

### 2.2.2.3 Board meetings

The Board of Directors met eight times during 2021. In view of the COVID-19 health crisis, Board members who were unable to travel were able to participate in Board of Directors' meetings by videoconference. Three Board of Directors' meetings were held by videoconference. The average duration of Board meetings was around three hours. The Board Members' attendance rate was 98% in 2021. In 2021, the Board of Directors was informed of, examined, or made decisions concerning the following points: the BOIRON Group's strategy and business strategy, the job preservation plan, management of the COVID-19 pandemic, the development and launch of new products, the external growth strategy, international

organization, the recapitalisation of subsidiaries, the establishment of new rules of procedure for the Board of Directors, the annual and half-year consolidated financial statements, quarterly activity, financial statements, provisional management documents, the Company's gender equality and equal pay policy, the compensation of the corporate officers, the implementation of the shares' buyback program, regulated agreements, plans for the replacement of Board and Committee members, authorizations to be granted to General Management for the approval of security interests, endorsements and guarantees.

### 2.2.2.4 Internal rules and regulations

In addition to the operating rules set out in the bylaws, at its meeting of December 17, 2021 the Board of Directors adopted new internal regulations that include provisions relating to the role and composition of the Board of Directors, Board members' obligations, in particular those relating to the prevention of conflicts of interest, procedures for Board of Directors

meetings, missions and composition of the Audit Committee and the Compensation Committee, and the evaluation of the Board of Directors' work.

The internal regulations are available at: [www.boironfinance.fr/en](http://www.boironfinance.fr/en).

### 2.2.2.5 Term of office and age limits

According to Article 17 of the articles of association, Board Members' term of office is three years and the number of Board Members over the age of 85 may not exceed one third of the members of the Board of Directors.

The oldest Board Member is deemed to have resigned at the end of the Annual General Meeting for the approval of the financial statements for the period during which this limit is reached.

### 2.2.2.6 Specific information relating to corporate officers

For the purposes of their corporate offices, the members of the Board of Directors and General Management, the Chairman and General Manager meet periodically.

To the best of the company's knowledge at the time this document was prepared, no member of any control, management, or supervisory body has, during the past five years:

- been convicted of fraud,
- been involved in the bankruptcy, sequestration, liquidation, or forced administration of a company as a member of a control, management, or supervisory body thereof,

- been held liable or subjected to official public sanctions by a statutory or regulatory authority (including the designated professional organizations),
- been banned by a legal authority from acting as a member of a control, management, or supervisory body, or from being involved in the running of the business of a publicly-listed company.

### 2.2.2.7 General Management organization and coordination with the Board of Directors

Ms. Valérie Lorentz-Poinsot has served as General Manager since January 1, 2019.

The General Manager has the broadest possible powers to act on behalf of the company in all circumstances, and is bound by no limitation of power. These powers are exercised within the sole limits of the company's corporate purpose and subject to the powers granted expressly by law to Shareholders' Meetings as well as to the Board of Directors.

She is assisted in her duties by Mr. Jean-Christophe Bayssat, Deputy General Manager, who enjoys the same powers in respect of third parties as the General Manager.

The Deputy General Manager exercises technical functions which are distinct from his mandate and therefore remains a contractual employee in this respect: Mr. Jean-Christophe Bayssat serves as Chief Pharmacist and Pharmaceutical Development Director.

The Chairman and General Manager meet periodically in order to guarantee coordination between the Board of Directors and General Management.

The General Manager is also supported by a Management Committee comprising the Deputy General Manager/Chief Pharmacist and Director of Pharmaceutical Development, the Assistant Deputy General Manager in charge of Human Resources, the Secretary General/Chief Financial and Administrative Director the Chief Industrial Director the Chief Operating Director the Chief Regulatory Director the Director of Scientific and Medical Research & Development, the IT Services Director and the Director of the France Business Unit.

## 2.2.3 Specialized Board committees

### 2.2.3.1 Audit Committee

The members of the Audit Committee are Mr. Michel Bouissou, Chairman, Ms. Stéphanie Chesnot, Ms. Virginie Heurtaut and, since the Board of Directors meeting of May 27, 2021, Ms. Anne Borfiga and Mr. Philippe Brun.

Each of them has specific expertise in light of his or her education and professional work experience:

- Mr. Michel Bouissou (independent member) has specialized skills in the field of finance: having worked as a consultant engineer, he has since had diverse responsibilities in the field of corporate financing within various banking and financial institutions,

- Ms. Stéphanie Chesnot has special skills in legal affairs and administration: as a graduate in international business law, tax affairs and business administration, she has worked as a strategy consultant, in law and in management and administration,
- Ms. Virginie Heurtaut has specialized skills in corporate management and administration: she holds a Master's degree in corporate management and administration and runs an architecture firm,
- Ms. Anne Borfiga (independent Board member) has specific expertise in finance and management, as well as in corporate governance: she holds a master's degree in economics (market finance) and has over twenty years' experience in finance. She worked as a financial auditor for an international firm, then as Chief Financial Officer at a listed international group, where she is currently Director of Change Management and Secretary General of the Board of Directors,
- Mr. Philippe Brun (independent Board member) has special skills in corporate management and finance: graduated from the EM Lyon and from the "Société Française des Analystes Financiers" (French Society of Financial Analysts), he has held senior management and financial management positions at a number of listed companies, and is currently a member of the Management Board at a listed international group, as well as Board member and manager of subsidiaries within the same Group.

### 2.2.3.1.1 Independence of Audit Committee members

In accordance with the provisions of Article L823-19 of the French Commercial Code, the Audit Committee includes its Chairman, Mr. Michel Bouissou, as well as Ms. Anne Borfiga and Mr. Philippe Brun, with at least one member with skills in finance and accounting and who is deemed to be independent with regard to the following criteria:

- has not been, in the last five years, an employee or executive officer of the company or of a Group company,
- not a customer, supplier, commercial banker or finance banker:
  - which would be of significance to the company or the Group,
  - or, for which, the company or its Group represents a significant portion of the business,
- has no close family link to a corporate officer or major shareholder,
- is not a major shareholder of the company or hold a significant percentage of voting rights,
- has not been a statutory auditor of the company over the last five years.

### 2.2.3.1.2 Audit Committee responsibilities

A charter first prepared in March 2000 and last updated on June 14, 2018, describes the responsibilities and functioning of this Committee, in accordance with the statutory audit reform.

The Audit Committee has studied the guides on the statutory auditing reform and services other than financial statement certification which were published in November 2018 and produced by MIDDLENEXT, AFEP, ANSA and MEDEF.

Its responsibilities thus cover the following five areas:

- the Audit Committee is responsible for checking the quality and reliability of the process for preparing the financial information provided to shareholders and the public. It ensures compliance with regulatory requirements in this regard. It examines the situation of the Company and the existing risks and is informed of the organizational resources and accounting policies applied by the Company. It may discuss any topic that may require additional information directly with the statutory auditors or the employees responsible for preparing the statutory financial statements of the BOIRON parent company and the BOIRON Group. In particular, it assesses the adequacy of the provisions with regard to identified risks,
- it is responsible for verifying the effectiveness of internal control processes and the Group's risk management, particularly the internal control measures required by the laws and regulations, including the legal provisions on preventing corruption and the General Data Protection Regulation (GDPR). It reviews and assesses internal procedures for collecting and controlling the information required for the preparation of financial reporting, including the completeness, reliability, integrity, and regularity thereof. The internal audit reports and risk maps are updated annually and sent to the Audit Committee. It takes part in drawing up the annual audit plan and monitors the work performed by the Internal Audit Department as well as its recommendations. The Audit Committee and the Internal Audit Department meet at least four times per year,
- it participates in the selection of the statutory auditors. It approves the selection procedure in cooperation with the Group's administrative and finance department. It reviews bids and interviews the firms involved in the call to tender. Finally, it prepares a report for the Board of Directors, including its recommendations on the choice of statutory auditors at the time of the appointment or renewal of their term of office, and provides its opinion on the amount of their fees for the statutory audit assignments to be carried out. The next call for tenders for the selection of the new statutory auditors is planned for 2022, in light of the fact that they must be appointed during the Shareholders' Meeting in 2023 to audit the financial statements for the fiscal year ending on December 31, 2022,

- it assesses the quality of statutory audits performed by the statutory auditors. It considers the observations and findings of the High Council of Statutory Auditors following any audits of our statutory auditors. Its role is to facilitate communication between the Board of Directors, the Statutory Auditors and the company's General Management. It helps the Board of Directors better understand the nature of the Statutory Auditors' role, monitor their work, and correctly grasp the grounds of their comments,
- it also assesses the degree of independence of the statutory auditors. To this end, the latter submit an annual declaration of independence together with an update of the information listed in Article L820-3 of the French Commercial Code, detailing the services provided by the network to which they belong. The Audit Committee reviews and approves in advance, pursuant to the statutory and regulatory provisions, any assignments other than the certification of the financial statements that may be entrusted to the statutory auditors and their network, based on the recommendations made by the Group's administrative and finance department. The cost and scope of tasks other than certification of the financial statements carried out by the statutory auditors in 2021 were immaterial (cf. note 36 in the notes to the consolidated financial statements) and thus do not exceed 15% of the total fees received by DELOITTE & ASSOCIÉS and MAZARS during each of the past three fiscal years.

The Audit Committee has no decision-making authority and its findings and recommendations are exclusively intended for the Board.

### 2.2.3.2 Compensation Committee

The Compensation Committee is composed of four members (no chair):

- Mr. Michel Bouissou (independent member),
- Mr. Bruno Grange,
- Mr. Jacky Abécassis,
- Mr. Philippe Brun (since the Board of Directors Meeting of May 27, 2021 (independent member).

Its role consists of examining and proposing to the Board of Directors the amounts and terms of fixed and variable compensation, including benefits in kind and deferred

In 2021, the Audit Committee met four times and its meetings lasted seven hours on average. In the context of the health crisis, meetings were held both face-to-face and remotely.

Two meetings were devoted to examining the annual and half-year financial statements and to the preparation of the statutory auditors' new report. The Audit Committee takes part in the Risk Committee meetings with the financial division, the legal affairs division, and the human resources division.

The Audit Committee also attends an annual meeting between General Management and the Statutory Auditors to discuss the Group's business, concerns, and/or any major changes.

Two other meetings were dedicated to risk mapping, the handover of work by the internal audit department, the implementation of anti-corruption measures, and personal data protection measures, the implementation of a CSR strategy, with contributions and support from the relevant functional divisions.

Following each of these meetings, a report is provided to the Chairman of the Board and to General Management.

Furthermore, the Chairman of the Audit Committee provides regular reports to the Board of Directors.

In 2021, the participation rate of Audit Committee members was 95%.

compensation, for the Chairman, General Manager and Deputy General Managers. Its operating procedures and responsibilities are described in a charter approved by the Board of Directors on December 17, 2003.

In 2021, the members of the Compensation Committee had various discussions by telephone and three videoconference calls. The Compensation Committee member attendance rate was 100% in 2021. The main topic discussed during these conversations concerned changes in the compensation paid to the Chairman and members of General Management.

## 2.2.4 Conflicts of interest among board members, administrative bodies and general management

In a situation involving a conflict of interest, even if potential, between corporate and direct or indirect personal interests or the interests of a shareholder or a group of shareholders interests that he or she represents, the Board member concerned must:

- inform the Board of Directors thereof as soon as he or she becomes aware of it (this obligation to inform must be completed by Board member candidates, prior to their appointment),
- assume all consequences with regard to the exercise of their mandate.

As such, they must:

- either abstain from discussions and the corresponding vote,
- or not attend Board of Directors' meetings during the period in which they are in a conflict of interest,
- or resign from their position as Board member.

Failure to comply with these rules of abstention or even withdrawal may incur the liability of the Board member concerned.

To the best of the company's knowledge, at the time this document was prepared, no potential conflict of interest between the duties of any member of a control, management, or supervisory body towards the issuer and his or her private interests and/or other responsibilities had been identified.

To the best of the company's knowledge, at the time this document was prepared, no other restrictions have been accepted by any member of a control, management, or supervisory body with regard to the sale of their shares in the issuer during a given period of time, other than those listed in paragraph 2.5 of this Reference Document.

### Regulated agreements approved during previous fiscal years, whose implementation continued during the past fiscal year

The company SODEVA, which holds a 45.40% stake in BOIRON and in which Mr. Thierry Boiron (Chairman of the Board of Directors), and Ms. Michèle Boiron, Ms. Stéphanie Chesnot, Ms. Virginie Heurtaut and Ms. Anabelle Flory-Boiron (Board Members) are partners, receives accounting, tax, legal, and financial consulting and assistance services provided by BOIRON under an agreement authorized by the Board of Directors meeting of May 18, 2000. This agreement continued during the fiscal year ended December 31, 2021, after being reviewed by the Board of Directors on January 21, 2021. The company's interest in maintaining this agreement lies in the fact that its accounts are consolidated into those of SODEVA.

This agreement was reviewed again by the Board of Directors meeting of January 20, 2022, which found that it continued to meet the criteria which had led to its initial approval, and will continue throughout 2022. This agreement is described in the statutory auditors' special report on regulated agreements in section 2.3 of this Universal Registration Document.

### Regulated agreements approved and signed during the past fiscal year

On March 15, 2017, LA SUITE ARCHITECTURE, whose managers are Ms. Virginie Heurtaut and Ms. Stéphanie Chesnot (Board members) entered into an agreement with BOIRON covering ad hoc consulting duties for the renovation of areas at the Messimy site, in exchange for the payment of fees. This agreement was duly authorized by the Board of Directors on December 14, 2016 and approved by the Combined Shareholders' Meeting of May 17, 2018. This agreement is renewed annually due to LA SUITE ARCHITECTURE's unique landscaping skills and familiarity with the company. For these same reasons, the contract's renewal in 2021 and 2022 was authorized by the Board of Directors at its September 9, 2020 and September 8, 2021 meetings, respectively.

Ms. Michèle Boiron (Board member) receives fees paid by the company pursuant to an agreement covering consulting and assistance services for the development of homeopathy in France and abroad, authorized by the Board of Directors meeting of December 18, 1996. This agreement is renewed annually due to the importance of the work done by Ms. Michèle Boiron and her contributions to the worldwide development of the company and of homeopathy. For these same reasons, the agreement's renewal in 2021 and 2022 was authorized by the Board of Directors at its September 9, 2020 and September 8, 2021 meetings, respectively.

These agreements are described in the statutory auditors' special report on regulated agreements in section 2.3 of this Universal Registration Document.

## Service contracts

To the company's knowledge and on the date this document was prepared, no other service agreement has been signed by and between members of the Board or the General Management and the company or one of its subsidiaries.

## Agreements entered into between a shareholder or corporate officer and a controlled company

To the company's knowledge, no agreement was directly or indirectly entered into between a corporate officer or shareholder holding over 10% of the voting rights in the company and a company which is controlled as defined by article L233-3 of the French Commercial Code (with the exception of any ordinary agreement(s) concluded under normal terms and conditions).

## Procedure for evaluating ordinary agreements entered into under arm's length terms

The Board of Directors Meeting of March 11, 2020 defined a procedure for the assessment of ordinary agreements concluded under normal terms and conditions, in compliance with article L22-10-12 of the French Commercial Code. Under this procedure, the legal affairs division and internal audit issue an opinion on the classification of such agreements. If they find that the agreement in question is a regulated agreement, they inform the Chairman of the Board of Directors to trigger implementation of the statutory procedure. If they find that the agreement in question is an ordinary agreement concluded under normal terms and conditions, they submit a report featuring the key terms of the agreement and their conclusions to the Audit Committee. Previously signed agreements are reviewed whenever they are modified or renewed. Agreements currently in force that are defined as ordinary agreements entered into under arms-length terms and conditions are also reviewed annually. As of the date of this document's publication, and with the exception of the regulated agreements described above, the assessment procedure shows that all existing agreements were unregulated agreements, i.e. either agreements entered into with wholly-owned subsidiaries, or agreements entered into with subsidiaries that are more than 97% owned by BOIRON and that meet the criteria of ordinary agreements entered into under arm's length terms: on the one hand, these agreements are similar to those of other Group companies, in line with the company's objects and entered into in the context of its ordinary activities; on the other hand, the prices charged correspond to a market price or to a price generally charged in the business sector, and the reciprocal obligations and benefits are balanced. This list of agreements concerned in 2021 and the findings of the review by the legal and internal audit departments were provided to the Audit Committee, for the information of the Board of Directors meeting called to approve the financial statements for the year-ended.

## Agreement on the selection of corporate officers

To the best of the company's knowledge and at the time this document was prepared, there are no arrangements or agreements with major shareholders, customers, suppliers or others under the terms of which any member of a control, management, or supervisory body was selected as a member of a control, management, or supervisory body or General Management.

## 2.3 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

*This is a translation into English of the Statutory auditors' report on regulated agreements issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

### MAZARS

109 Rue Tête d'Or  
69006 LYON

SAS with share capital of €5,986,008  
Lyon Trade and Companies Register: 351 497 649

### DELOITTE & ASSOCIÉS

Immeuble Higashi  
106 cours Charlemagne  
69002 LYON

SAS with share capital of €2,188,160  
Nanterre Trade and Companies Register 572 028 041

## Shareholders' Meeting for the approval of the financial statements as of December 31, 2021

### To the Shareholders' Meeting of Boiron SA,

In our capacity as statutory auditors to your company, we hereby submit to you our report on the regulated agreements.

It is our responsibility to report to the shareholders, based on the information provided to us, on the main terms, conditions and reasons underlying the company's interest of agreements that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements. Under the provisions of Article R. 225-31 of the French Commercial Code, it is the shareholders' responsibility to determine whether the agreements are appropriate and should be approved.

Where applicable, it is also our responsibility to provide the shareholders with the information required by Article R. 225-31 of the French Commercial Code in relation to the implementation during the year of agreements already approved by the Shareholders' Meeting.

We performed the procedures that we deemed necessary in accordance with the guidance issued by the French Institute of Statutory auditors (Compagnie Nationale des Commissaires aux comptes) for this type of engagement. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

## Agreements submitted to the approval of the shareholders' meeting

### Agreements authorized and concluded during the past fiscal year

In accordance with the article 225-40 of the French Commercial Code, we have been informed of the following agreements concluded during the past fiscal year and subject to prior approval by your Board of directors.

#### With Ms. Michèle BOIRON (Board Member of your company)

**Nature and purpose:** Contract for consulting and assistance services for the development of homeopathy in France and abroad, signed with Ms. Michèle Boiron on January 29, 1997 and initially authorized by the Board of Directors meeting of December 18, 1996. A rider, approved by the Board of Directors meeting of September 7, 2017, has been added to this contract, increasing her compensation from €1 500 to €1 600 excluding tax per day of work from January 1, 2018. This contract has been renewed from year to year. The Board of Directors meeting of

September 9, 2020 authorized the renewal of this contract for one year from January 1, 2021.

**Modalities:** In 2021, Ms. Michèle Boiron's compensation was €1 600 (excluding tax) per day of work. The total amount of compensation recognized as an expense and paid out for 2021 was €11 520 (including tax).

**Reasons justifying its interest for the company:** The company's interest in concluding this agreement lies in the importance of the work done by Ms. Michèle Boiron and her contributions to the worldwide development of the company and of homeopathy.

The Board Meeting of September 8, 2021 decided, for the same reasons as those set out above, to authorize the renewal of the contract with Ms. Michèle BOIRON for the year 2022 under the same terms and conditions.

## With the company LA SUITE ARCHITECTURE, of which Ms. Virginie Heurtaut and Ms. Stéphanie Chesnot (Board Members of your company) are joint managing partners

**Nature and purpose:** Contract covering ad hoc consulting duties for the landscaping of the outside areas of the Messimy site (green spaces, paths, roads and parking spaces, site entrance and reception), initially authorized by the Board of Directors meeting of December 14, 2016. The Board of Directors meeting of September 9, 2020 authorized the renewal of this contract for one year from January 1, 2021.

**Modalities:** Compensation under the contract is €1 200 (excluding tax) per day of work. The total amount of compensation recognized as an expense and paid out for 2021 was € 0 (including tax).

**Reasons justifying its interest for the company:** The company's interest in concluding this agreement lies in the fact that the company LA SUITE ARCHITECTURE, represented by Ms. Virginie Heurtaut and Ms. Stéphanie Chesnot, has both unique expertise in landscaping and a thorough knowledge of the company.

The Board Meeting of September 8, 2021 decided to authorize renewal of the contract with LA SUITE ARCHITECTURE for the year 2022 under the same terms and conditions as those laid out above.

## Agreement previously approved by the shareholders' meeting

### Agreements approved in previous years which have been pursued during the last year

In accordance with Article R. 225-30 of the French Commercial Code, we have been informed of the following agreements approved in prior years by the Shareholders' meeting and which remained current during the last year.

#### With the company SODEVA, which held a 45.40% stake in BOIRON as at December 31, 2019

**Persons involved:** Mr. Thierry BOIRON (Chairman of the Board of Directors), Ms. Michèle BOIRON (Board Member), Ms. Stéphanie CHESNOT (Board Member), Ms. Virginie HEURTAUT (Board Member) and Ms. Anabelle FLORY-BOIRON (Board Member).

**Nature:** Agreement on accounting, tax, legal and financial consulting and assistance services for SODEVA, signed on May 30, 2000.

This agreement, which received prior authorization from the Board of Directors on May 18, 2000, continued through the fiscal year ended on December 31, 2021. The Board of Directors, at its meetings of January 21, 2021 and January 20, 2022, re-examined the company's interest in maintaining this agreement for the 2021 and 2022 financial years, respectively.

**Compensation:** The amount of the services accounted as income for the 2021 fiscal year was €8 115.60 including tax.

Lyon, April 14, 2022

The Statutory Auditors

MAZARS

DELOITTE & ASSOCIÉS

Emmanuel CHARNAVEL

Séverine HERVET

Vanessa GIRARDET

## 2.4 POWERS AND AUTHORIZATION TO INCREASE OR DECREASE THE CAPITAL

There is no delegation or authorization to the Board of Directors to increase capital.

The Combined Shareholders' Meeting of May 27, 2021 adopted the following resolutions:

### Twentieth resolution – Granting of authority to the Board of Directors to cancel shares bought back by the Company pursuant to the provisions of Article L.22-10-62 of the French Commercial Code

This authorization was granted to the Board of Directors for a period of 24 months, until May 26, 2023, within the limit of 10% of the share capital, i.e. 1,754,540 shares.

Financial authorization	Ceiling	Date of authorization	Period of authorization	Use of the authorization	Expiry date
Authorization to cancel shares bought back by the Company within the framework of the provisions of Article L.22-10-62 of the French Commercial Code	Cancellation of shares up to 10% of the share capital	May 27, 2021	24 months	None	May 26, 2023

## 2.5 FACTORS LIKELY TO HAVE AN INFLUENCE IN THE EVENT OF A PUBLIC TENDER OFFER

Pursuant to Article L22-10-11 of the French Commercial Code, the company notes the following:

- the structure of the share capital as well as direct or indirect stockholding of which the company is aware and all such information is presented in section 5.2.,
- there is no agreement providing for compensation for members of the Board or employees if they resign or are dismissed without just cause, or if their employment is terminated due to a public tender offer,
- there are no agreements entered into by the company that are modified or terminated in the event of a change of control of the company,

- to our knowledge, the agreements between shareholders that could restrict the transfer of shares and the exercise of voting rights are as follows:

### Shareholders' agreement

**Shareholders' agreement (signed on January 2, 2020 and published by the AMF in notice no. 221C0309 dated February 8, 2021):**

Reciprocal preemption rights between the members of the BOIRON family and the companies SODEVA and SHB in the event of the sale of BOIRON shares.

## Dutrel commitments

Regime	Signature date	Expiry of collective commitment	Renewal method	Percentage of the share capital covered by the agreement or commitment as of the signature date	Percentage of voting rights covered	Name of signatories being executive managers	Name of signatories with close ties to general management	Name of signatories holding at least 5% of the share capital and/or voting rights in the Company
Art. 787 B of the French Tax Code	7/29/ 2005	2 years from the date of signature	Tacit renewal for a term of two years	39.23%	50.33%	Christian Boiron Thierry Boiron	Jacqueline Boiron Hervé Boiron Marcelle-Cécile Boiron Laurence Boiron Dominique Boiron Christine Boyer-Boiron Jean-Pierre Boyer Christian Boyer Olivier Boyer SODEVA	SODEVA SHB
Art. 787 B of the French Tax Code	6/14/2013	2 years from registration (in this case June 19, 2013)		20.77%	25.64%	Christian Boiron Thierry Boiron	Fabienne Boiron Killian Boiron Félix Boiron Elliot Boiron SODEVA	SODEVA
Art. 787 B of the French Tax Code	9/23/2013	2 years from registration (in this case November 21, 2013)	Tacit renewal for a term of one year	35.39%	42.95%	Christian Boiron Thierry Boiron	Christine Boyer-Boiron Dominique Boiron Hervé Boiron Marcelle-Cécile Boiron Laurence Boiron Jean-Pierre Boyer Christian Boyer Olivier Boyer SODEVA	SODEVA SHB
Art. 787 B of the French Tax Code	11/15/2013	2 years from registration (in this case November 20, 2013)		34.11%	42.05%	Christian Boiron Thierry Boiron	Marie-Isabelle Boiron Benjamin Boiron Anabelle Flory-Boiron Stéphanie Chesnot Virginie Heurtaut SODEVA	SODEVA
Art. 787 B of the French Tax Code	11/15/2013	2 years from registration (in this case November 20, 2013)		23.34%	27.07%	Christian Boiron Thierry Boiron	Marie-Isabelle Boiron Benjamin Boiron Anabelle Flory-Boiron Stéphanie Chesnot Virginie Heurtaut SODEVA CHR	SODEVA CHR
Art. 787 B of the French Tax Code	12/6/2016	2 years from registration (in this case December 20, 2016)	Tacit renewal for a term of one year	35.47%	44.81%	Christian Boiron Thierry Boiron	Christian Boiron Thierry Boiron Dominique Boiron Christine Boyer-Boiron Hervé Boiron Marcelle-Cécile Boiron Laurence Boiron SODEVA SHB	SODEVA SHB

Regime	Signature date	Expiry of collective commitment	Renewal method	Percentage of the share capital covered by the agreement or commitment as of the signature date	Percentage of voting rights covered	Name of signatories being executive managers	Name of signatories with close ties to general management	Name of signatories holding at least 5% of the share capital and/or voting rights in the Company
Art. 787 B of the French Tax Code	01/24/2019	2 years from registration (in this case February 7, 2019)		23.63%	26.75%	Thierry Boiron Valérie Lorentz-Poinsot	Fabienne Boiron SODEVA	SODEVA
Art. 787 B of the French Tax Code	4/17/2019	2 years from registration		44.45%	50.27%	Thierry Boiron Valérie Lorentz-Poinsot	Killian Boiron Félix Boiron Elliott Boiron SODEVA	SODEVA
Art. 787 B of the French Tax Code	12/17/2020	2 years from registration		23.08%	25.91%	Thierry Boiron Valérie Lorentz-Poinsot	Fabienne Boiron SODEVA	SODEVA

- there are no shares with special control rights Nevertheless, it is specified that a double voting right is assigned to all fully paid up shares and for which the registration for at least three years in the name of the same shareholder can be proven (Article 35 of the Articles of Association),
- the voting rights of shares held by employees through the FCPE (Employee Investment Fund) for which investments are made in BOIRON shares, are exercised by a proxyholder authorized by the Fund's Supervisory Board for the purposes of representing it at the Shareholders' Meeting,
- the appointment and dismissal of members of the Board of Directors are governed by law and the Articles of Association.
- the Board of Directors has not been delegated any authority to increase capital, and its powers to buy back shares are set out in section 5.1.3,
- amendments to the company's articles of association are made in line with statutory and regulatory provisions,
- there are no restrictions on the exercise of voting rights in the articles of association,
- there are no restrictions on share transfers in the articles of association.

## 2.6 COMPENSATION OF CORPORATE OFFICERS

### 2.6.1 Compensation policy

The Board of Directors has, in line with the recommendations made by the Compensation Committee, established a compensation policy aligned with its corporate interests and designed to contribute to its sustainability and business strategy for each of the company's corporate officers.

To this end, the Board of Directors has defined the compensation policy for the General Manager based on these elements, particularly by defining the criteria for his or her variable compensation based on the Group's operating result, in line with the company's interests.

No compensation of any kind may be defined, granted, or paid by the company, and no commitments may be made by the company, unless they comply with the approved compensation policy or, in its absence, with the existing compensation or practices within the company.

However, under exceptional circumstances, the Board of Directors may temporarily make an exception to the application of the compensation policy, as long as this exception is temporary, is in the company's interest, and is necessary to ensure its sustainability or viability.

In the event of any planned temporary exceptions to the compensation policy, the Board of Directors will make a decision based on the recommendation of the Compensation Committee and will verify that this exception is in the company's interest and is necessary to ensure its sustainability or viability. If these criteria are met, the shareholders will be notified of the justification for the exception in the company's next governance report. Note that the Chairman of the Board of Directors, the General Manager, and Deputy General Manager(s) (who are Board Members) would not deliberate or vote on these questions.

Furthermore, under the conditions set out below, the Board of Directors has discretionary powers in applying the compensation policy for the annual variable remuneration of the General Manager, in order to ensure that this correctly reflects the Group's performance. As such, in the event of new circumstances or events during the year – unforeseeable at the time the compensation policy was determined – having a significant upward or downward impact on the Group's

operating income, the Board of Directors may decide, on the proposal of the Compensation Committee, to invoke such discretionary power, provided that it continues to comply with the principles set out in the compensation policy and provides shareholders with a clear, precise and complete explanation of its decision. This discretionary power may be used to increase or decrease the amount of the variable theoretically achieved for the year, without ever exceeding the overall ceiling for annual variable compensation specified in the compensation policy.

The compensation policy for each corporate officer is defined, revised, and implemented by the Board of Directors, at the recommendation of the Compensation Committee.

It is specified that the Chairman, the General Manager and the Deputy General Manager(s) (who are Board members) take part neither in the deliberations nor in the vote on the elements of compensation or on commitments concerning them.

For the purposes of the decision-making process used to define the compensation policy, the compensation and terms and conditions of employment of the company's employees are taken into account by the Compensation Committee and the Board of Directors as follows: the compensation and employment conditions provided for company employees are intended to closely link the company's economic performance and employees' growth (cf. section 1.2.4.5). The compensation policy for corporate officers is no exception to this rule, and prohibits the payment of bonuses that are not justified by performance:

- with regard to the fixed compensation for the offices of Chairman of the Board of Directors, General Manager, and Deputy General Manager, the decision was made to apply the same company-wide pay increases as for all company employees, at the same rates and on the same dates,
- the variable compensation that only the General Manager receives in respect of his or her office reflects the performance of the Group as a whole, since it is based on the Group's operating income, while employee profit-sharing is based on the company's operating income. The data used in both calculations is similar with the exception of the scope, since the General Manager serves the Group as a whole.

In the event of changes in governance, the compensation policy will be applied to the company's new corporate officers, with any necessary modifications.

The compensation policy for newly appointed corporate officers, or those whose term of office must be renewed during a fiscal year, shall comply with these conditions.

## 2.6.1.1 Compensation policy for the Chairman of the Board of Directors, the General Manager, and the Deputy General Managers

The compensation policy for the Chairman of the Board of Directors, the General Manager, and the Deputy General Managers contributes to the company's interests, business strategy, and sustainability in the following manner:

- the amount and nature of the compensation of the Chairman of the Board of Directors, the General Manager, and the Deputy General Managers, including benefits in kind, is determined by the Board of Directors based on the recommendation made by the Compensation Committee; this recommendation is in turn based on external comparative studies, which are the benchmark for such compensation and take into account market standards across equivalent companies and industries as well as the corporate officers' experience and responsibilities,
- only the General Manager may receive variable compensation in respect of his or her corporate office. The Compensation Committee proposes a profit-sharing system to the Board of Directors for this purpose; it ensures that this system is aligned with the company's general compensation policy and that the performance criteria are based on trends in the Group's operating income,
- no executive or corporate officer may receive a variable multi-year compensation package,
- no executive or corporate officer may be awarded bonus shares, share subscription options and/or purchase options,
- no executive may be given a golden hello or golden parachute,
- no executive may be awarded compensation for a non-compete clause,
- no executive may be awarded a top-hat pension, a defined-benefit retirement pension, or a defined-contribution retirement plan.

The Shareholders' Meeting of May 19, 2022 will be asked to approve the compensation policy for corporate officers presented in this section, in its fourteenth, fifteenth, sixteenth and seventeenth resolutions.

### 2.6.1.1.1 Chairman of the Board of Directors

The components of the total compensation and benefits of all kinds that may be allocated to the Chairman of the Board in respect of his or her corporate office are:

**Fixed compensation:** the Chairman of the Board of Directors receives fixed compensation in respect of his or her duties as Chairman of the Board, to which the company's general salary increases are applied on the same dates and at the same rates.

**Compensation for service as a member of the Board of Directors:** the Chairman of the Board of Directors receives compensation for his or her office as a member of the Board of Directors, as do all Board Members; this compensation is primarily intended as compensation for their role and the attendant responsibilities, and not for attendance at meetings. The budget allocated for Board Member compensation is distributed as described in section 2.6.1.2.

**Benefits in kind:** the Chairman of the Board of Directors receives a company car and contributions to a pension and personal protection scheme.

**Employee benefits:** these are commitments related to service awards.

### 2.6.1.1.2 General Manager

The components of the total compensation and benefits of all kinds that may be allocated to the General Manager in respect of his or her corporate office and their respective proportions are:

**Fixed compensation:** the General Manager receives fixed compensation in respect of his or her corporate office, to which the company's global salary increases are applied on the same dates and at the same rates.

**Annual variable compensation:** the General Manager also receives annual variable compensation in respect of his or her corporate office, based on quantitative objectives.

In 2022, the criteria used to define the General Manager's annual variable compensation are based on achievement of the following quantitative financial objectives:

- for the General Manager to be eligible for variable compensation, the Group's operating income for the 2022 fiscal year must be equal to at least 5% of the Group's sales during that fiscal year;
- if this prerequisite is met, the General Manager's variable compensation will be based on 0.45% of the Group's operating profit for 2022.

The Group's operating income may, where applicable, be recalculated to exclude any amounts considered extraordinary. In this case, the recalculation will be justified and documented by the Compensation Committee, to allow the Board of Directors to define its position and submit this extraordinary amount to a vote by the Shareholders' Meeting.

The criterion of the variable compensation policy complies with the objectives of the compensation policy in that it is linked to the changes in the Group's operating income and the implementation of specific strategic objectives which, over time, contribute to the company's interest and sustainable development.

To determine the extent to which the performance criteria for variable compensation have been met, the Compensation Committee and the Board of Directors examine the Group's operating income as presented in the consolidated financial statements for the year ended, as approved by the Board of Directors.

The General Manager does not receive a variable multi-year compensation package.

**Extraordinary compensation:** should extraordinary events occur, an extraordinary bonus may be paid to the General Manager; the criteria for and amount of this bonus will be determined by the Board of Directors.

The payment of annual variable compensation and, where applicable, extraordinary compensation allocated in respect of the fiscal year-ended is subject to approval by the Ordinary Shareholders' Meeting of all compensation and benefits paid or awarded to the executive in question in respect of the past fiscal year (individual ex post say on pay).

**Benefits in kind:** the General Manager has use of a company car.

**Compensation for service as a member of the Board of Directors:** the General Manager also receives compensation for his or her office as a member of the Board of Directors, as do all members of the Board of Directors; this compensation is primarily intended to remunerate their role and the attendant responsibilities, and not for attendance at meetings. The budget allocated for Board Member compensation is distributed as described in paragraph 2.6.1.2.

The General Manager, Ms. Valérie Lorentz-Poinsot, signed an agreement with BOIRON, authorized by the Board of Directors meeting of December 13, 2018, to suspend her employment contract for the duration of her term of office, to maintain her service length and include her term as General Manager in her total service length, and to retain her most recent level of compensation as General Manager upon the resumption of her employment contract.

**Employee benefits:** these are commitments related to service awards.

### 2.6.1.1.3 Deputy General Managers

The components of the total compensation and benefits of all kinds that may be allocated to the Deputy General Managers in respect of their corporate office are:

#### In respect of their corporate office

**Fixed compensation:** the Deputy General Managers receive fixed compensation in respect of their terms of office, to which the company's general salary increases are applied on the same dates and at the same rates.

**Compensation for their service as members of the Board of Directors:** the Deputy General Managers also receive compensation in respect of their office as members of the Board of Directors, as do all Board Members; this compensation is primarily intended to remunerate their role and the attendant responsibilities, and not for attendance at meetings. The budget allocated for Board Member compensation is distributed as described in paragraph 2.6.1.2.

## In respect of their employment contracts (components not subject to a vote)

The Deputy General Managers receive fixed and variable compensation and benefits in kind under the terms of their employment contracts, as well as rights pursuant to their employment contracts. All such compensation, rights, and benefits pursuant to their employment contracts fall outside the scope of Articles L22-10-8 and L22-10-34 I of the French Commercial Code. These elements of their compensation are therefore not subject to a vote by the Shareholders' Meeting. However, for completeness, these compensation, benefits and rights are detailed below.

**Fixed compensation:** the Deputy General Managers receive fixed compensation in respect of their employment contracts, under which they perform duties separate from those of their office as Board Members, and to which the company's general salary increases are applied on the same dates and at the same rates.

**Annual variable compensation:** the Deputy General Managers also receive variable compensation exclusively tied to their employment contracts. The criteria used to define the Deputy General Managers' annual variable compensation are based on achievement of the following quantitative financial objectives:

- to be eligible for variable compensation, the Group's operating income must be equal to at least 5% of the Group's sales during the same fiscal year;

### 2.6.1.2 Board Members

The compensation paid to the Members of the Board of Directors, including those representing employees and employee shareholders, as well as that paid to the Audit Committee members and the Compensation Committee members, is primarily to remunerate their role as Board Members and the attendant responsibilities, and not for attendance at meetings.

The members and Chairs of the Board of Directors' committees receive additional compensation. The additional amount allocated may differ by committee, but is identical for all members of each committee. However, the Committee Chairs receive higher additional compensation than that allocated to the committee members.

The annual fixed amount allotted by the Shareholders' Meeting is distributed equally on a prorata temporis basis.

The Board Members do not receive any extraordinary compensation.

Board member remuneration is paid in January of the following year, in accordance with the resolution of the Shareholders' Meeting adopted during the previous year.

- if this condition is met, the Deputy General Managers' variable compensation will be based on a percentage of the Group's operating income for the previous fiscal year; this percentage will be 0.15% if the Group's operating income is less than or equal to €80,000,000, and 0.18% if its operating income exceeds €80,000,000.

It is specified that the Deputy General Managers do not receive multi-year variable compensation.

Variable compensation also includes incentive bonuses awarded under the company profit sharing agreement, mandatory profit sharing bonuses and employer matching for company savings plans (PEE and PERCO savings plans).

**Benefits in kind:** the Deputy General Managers are granted a company car, as well as contributions to a pension and personal protection scheme under their employment contracts.

**Employee benefits:** the Deputy General Managers also benefit from the rights granted under their employment contracts, in the same way as other employees, such as long service awards, and rights under the agreement regarding preparations for retirement and retirement indemnities. These rights arise from the defined post-employment benefits plan and are calculated using the projected units of credit method.

In its eighteenth ordinary resolution, the Ordinary Shareholders' Meeting of May 27, 2021 set the annual compensation of the members of the Board of Directors at €317,000 for the 2021 fiscal year.

The Board of Directors will ask the Shareholders' Meeting of May 19, 2022, to set the new compensation budget to be allocated to the members of the Board of Directors at €325,000 for the 2022 fiscal year.

Finally, the members of the Board who are also company employees, as well as the members of the Board of Directors representing employees and employee shareholders, received fixed and variable compensation under their employment contracts. Their variable compensation includes incentive bonuses attributed under the company profit sharing agreement, mandatory profit sharing bonuses, and employer matching for company savings plans (PEE and PERCO savings plans). They also enjoy the benefit of long service awards, retirement indemnities, and the agreement on preparation for retirement under their employment contracts. These elements of their compensation are linked to their employment contracts and are therefore not subject to a vote by the Shareholders' Meeting.

## 2.6.1.3 Information on the corporate officers' employment and/or service provision contracts with the company and their terms of office

The table below presents any employment or service provision contracts with the company and the notice periods and dismissal or termination conditions that apply to them, as well as the duration of their terms of office.

Corporate Officers	Office(s) held	End of term(s)	Employment contract with the company	Contract for provision of services to the company	Notice period	Conditions for dismissal or termination
<b>Thierry Boiron</b>	Chairman of the Board of Directors Board Member	2023 OSM 2023 OSM	No	No		Revocation of mandates in accordance with the law and case law
<b>Valérie Lorentz-Poinsot</b>	General Manager Board Member	Unlimited term 2023 OSM	No (Employment contract suspended)	No		Revocation of mandates in accordance with the law and case law
<b>Jean-Christophe Baysat</b>	Deputy General Manager	Unlimited term	Yes (Open-ended employment contract for position as Chief Pharmacist and Pharmaceutical Development Director)	No	3 months' notice for employee positions	Revocation of mandates in accordance with the law and case law Termination of employment contract in compliance with the law and case law
<b>Michèle Boiron</b>	Board Member	2023 OSM	No	Yes	Termination of the service provision contract, with 3 months' notice before December 31 each year	Revocation of mandates in accordance with the law and case law
<b>Grégory Walter</b>	Board Member representing shareholder employees	2023 OSM	Yes (Open-ended employment contract for position as a senior pharmaceutical technician)	No	3 months' notice for employee positions	Revocation of mandates in accordance with the law and case law Termination of employment contract in compliance with the law and case law
<b>Anabelle Flory-Boiron</b>	Board Member	2023 OSM	Yes <sup>(1)</sup> (Open-ended employment contract for duties as Director of Public Affairs & Distribution France- General Management Attaché)	No	3 months' notice for employee positions	Revocation of mandates in accordance with the law and case law Termination of employment contract in compliance with the law and case law
<b>Sylvain Mossaz</b>	Board Member representing employees	12/10/2023	Yes (Open-ended employment contract for position as Finance and management application administrator)	No	3 months' notice for employee positions	Revocation of mandates in accordance with the law and case law Termination of employment contract in compliance with the law and case law
<b>Jean-François Hénaux</b>	Board Member representing employees	12/09/2024	Yes (Open-ended employment contract for duties as IT Project Manager)	No	3 months' notice for employee positions	Revocation of mandates in accordance with the law and case law Termination of employment contract in compliance with the law and case law

The terms of the other Board Members' mandates appear in section 2.2.1.

<sup>(1)</sup> Ms. Anabelle Flory-Boiron has not been an employee of the company since December 31, 2021

## 2.6.2 Information on each corporate officer required by Article L.22-10-9 of the French Commercial Code

### (Tenth resolution of the Shareholders' Meeting of May 19, 2022)

The information provided in this section will be submitted to a vote by the next Shareholders' Meeting (tenth resolution of the Shareholders' Meeting of May 19, 2022); in the tables, only the gray shaded columns are subject to a vote (global ex post say on pay).

The amounts due correspond to the amounts allocated for the fiscal year in question.

### 2.6.2.1 Summary tables of the compensation, stock options and shares allocated to each executive corporate officer

The amounts shown in the following tables are expressed in gross compensation amounts and in euros.

The amounts listed as allocated in the tables below are those allocated in respect of the fiscal year in question and those listed as paid are those paid during the fiscal year in question.

Thierry Boiron Chairman of the Board of Directors	2021 fiscal year		2020 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	245,659	245,659	242,638	242,638
Annual variable compensation				
Multi-year variable compensation				
Extraordinary compensation				
Compensation as a Member of the Board of Directors	13,025	13,025	13,025	13,025
Benefits in kind:	4,495	4,495	5,162	5,162
• relating to company car	4,495	4,495	5,162	5,162
• relating to retirement and personal protection scheme				
Valuation of stock options allocated during the year				
Valuation of performance shares allocated during the year				
Valuation of other long-term compensation plans				
<b>TOTAL</b>	<b>263,179</b>	<b>263,179</b>	<b>260,825</b>	<b>260,825</b>
Employee benefits:	19,185		18,689	
• of which preparation for retirement				
• of which retirement indemnities				
• of which long service awards	19,185		18,689	

Valérie Lorentz-Poinsot General Manager	2021 fiscal year		2020 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	372,853	372,853	366,785	366,785
Annual variable compensation	405,420 <sup>(2)</sup>	425,424 <sup>(1)</sup>	425,424	334,573
Multi-year variable compensation				
Extraordinary compensation				
Compensation as a Member of the Board of Directors	13,025	13,025	13,025	13,025
Benefits in kind:	51,613	51,613	74,216	74,216
• relating to company car	6,447	6,447	6,953	6,953
• relating to retirement and personal protection scheme	10,910	10,910	9,208	9,208
• relating to job loss insurance <sup>(3)</sup>	34,256	34,256	58,055	58,055
Valuation of stock options allocated during the year				
Valuation of performance shares allocated during the year				
Valuation of other long-term compensation plans				
<b>TOTAL</b>	<b>842,911</b>	<b>862,915</b>	<b>879,450</b>	<b>788,599</b>
Employee benefits:	47,541		46,137	
• of which preparation for retirement				
• of which retirement indemnities				
• of which long service awards	47,541		46,137	

(1) This amount corresponds to the variable compensation awarded for 2020 and paid in 2021.

Variable compensation awarded in respect of 2020 is based on the achievement of quantitative objectives of a financial nature set out in the compensation policy for the General Manager approved by the Combined Shareholders' Meeting of May 28, 2020, namely:

The payment of variable compensation is conditional on the Group's operating income for fiscal year 2020 reaching at least 5% of the Group's sales for said fiscal year: as the Group's operating income for 2020 restated for non-recurring items (net costs of the Job Preservation Plan recognized in 2020) equaled 13.8% of the Group's 2020 sales, the precondition was met. If this condition is met, the General Manager's variable compensation is based on a percentage of the Group's operating income for fiscal year 2020; this percentage will be 0.50% if the Group's operating income is less than or equal to €50,000,000, 0.60% if the Group's operating income is greater than €50,000,000 and less than or equal to €80,000,000, and 0.70% if its operating income exceeds €80,000,000: the variable compensation awarded to Ms. Valérie Lorentz-Poinsot for 2020 is equal to 0.60% of the Group's operating income achieved in 2020, adjusted for exceptional items (net costs of the Job Preservation Plan recorded in 2020).

The variable compensation awarded in respect of 2020 corresponds to 116% of the fixed compensation allocated and paid during this fiscal year.

This amount corresponds to variable compensation awarded in respect of 2021, which is based on the achievement of quantitative objectives of a financial nature set out in the compensation policy for the General Manager approved by the Combined Shareholders' Meeting of May 27, 2021, namely:

The payment of variable compensation is conditional on the group's operating income for fiscal year 2021 reaching at least 5% of the group's sales for said fiscal year: as the Group's operating income for 2021 restated for non-recurring items (net cost of the Employment Protection Plan and impacts of the pandemic on the Group's business) equaled 13.6% of the Group's 2021 sales, the precondition was met.

If this condition is met, the General Manager's variable compensation is based on a percentage of the Group's operating income for fiscal year 2021; this percentage will be 0.50% if the Group's operating income is less than or equal to €50,000,000, 0.60% if the Group's operating income is greater than €50,000,000 and less than or equal to €80,000,000, and 0.70% if its operating income exceeds €80,000,000: the variable compensation awarded to Ms. Valérie Lorentz-Poinsot for 2021 is equal to 0.60% of the Group's operating income for 2021, adjusted for exceptional items (net costs of the Job Preservation Plan recorded in 2021 and impacts of the pandemic on the Group's business).

The variable compensation awarded in respect of 2021 corresponds to 108.7% of the fixed compensation allocated and paid during this fiscal year.

The payment of annual variable compensation allocated in respect of the 2021 fiscal year is subject to approval by the Shareholders' Meeting of May 19, 2022 of compensation paid during or allocated in respect of the 2021 fiscal year (ex post vote).

(3) An executive job loss insurance policy has been taken out on behalf of Ms. Valérie Lorentz-Poinsot by the company with a private insurer.

Jean-Christophe Bayssat Deputy General Manager	2021 fiscal year		2020 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	30,000 <sup>(1)</sup>	30,000 <sup>(1)</sup>	30,000 <sup>(1)</sup>	30,000 <sup>(1)</sup>
	205,096 <sup>(2)</sup>	205,096 <sup>(2)</sup>	201,642 <sup>(2)</sup>	201,642 <sup>(2)</sup>
Annual variable compensation under an employment contract <sup>(3)</sup>	98,484	128,200	128,200	125,406
Multi-year variable compensation				
Extraordinary compensation				
Benefits in kind:	5,990	5,990	5,573	5,573
• relating to company car	5,640	5,640	5,321	5,321
• relating to retirement and personal protection scheme	350	350	252	252
Valuation of stock options allocated during the year				
Valuation of performance shares allocated during the year				
Valuation of other long-term compensation plans				
<b>TOTAL</b>	<b>339,570</b>	<b>369,286</b>	<b>365,415</b>	<b>362,621</b>
Employee benefits:	628,858		686,034	
• of which preparation for retirement	393,307		415,197	
• of which retirement indemnities	222,725		243,987	
• of which long service awards	12,826		26,850	

(1) Compensation allocated and paid in respect of his corporate office.

(2) Compensation allocated and paid in respect of his employment contract.

(3) The variable compensation is exclusively associated with the employment contract. It is composed (i) of the incentive bonus based on Group operating income, (ii) of incentive bonuses attributed with respect to the company profit sharing agreement, mandatory profit sharing bonuses and employer matching for company savings plans (PEE and PERCO savings plans). The incentive bonuses and mandatory profit-sharing bonuses were provisioned as of December 31 of year N-1 (for amounts due) or distributed during the applicable period (for amounts paid).

The variable compensation awarded in respect of 2020 corresponds to 55.2% of the fixed compensation allocated in respect of and paid during this fiscal year.

The variable compensation in respect of 2021 corresponds to 41.9% of the fixed compensation allocated and paid during this fiscal year.

## 2.6.2.2 Summary of the compensation, stock options and shares allocated to the executive corporate officers

Executive corporate officers	Employment contract	Supplemental retirement plan	Compensation or benefits due or likely to be due following termination or change of functions	Compensation for a non-compete clause
<b>Thierry Boiron</b> Chairman of the Board of Directors 05/19/2011 <sup>(1)</sup> OSM 2023 <sup>(2)</sup>	No	Yes <sup>(3)</sup>	No	No
<b>Valérie Lorentz-Poinsot</b> General Manager 01/01/2019 <sup>(1)</sup> Undetermined <sup>(2)</sup>	No <sup>(6)</sup>	Yes <sup>(3)</sup>	No <sup>(7)</sup>	No
<b>Jean-Christophe Bayssat</b> Deputy General Manager 12/16/2015 <sup>(1)</sup> Undetermined <sup>(2)</sup>	Yes <sup>(8)</sup>	Yes <sup>(4)</sup>	Yes <sup>(5)</sup>	No

(1) Corresponds to date of initial appointment or the beginning of the current term of office.

(2) Corresponds to date of end of current term of office.

(3) Employer contribution to supplemental defined-contribution retirement benefits according to Article 83 of the French Tax Code. Executive corporate officers do not receive any other specific retirement benefits.

(4) Employer contribution related to supplemental defined-contribution retirement benefits according to Article 83 of the French General Tax Code and employer matching for the company savings (PEE) and retirement saving (PERCO) plans.

(5) Amount corresponding to Retirement Indemnities and the Agreement on Preparation for Retirement related to the employment contracts, from which the Deputy General Managers benefit without condition, as do all company staff under the terms of their employment contracts (see Note 2.9.1 in the notes to the consolidated financial statements).

(6) Ms. Valérie Lorentz-Poinsot's employment contract has been suspended in light of her appointment as General Manager.

(7) Ms. Valérie Lorentz-Poinsot benefits from the payment of premiums for a GSC-type executive job loss insurance policy.

(8) Mr. Jean-Christophe Bayssat's employment contract covers unique aspects of his office. Under his employment contract, Mr. Jean-Christophe Bayssat benefits from end-of-career benefits pursuant to Articles 37 and 38 of the "Pharmaceutical Industries" collective agreement applicable to the company.

## 2.6.2.3 Equity ratio table

in euros	2021	2020	2019	2018	2017
<b>Company performance</b>					
Net income (Group share)	28,555,482	26,208,858	40,629,797	57,459,133	78,242,826
Change compared to previous year	9%	-35%	-29%	-27%	1%
<b>Employee compensation</b>					
Mean employee compensation <sup>(1)</sup> excluding corporate officers	47,462	46,644	48,915	48,187	48,446
Change compared to previous year	2%	-5%	2%	-1%	-1%
Median employee compensation <sup>(1)</sup> excluding corporate officers	40,833	40,087	41,727	41,004	41,126
Change compared to previous year	2%	-4%	2%	0%	0%
<b>Chairman of the Board of Directors</b>					
Compensation of Thierry Boiron <sup>(3)</sup>	263,179	260,825	258,174	255,383	251,661
Change compared to previous year	1%	1%	1%	1%	16%
Ratio to mean employee compensation <sup>(4)</sup>	6	6	5	5	5
Change compared to previous year	-1%	6%	0%	2%	17%
Ratio to median employee compensation <sup>(5)</sup>	6	7	6	6	6
Change compared to previous year	-1%	5%	-1%	2%	17%
<b>General Manager<sup>(2)</sup></b>					
Compensation of Christian Boiron <sup>(3)</sup>	N/A	N/A	N/A	958,006	888,759
Compensation of Valérie Lorentz-Poinsot <sup>(3)</sup>	862,915	788,599	868,413		
Change compared to previous year	9%	-9%	-9%	8%	4%
Ratio to mean employee compensation <sup>(4)</sup>	18	17	18	20	18
Change compared to previous year	8%	-5%	-11%	8%	5%
Ratio to median employee compensation <sup>(5)</sup>	21	20	21	23	22
Change compared to previous year	7%	-5%	-11%	8%	5%
<b>Deputy General Manager</b>					
Compensation of Valérie Lorentz-Poinsot <sup>(2) (3)</sup>	N/A	N/A	N/A	808,019	620,104
Change compared to previous year				30%	5%
Ratio to mean employee compensation <sup>(4)</sup>				17	13
Change compared to previous year				31%	6%
Ratio to median employee compensation <sup>(5)</sup>				20	15
Change compared to previous year				31%	5%
<b>Deputy General Manager</b>					
Compensation of Jean-Christophe Bayssat <sup>(3)</sup>	369,286	362,621	431,007	468,531	441,544
Change compared to previous year	2%	-16%	-8%	6%	20%
Ratio to mean employee compensation <sup>(4)</sup>	8	8	9	10	9
Change compared to previous year	0%	-12%	-9%	7%	21%
Ratio to median employee compensation <sup>(5)</sup>	9	9	10	11	11
Change compared to previous year	0%	-12%	-10%	6%	21%

(1) This refers to compensation on a full-time equivalent basis for the company's employees, including amounts paid in respect of allocations under the company's profit-sharing agreement, statutory profit-sharing and the contribution to the PEE and PERCO plans. The change therefore takes these amounts into account.

(2) Ms. Valérie Lorentz-Poinsot was appointed General Manager on January 1, 2019, replacing Mr. Christian Boiron. Since January 1, 2019, there has therefore been only one Deputy General Manager, Mr. Jean-Christophe Bayssat.

(3) The items of compensation disclosed are compensation allocated and paid in respect of this office and in respect of the year in question, as well as any compensation paid by the company that falls within the consolidation scope (fixed and variable compensation and benefits in kind).

(4) The ratio corresponds to the relationship between the executive's compensation and the average compensation of the company's employees.

(5) The ratio corresponds to the relationship between the executive's compensation and the median compensation of the company's employees.

## 2.6.2.4 Compensation received by the non-executive corporate officers

The amounts presented in the following table are expressed in euros.

Non-executive corporate officers	Amounts allocated <sup>(1)</sup> in respect of the 2021 fiscal year	Amounts paid <sup>(1)</sup> in respect of the 2021 fiscal year	Amounts allocated <sup>(1)</sup> in respect of the 2020 fiscal year	Amounts paid <sup>(1)</sup> in respect of the 2020 fiscal year
<b>Christian Boiron<sup>(2)</sup></b>				
Compensation for service as a Member of the Board of Directors		3,488	3,488	13,025
<b>Jacky Abécassis</b>				
Compensation for service as a Member of the Board of Directors	16,219	15,608	15,608	13,025
<b>Michèle Boiron</b>				
Compensation for service as a Member of the Board of Directors	13,025	13,025	13,025	13,025
Other compensation <sup>(3)</sup>		12,351		20,394
<b>Michel Bouissou</b>				
Compensation for service as a Member of the Board of Directors	45,631	45,631	45,631	45,631
<b>Christine Boyer-Boiron</b>				
Compensation for service as a Member of the Board of Directors	13,025	13,025	13,025	13,025
<b>Jean-Pierre Boyer</b>				
Compensation for service as a Member of the Board of Directors	20,574	31,770	31,770	31,770
<b>Stéphanie Chesnot</b>				
Compensation for service as a Member of the Board of Directors	31,770	31,770	31,770	31,770
<b>Bruno Grange</b>				
Compensation for service as a Member of the Board of Directors	16,219	16,219	16,219	16,219
<b>Virginie Heurtaut</b>				
Compensation for service as a Member of the Board of Directors	31,770	28,185	28,185	13,025
<b>Philippe Brun<sup>(5)</sup></b>				
Compensation for service as a Member of the Board of Directors	20,978			
<b>Anne Borfiga<sup>(5)</sup></b>				
Compensation for service as a Member of the Board of Directors	19,062			
<b>Grégory Walter<sup>(6)</sup></b>				
Compensation for service as a Member of the Board of Directors	13,025	13,025	13,025	13,025
Other compensation <sup>(4)</sup>	42,008	43,038	42,059	42,903
<b>Christine Boutin<sup>(7)</sup></b>				
Compensation for service as a Member of the Board of Directors	5,246	13,025	13,025	13,025
Other compensation <sup>(4)</sup>	80,751	82,773	79,667	81,238
<b>Anabelle Flory-Boiron<sup>(8)</sup></b>				
Compensation for service as a Member of the Board of Directors	13,025	7,758	7,758	
Other compensation <sup>(4)</sup>	371,933	376,650	201,651	203,031
<b>Laurence Boiron</b>				
Compensation for service as a Member of the Board of Directors	13,025	7,758	7,758	
<b>Sylvain Mossaz<sup>(9)</sup></b>				
Compensation for service as a Member of the Board of Directors	13,025	534	534	
Other compensation <sup>(4)</sup>	67,640	69,433	68,464	69,574
<b>Aurore Serral<sup>(10)</sup></b>				
Compensation for service as a Member of the Board of Directors	4,389			
Other compensation <sup>(4)</sup>	66,974	69,151		
<b>Jean-François Hénaux<sup>(11)</sup></b>				
Compensation for service as a Member of the Board of Directors	821			
Other compensation <sup>(4)</sup>	66,781	68,561		
<b>TOTAL</b>	<b>986,916</b>	<b>962,777</b>	<b>632,662</b>	<b>633,705</b>

(1) Compensation in respect of a corporate office allocated in respect of a given year (year N) is paid at the beginning of the following year (year N+1).

(2) Mr. Christian Boiron ended his term as Board member on April 7, 2020.

(3) This compensation essentially consists of fees invoiced under a regulated agreement on consulting and assistance services for the development of homeopathy (see the Statutory Auditors' special report on regulated agreements). The amounts paid in 2021 amounted to €12,351 including tax, versus €20,394 including tax in 2020. The remainder comprises royalties collected by Michèle Boiron.

(4) This compensation consists of fixed and variable components under the employment contract. It includes payments made under the company profit sharing agreement, mandatory profit sharing bonuses and employer matching for the company PEE and PERCO savings plans paid during the fiscal year in question.

(5) Ms. Anne Borfiga and Mr. Philippe Brun have served as Directors since the Combined General Meeting of May 27, 2021.

(6) Mr. Grégory Walter, as an employee of the company, enjoys the benefit of long service awards, retirement indemnities, and the agreement on preparation for retirement. These benefits amounted to €35,352 as of December 31, 2021.

(7) Ms. Christine Boutin served as the Board member representing employees between June 21, 2018 and June 21, 2021. As an employee of the company, she enjoys the benefit of long service awards, Retirement Indemnities, and the Agreement on Preparation for Retirement. These benefits amounted to €118,145 as of December 31, 2021.

(8) Ms. Anabelle Flory-Boiron was appointed as a Board member by the Combined Shareholders' Meeting of May 28, 2020. She was a company employee until December 31, 2021.

(9) Mr. Sylvain Mossaz, as an employee of the company, enjoys the benefit of long service awards, retirement indemnities, and the agreement on preparation for retirement. These benefits amounted to €51,297 as of December 31, 2021.

(10) Ms. Aurore Serral served as the Board member representing employees between June 21, 2021 and October 21, 2021, the date on which she resigned from her position as an employee of the company.

(11) Mr. Jean-François Hénaux has held the position of Board member representing the employees since December 9, 2021. As an employee of the company, he enjoys the benefit of long service awards, retirement indemnities, and the agreement on preparation for retirement. These benefits amounted to €88,544 as of December 31, 2021.

## 2.6.3 Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during or allocated in respect of the 2021 fiscal year to the executive corporate officers

(Eleventh resolution, twelfth resolution and thirteenth resolution of the Shareholders' Meeting of May 19, 2022)

### 2.6.3.1 Compensation for fiscal year 2021 due or paid to Mr. Thierry Boiron, Chairman of the Board of Directors, during or in respect of the 2019 fiscal year, in respect of his term of office

(Eleventh resolution of the Shareholders' Meeting of May 19, 2022)

Items of compensation	2021 fiscal year	
	Amounts allocated	Amounts paid
Fixed compensation <sup>(1)</sup>	245,659	245,659
Compensation for service as a Member of the Board of Directors	13,025	13,025
Book value of benefits-in-kind	4,495 <sup>(2)</sup>	4,495 <sup>(2)</sup>
<b>TOTAL</b>	<b>263,179</b>	<b>263,179</b>

(1) Amount allocated in respect of year N and paid in year N.

(2) Benefit in kind: company car.

## 2.6.3.2 Compensation for fiscal year 2021 due or paid to Ms. Valérie Lorentz-Poinsot, General Manager, in respect of her term of office

(Twelfth resolution of the Shareholders' Meeting of May 19, 2022)

Items of compensation	2021 fiscal year	
	Amounts allocated	Amounts paid
Fixed compensation <sup>(1)</sup>	372,853	372,853
Annual variable compensation	405,420 <sup>(3)</sup>	425,424 <sup>(2)</sup>
Compensation for service as a Member of the Board of Directors	13,025	13,025
Book value of benefits-in-kind:	51,613	51,613
• relating to company car	6,447 <sup>(4)</sup>	6,447 <sup>(4)</sup>
• relating to retirement and personal protection scheme	10,910 <sup>(5)</sup>	10,910 <sup>(5)</sup>
• relating to job loss insurance	34,256 <sup>(6)</sup>	34,256 <sup>(6)</sup>
<b>TOTAL</b>	<b>842,911</b>	<b>862,915</b>

(1) Amount allocated in respect of year N and paid in year N.

(2) Variable compensation awarded in respect of 2020 and paid in 2021 in accordance with the ex-post vote of the Combined General Meeting of May 27, 2021 was based on the achievement of quantitative objectives of a financial nature set out in the compensation policy for the General Manager approved by the Combined Shareholders' Meeting of May 28, 2020, namely:

• The payment of variable compensation was conditional on the Group's operating income for fiscal year 2020 reaching at least 5% of the group's sales for said fiscal year: as the group's operating income for 2020 restated for non-recurring items (net cost of the Employment Preservation Plan) equaled 13.8% of the Group's 2020 sales, the precondition was met.

• If this condition was met, the General Manager's variable compensation was based on a percentage of the Group's operating income for fiscal year 2020; this percentage is 0.50% if the Group's operating income was less than or equal to €50,000,000; 0.60% if the Group's operating income was greater than €50,000,000 and less than or equal to €80,000,000, and 0.70% if its operating income exceeded €80,000,000: the variable compensation awarded to Ms. Valérie Lorentz-Poinsot for 2020 is equal to 0.60% of the Group's operating income achieved in 2020 adjusted for exceptional items (net costs of the Job Preservation Plan recorded in 2020). The variable compensation awarded to Ms. Valérie Lorentz-Poinsot in respect of 2020 corresponds to 116% of the fixed compensation allocated and paid during this fiscal year.

(3) Variable compensation awarded in respect of 2021 is based on the achievement of quantitative objectives of a financial nature set out in the compensation policy for the General Manager approved by the Combined Shareholders' Meeting of May 27, 2021, namely:

• The payment of variable compensation is conditional on the Group's operating income for fiscal year 2021 reaching at least 5% of the Group's sales for said fiscal year: as the Group's operating income for 2021 restated for non-recurring items (net cost of the Employment Protection Plan and impacts of the pandemic on the company's business) equaled 13.6% of the Group's 2021 sales, the precondition was met.

• If this condition is met, the General Manager's variable compensation is based on a percentage of the Group's operating income for fiscal year 2021; this percentage will be 0.50% if the Group's operating income is less than or equal to €50,000,000, 0.60% if the Group's operating income is greater than €50,000,000 and less than or equal to €80,000,000, and 0.70% if its operating income exceeds €80,000,000: the variable compensation awarded to Ms. Valérie Lorentz-Poinsot for 2021 is equal to 0.60% of the Group's operating income for 2021, adjusted for exceptional items (net costs of the Job Preservation Plan recorded in 2021 and impacts of the pandemic on the Group's business). The variable compensation awarded to Ms. Valérie Lorentz-Poinsot in respect of 2021 corresponds to 108.7% of the fixed compensation allocated and paid during this fiscal year.

The payment of annual variable compensation allocated in respect of the 2021 fiscal year is subject to approval by the Shareholders' Meeting of May 19, 2022 of compensation paid during or allocated in respect of the 2021 fiscal year (ex post vote).

(4) Benefit in kind: company car.

(5) Benefit in kind: provident pension scheme.

(6) Benefit in kind: job loss insurance.

## 2.6.3.3 Compensation for fiscal year 2021 due or paid to Mr. Jean-Christophe Bayssat, Deputy General Manager, in respect of his term of office

(Thirteenth resolution of the Shareholders' Meeting of May 19, 2022)

Items of compensation	2021 fiscal year	
	Amounts allocated	Amounts paid
Fixed compensation <sup>(1)</sup>	30,000	30,000
Annual variable compensation <sup>(2)</sup>	-	-
Book value of benefits-in-kind <sup>(2)</sup>	-	-
<b>TOTAL</b>	<b>30,000</b>	<b>30,000</b>

(1) Amount allocated in respect of year N and paid in year N.

(2) The variable compensation and benefits in kind received by Mr. Jean-Christophe Bayssat relate exclusively to his employment contract.

## 2.6.4 Grants of stock options and performance shares

Stock options granted during the year to each executive corporate officer by the issuer and by any group company	NONE
Stock options exercised during the year by each executive corporate officer	NONE
Performance shares allocated to each corporate officer	NONE
Performance shares vested to each corporate officer	NONE
History of attribution of stock options	NONE
Stock options granted to the first ten non-corporate officer beneficiary employees and options exercised by them	NONE

## 2.6.5 Participation of shareholders at Shareholders' Meetings

The procedures for shareholder participation at Shareholders' Meetings are set out in Articles 29 to 33 of the Articles of Association (aside from any exceptional legal and regulatory provisions relating to the health crisis).



# 3 2021 PERFORMANCE AND OUTLOOK

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## 3.1 GROUP FINANCIAL PERFORMANCE

### 3.1.1 Group sales

The criterion used for the allocation of sales, shown below, is sales by geographic destination, as reported in the financial disclosures and press releases related to sales. The criteria used to allocate assets employed to achieve sales are used for segment reporting in the notes to the consolidated financial statements.

Sales (en milliers d'euros)	2021	2020	Change at current exchange rates	Change at constant exchange rates
<b>France</b>	<b>238,506</b>	<b>278,062</b>	<b>-14.2%</b>	
Mainland France	228,840	270,487	-15.4%	
Caribbean	4,634	3,720	+24.6%	
Réunion	2,969	2,764	+7.4%	
Others France	2,063	1,091	+89.1%	
<b>Europe (excluding France)</b>	<b>115,401</b>	<b>115,371</b>	<b>+0.0%</b>	<b>+1.0%</b>
Italy	31,315	33,950	-7.8%	
Russia	15,803	15,146	+4.3%	+10.1%
Belgium	15,329	12,328	+24.3%	
Spain	13,421	14,157	-5.2%	
Romania	8,090	8,075	+0.2%	+1.9%
Poland	6,650	6,140	+8.3%	+11.3%
Bulgaria	5,426	5,549	-2.2%	
Czech Republic	5,116	4,719	+8.4%	+5.1%
Portugal	4,584	3,662	+25.2%	
Switzerland	2,885	3,740	-22.9%	-22.1%
Slovakia	2,409	2,286	+5.4%	
Hungary	1,864	2,228	-16.3%	-14.6%
Others Europe	2,509	3,391	-26.0%	
<b>North America</b>	<b>83,850</b>	<b>100,753</b>	<b>-16.8%</b>	<b>-14.4%</b>
USA	73,135	91,017	-19.6%	-16.7%
Canada	10,715	9,736	+10.1%	+6.7%
<b>Other countries</b>	<b>17,444</b>	<b>19,395</b>	<b>-10.1%</b>	<b>-7.5%</b>
Tunisia	5,148	5,842	-11.9%	
Brazil	5,449	5,190	+5.0%	+13.2%
Hong Kong / China	3,258	3,125	+4.3%	+5.1%
Colombia	1,053	1,080	-2.5%	-1.0%
Taiwan	339	998	-66.0%	-65.6%
India	509	431	+18.1%	+22.3%
Others	1,688	2,729	-38.1%	
<b>BOIRON GROUP</b>	<b>455,201</b>	<b>513,582</b>	<b>-11.4%</b>	<b>-10.6%</b>

Sales (en milliers d'euros)	Non-proprietary homeopathic medicines 2021	Non-proprietary homeopathic medicines 2020	Change at current exchange rates	OTC Specialties 2021	OTC Specialties 2020	Change at current exchange rates
<b>BOIRON GROUP</b>	<b>194,967</b>	<b>229,873</b>	<b>-15.2%</b>	<b>258,100</b>	<b>282,632</b>	<b>-8.7%</b>
France*	135,677	174,202	-22.1%	101,301	103,236	-1.9%
Europe (excluding France)	32,253	31,045	+3.9%	83,022	84,287	-1.5%
North America	24,526	21,968	+11.6%	59,226	78,715	-24.8%
Other countries	2,511	2,658	-5.5%	14,551	16,394	-11.2%

\*Mainland and overseas departments and territories

**Group sales** amounted to €455,201 thousand in 2021, down 11.4% compared to 2020. This decrease was due to a 19.8% drop in volumes, and a negative exchange rate effect (-0.8%), offset by an increase in sale prices (+9.2%):

- The impact of the decline in sales volumes was -€101,708 thousand, mainly in mainland France (down €82,145 thousand) on non-proprietary homeopathic medicines, linked to the delisting of homeopathy from French health insurance, but also on specialties overall, impacted by the health crisis. A decline was also recorded in the United States, Italy and Spain due to a challenging basis for comparison in 2020 in Oscillococtinum<sup>®</sup>, and no winter illnesses in 2021. Conversely, sales increased in Belgium and Portugal, mainly in COVID tests, and in Brazil, Russia and Canada, mainly in specialties.
- The negative exchange rate effect amounted to €3,983 thousand, mainly due to the weakening of the US Dollar (-€2,707 thousand), the Russian ruble (-€877 thousand), and the Brazilian real (€-424 thousand). At constant exchange rates, the Group's sales were down 10.6%.
- The increase in prices (+€47,311 thousand) was mainly recorded in mainland France (+€40,498 thousand) for non-proprietary homeopathic medicines, following the change in sales policy due to the delisting from French health insurance, as well as in Russia, Romania and the United States, for specialties.

**In France**, in an environment weakened by the health crisis and the delisting of homeopathy from French health insurance on January 1, 2021, sales fell by €39,556 thousand (-14.2%). Sales of non-proprietary homeopathic medicines decreased by 22.1%. Specialties' sales decreased by 1.9%, with particularly significant declines in Oscillococtinum<sup>®</sup>, and other winter specialties. Conversely, an increase was recorded due to product launches in 2021 (+€30,890 thousand), mainly on COVID tests, HoméoPacks, Storinyl<sup>®</sup>, Arnitrosium<sup>®</sup>, Canephron<sup>®</sup>, Osmobiotic<sup>®</sup> immuno and Dermoplasmine<sup>®</sup>.

**In the "Europe (excluding France)" region**, the 1.5% decrease in specialties was offset by a 3.9% increase in non-proprietary homeopathic medicines. At constant exchange rates, this region rose 1.0%:

- Sales increased in Belgium (+24.3%) and Portugal (+25.2%), mainly due to the sale of COVID tests. This increase was offset by the decline in sales of Oscillococtinum<sup>®</sup> in the same countries,
- In Russia, sales were up 10.1% mainly in Camilia<sup>®</sup>, HomévoX<sup>®</sup> and Stodal<sup>®</sup>, offset by the decline in Oscillococtinum<sup>®</sup>,
- In Poland, business increased 11.3% in non-proprietary homeopathic medicines and in Camilia<sup>®</sup>, HomévoX<sup>®</sup> and Stodal<sup>®</sup>, offset by the decline in Oscillococtinum<sup>®</sup>,
- These sales increases were offset by decreases in Italy (-7.8%), Switzerland (-22.1%), Spain (-5.2%) and Lithuania (-67.2%) mainly in relation to Oscillococtinum<sup>®</sup>.

**In North America**, sales fell 16.8%. At constant exchange rates, this region fell 14.4%:

- Sales in the United States were down 16.7%, mainly due to a challenging basis for comparison linked to the strong flu epidemic and the health crisis in 2020, despite an increase in the fourth quarter of 2021 (+36.7%). The decrease mainly relates to Oscillococtinum<sup>®</sup> (-61.6%), partially offset by an increase in non-proprietary homeopathic medicines (+15.7%) and almost all other specialties (+9.7%).
- Sales in Canada were up 6.7%: sales of non-proprietary homeopathic medicines increased by 8.8% and specialties by 5.9%, mainly Arnica (+29.6%), Coryzalia<sup>®</sup> (+18.9%) and Camilia<sup>®</sup> (+11.0%), offset by a decline in Oscillococtinum<sup>®</sup> (-54.4%).

**In "Other countries"**, sales fell 10.1%. At constant exchange rates, this region fell 7.5% and primarily relates to Taiwan (-65.6%, mainly in Oscillococtinum<sup>®</sup> and Calendula<sup>®</sup> cream), Tunisia (-11.9%, mainly in Oscillococtinum<sup>®</sup>), Ecuador, Morocco and South Africa, also in Oscillococtinum<sup>®</sup>. Conversely, sales in Brazil rose 13.2% primarily in Camilia<sup>®</sup>, Sédatif PC<sup>®</sup> and Cocyntal<sup>®</sup>, offset by a decline in Oscillococtinum<sup>®</sup> (in connection with the base effect due to the health crisis in 2020), however this increase at constant exchange rates was largely absorbed by a negative exchange rate effect.

## 3.1.2 Group financial position

(in thousands of euros)	2021	2020	Change <sup>(1)</sup>
Sales	455,201	513,582	-11.4%
Operating income	46,842	38,185	+22.7%
Net income – Group share	28,556	26,209	+9.0%
Cash flow <sup>(2)</sup>	55,639	104,944	-47.0%
Net investments	11,921	19,336	-38.3%
Net cash	234,082	234,313	-0.1%

(1) -10.6% at constant exchange rates.

(2) Before cash income, financing costs and taxes.

### 3.1.2.1 Group profit and loss statement

The Group's **operating income** amounted to €46,842 thousand, compared to €38,185 thousand in 2020. It represented 10.3% of sales, versus 7.4% in 2020. It benefited from the 2020 reorganization plan, significant savings on

operating expenses and the sale of certain sites. Nevertheless, it was significantly impacted by the decline in sales.

Before taking the reorganization into account, operating income in 2021 amounted to €48,132 thousand, compared to €70,904 thousand in 2020, down €22,772 thousand:

(in thousands of euros)	2021	2020
<b>Operating income</b>	<b>46,842</b>	<b>38,185</b>
<b>Net impact of the reorganization</b>	<b>(1,290)</b>	<b>(32,719)</b>
<b>Operating income before net impact of reorganization</b>	<b>48,132</b>	<b>70,904</b>
As a % of sales	10.6%	13.8%

**Industrial production costs** amounted to €127,579 thousand compared to €118,841 thousand in 2020, an increase of 7.4%. As such, the gross margin fell by €67,120 thousand, representing 72.0% of sales, versus 76.9% in 2020. This decrease is linked to changes in the product mix and the proportion of fixed production costs.

**Preparation and distribution costs** decreased by 23.7% and amounted to €84,933 thousand. These savings were mainly concentrated in France (down €24,895 thousand) with:

- a €13,199 thousand decrease in personnel costs (including incentive schemes and profit-sharing) following the closure of twelve sites in the first half of 2021, as provided for in the reorganization plan initiated in 2020. Group headcount devoted to this activity was 711, as opposed to 1,135 at the end of 2020,
- the decrease in taxes (-€7,841 thousand) due to the delisting of homeopathic medicines from French health insurance as of January 1, 2021 and the decrease in the Territorial Economic Contribution (Contribution Economique Territoriale in French) as part of local tax reforms,
- the decrease in costs of goods (-€1,197 thousand) in line with the decline in business,
- the decline in outsourced services (-€907 thousand), including lower fees for transport services (following the decrease in business and the change in the organization of delivery round in France) and the site maintenance costs, in connection with their closure.

**Promotion costs** amounted to €127,862 thousand, down 3.9% from €132,985 thousand in 2020, mainly due to:

- the decrease in advertising expenses and outsourced services (-€6,454 thousand), at most companies, due to the cancellation or postponement of advertising campaigns and promotional events due to lower levels of illnesses, the cost cutting program undertaken by the Group and the digitalization of events and promotional tools,
- an increase in travel expenses (+€1,036 thousand), particularly in France, Italy and Spain, following the numerous lockdowns in 2020,
- an increase in personnel costs (including incentive schemes and profit-sharing) of €963 thousand, mainly in France (impact in 2020 of short-time working and sick leave due to the pandemic), partially offset by savings in Russia due to the reduction in the workforce.

**Research costs** amounted to €2,988 thousand, down 15.0% from €3,516 thousand in 2020, due to a challenging basis for comparison relating to the launch of new study in France and Russia in 2020.

**Regulatory affairs costs** were down 4.5% and came to €10,669 thousand. This decrease is mainly due to the decline in outsourced services costs in France (-€573 thousand) with a decrease in regulatory filing fees.

**Support function costs** fell by 5.5% to €63,744 thousand, down from €67,429 thousand in 2020. This was due to:

- a decrease in outsourced services of €2,126 thousand, mainly in France on maintenance costs and support fees, and in the US and Canada thanks to savings on legal fees,
- a decrease in personnel costs (including incentive schemes and profit-sharing) of €2,092 thousand, mainly in France, following the transfer of services between business activities, and the decrease in severance pay, profit-sharing and incentive scheme payments.

**Other operating revenue** amounted to €12,560 thousand compared to €30,667 thousand in 2020. This mainly includes:

- capital gains on the sale of eight sites (€8,426 thousand), seven of which were closed as a result of the reorganization,
- the research tax credit in France (€1,226 thousand versus €1,263 thousand in 2020),
- a subsidy received by the American subsidiary for retaining staff during the health crisis despite a sharp decline in business between 2019 (pre-COVID-19) and 2021 (€828 thousand)
- foreign exchange gain on operating transactions (€678 thousand).
- an additional reversal of provision of €437 thousand in respect of the reduction in employee benefits as a result of the reorganization,

In 2020, this mainly included:

- a reversal of provision of €25,995 thousand in respect of the reduction in employee benefits as a result of the reorganization in France,
- the capital gain on the sale of the Francheville site in the Rhône region in France (€1,588 thousand),

**Other operating expenses** totaled €3,145 thousand compared to €60,815 thousand in 2020. This mainly includes:

- internal reclassification and other expenses relating to the reorganization, which could not be provisioned in 2020 under accounting standards (€1,727 thousand),
- the exchange loss on derivatives instruments (€430 thousand),

In 2020, this included:

- costs relating to all support measures for employees affected by the reorganization in France (€57,732 thousand),
- foreign exchange losses on operating transactions (€1,848 thousand).

**Cash revenue** amounted to €590 thousand in 2021 versus €459 thousand in 2020 and mainly relates to income from financial investments in France and Russia.

**Financing expenses** amounted to €359 thousand and were stable compared to 2020; they mainly concern interest expenses on rental liabilities.

**Other financial income and expenses** amounted to a net expense of €960 thousand versus €1,079 thousand in 2020. They mainly comprise the expense related to the decrease over time of the impact of the interest cost related to employee benefits (€542 thousand, compared to €1,120 thousand in 2020) and financial exchange losses, mainly in the US dollar (-137 thousand versus -€184 thousand in 2020).

The **effective tax rate** amounted to 38.1%, versus 29.6% in 2020. This increase was due to the impact of the change in the applicable tax rate in France on the deferred tax estimate (25.83% applicable from 2022).

**Net income (Group share)** amounted to €28,556 thousand, versus €26,209 thousand in 2020. Earnings per share amounted to €1.63 in 2021, up from €1.50 in 2020.

### 3.1.2.2 Consolidated cash flow

Group net cash amounted to €234,082 thousand at 2021 year-end, compared to €234,313 thousand in 2020.

The change in cash (including the impact of fluctuations in foreign currencies) amounted to a decrease of €231 thousand in 2021, compared to an increase of €26,356 thousand in 2020.

**Cash flow from operating activities** amounted to €33,317 thousand in 2021, compared to €68,268 thousand in 2020, down €34,951 thousand. Excluding the impact of the reorganization, operating cash flow would be €48,827 thousand, a decrease of €19,441 thousand. This change was due to:

- The decrease in free cash flow (-€49,305 thousand): €15,510 thousand was disbursed in 2021 as part of the reorganization. Excluding this impact, free cash flow fell by €33,795 thousand, in line with the decline in profitability, impacting cash. It represented 12.2% of sales, versus 20.4% in 2020.
- The decrease in taxes paid (-€16,617 thousand), primarily due to a decrease in advance payments in 2021 in France (-€6,616 thousand) and in the US (-€2,328 thousand) and a base effect relating to the settlement by BOIRON parent company in 2020 of the 2018 tax audit adjustment (-€7,693 thousand).
- The decreased change in working capital (€2,263 thousand). In 2021, the increase in working capital had a negative impact on cash in the amount of €18,018 thousand, mainly due to:
  - a decrease in inventories (-€1,255 thousand) mainly in the United States for all products, offset by the increase in industrial price costs and the increase in inventories at BOIRON parent company, particularly for COVID tests and other outsourced products,
  - an increase in accounts receivables (€6,578 thousand) due to the increase in business at the end of the year, particularly in the United States, Romania, Brazil, Belgium and the Czech Republic. Conversely, receivables declined in France and Russia due to lower sales in December,
  - an increase in accounts payables (€4,941 thousand) primarily in France, due to the increase in orders for outsourced products (COVID tests and Canephron®),
  - a €7,243 thousand decrease in social security payables in France, mainly on profit-sharing and incentive scheme liabilities (in connection with the decrease in profitability),
  - the decrease in accounts receivables credit in the United States of €3,515 thousand in connection with the decline in business in 2021,
  - an increase in advance payments in France of €8,280 thousand, mainly for COVID test suppliers.

**Cash flows related to investment activities** resulted in a net outflow of €11,921 thousand, compared to €19,336 thousand in 2020. The €7,415 thousand decrease mainly related to investments in tangible and intangible fixed assets. In 2021, cash flows mainly related to:

- Acquisitions of tangible fixed assets amounting to €10,988 thousand:
  - in France, at the Messimy site: investment in equipment and reorganization of production, transfer of production from the Montrichard site, which was closed at the end of 2021, and the renovation of administrative buildings,
  - renovation and construction works of the new head office in Spain.
- The sale of eight sites for €10,945 thousand, seven of which were closed in 2021 as part of the reorganization in France.
- €9,288 thousand in investments in intangible fixed assets in France related to Group IT projects: the SYMPHONY project (CRM), the creation of a business website for doctors and pharmacists, the ongoing implementation of serialization in Russia and various investments to modernize IT equipment.
- Acquisition of financial investments in the amount of €1,853 thousand include calls for funds or new FCPI (Fonds Commun de Placement dans l'Innovation) investment securities.

**Cash flows from financing activities** resulted in a net outflow of €21,995 thousand, compared to €21,522 thousand in 2020. This mainly includes:

- dividend payments of €16,643 thousand (compared to €18,380 thousand in 2020),
- the change in rental liabilities and related interest of €4,732 thousand, resulting from the application of IFRS 16 standard on real estate and vehicle leases,
- the payment of the frozen employee profit-sharing liability in France for €1,171 thousand.

No share purchase outside the liquidity contract was carried out in 2021, as in 2020.

### 3.1.2.3 Consolidated balance sheet

The **balance sheet** totaled €770,700 thousand at 2021 year-end, versus €781,821 thousand at the end of 2020, down €11,121 thousand.

**Under assets**, the main points to note are:

- the increase in other current assets (+€7,262 thousand) and investments (+€1,566 thousand) as well as the decrease in income tax receivables (-€5,803 thousand) (discussed above in the consolidated cash flow section),
- the change in deferred tax assets (-€13,814 thousand) mainly on BOIRON parent company's employee benefit obligations, in connection with the increase in the discount rate, the impact of the change in the tax rate in France and IFRIC decision on revised IAS19 standard, as of January 1, 2021, which resulted in a reduction in retirement benefits,
- the decrease in tangible fixed assets (-€12,022 thousand), with amortization, depreciation, net impairment and sales of assets exceeding annual investments,
- the increase in accounts receivables (+€8,420 thousand) including positive currency translation adjustments of +€1,842 thousand, mainly in Russia, the United States and Brazil (the operational change in receivables is discussed above in the consolidated cash flow section).

**Under liabilities**, the following should be noted:

- the increase in accounts payables (+€5,979 thousand) and the decrease in other current liabilities (-€9,826 thousand) (as described above in the consolidated cash flow section).
- the increase in shareholders' equity (Group share) of €22,599 thousand: consolidated net income (Group share) (€28,556 thousand), the increase in actuarial gains and losses net of tax on employee benefits (€3,428 thousand), the impact of IFRIC decision on revised IAS19 standard on retirement benefit obligations (€4,361 thousand) and the positive impact of changes in exchange rates (€2,885 thousand), were partially offset by the payment of dividends by BOIRON parent company (€16,643 thousand),
- the decrease in current provisions (-€15,078 thousand) mainly relating to the reorganization in France (-€13,505 thousand), following disbursements made in 2021,
- the decrease in employee benefit obligations in France (-€14,218 thousand), mainly due to the decrease in actuarial gains and losses (-€6,928 thousand) and the impact of IFRIC decision on revised IAS19 standard modifying the methodology for retirement indemnities provisions (-€6,559 thousand).

## 3.2 FINANCIAL PERFORMANCE OF BOIRON PARENT COMPANY

### 3.2.1 Profit and loss statement of BOIRON parent company

**Sales amounted to** €320,671 thousand versus €404,422 thousand in 2020, down 20.7%.

Sales in mainland France fell by €41,722 thousand, mainly in non-proprietary homeopathic medicines (€37,558 thousand) due to the delisting of homeopathic medicines from French health insurance on January 1, 2021. Specialties were down by €5,062 thousand. Sales to subsidiaries decreased €37,259 thousand, mainly in the Americas. Direct export sales were down by €4,771 thousand.

**Operating income** amounted to €24,045 thousand, down €59,650 thousand. This is the result of the sharp decline in sales of €83,751 thousand, partially offset by savings on operating expenses. The main changes relate to the following items:

- Other income net of other expenses includes transfer price re-invoicing, generating a net change of -€5,385 thousand,
- Production inventories and capitalized production fell by €1,697 thousand and €483 thousand, respectively,
- Raw materials and supplies increased €10,898 thousand, mainly in line with the purchase of COVID tests.
- External services' savings totaled €15,031 thousand. The main changes concern:
  - advertising costs (-€2,542 thousand),
  - transport costs (€3,791 thousand) were impacted by the decline in business in mainland France, and a decrease in sales at subsidiaries, mainly in the United States,
  - consulting fees were down €3,061 thousand.
- Taxes decreased by €11,704 thousand, including €6,941 thousand on pharmaceutical taxes due to the delisting of homeopathic medicines from French health insurance, and €5,326 thousand on local taxes (2021 tax reform).
- Personnel costs increased slightly by €1,463 thousand. €14,216 thousand in reorganization costs were reclassified as exceptional expenses through reversal and expense transfer accounts.

**Financial items** amounted to a net income of €428 thousand, compared to a net expense of €1,675 thousand in 2020. The change was mainly due to a decrease in provisions on equity investments in 2021.

**Net non-recurring income** amounted to €6,829 thousand, compared to a loss of €52,283 thousand in 2020, including the redundancy plan in the amount of €58,714 thousand. Reorganization costs in 2021 were €15,510 thousand, offset by provision reversals.

The sale of eight sites as part of the reorganization generated revenue on disposals of €10,945 thousand.

**Incentive schemes** decreased by €3,269 thousand, in line with changes in operating income. Profitability levels did not give rise to employee profit-sharing.

**Corporate income tax** decreased by €8,336 thousand, significantly impacted by the decrease in income.

**Net income** amounted to €21,633 thousand versus €9,146 thousand in 2020.

Under the provisions of Article 39.4 of the French Tax Code, the company recorded amortization of €329,483 (compared to €321,831 in 2020) for the portion of the purchase price of passenger vehicles exceeding a threshold determined according to CO2 emissions (Finance Act 2020).

## 3.2.2 Presentation of the financial statements and appropriation of earnings of BOIRON parent company

<b>Profit for the 2021 fiscal year</b>	<b>€21,633,162.06</b>
+ Profit carried forward	€ 13,422,178.79
<b>= Distributable income</b>	<b>€ 35,055,340.85</b>
- Dividend of €0.95 per share on the basis of 17,545,408 shares	-€16,668,137.60
<b>= Remainder</b>	<b>€ 18,387,203.25</b>
- Other reserves	€ -800,000.00
<b>= Carried forward</b>	<b>€ 17,587,203.25</b>

## 3.3 MAJOR POST-CLOSING EVENTS

### 3.3.1 ABBI's acquisition

As part of its external growth and business development strategy, and having met the conditions precedent, in February 2022 Laboratoires BOIRON acquired a 70% majority stake in ABBI, a start-up specializing in personalized and customized cosmetics. This investment was purchased for €1.75 million, plus any earn-outs depending on ABBI's performance, to be calculated between 2023 and 2025.

On June 30, 2025, Laboratoires BOIRON will acquire the remaining 30% for an amount that will also depend on ABBI's performance. These investments will be financed using the Group's equity. The purchase price allocation is currently being analyzed.

### 3.3.2 War in Ukraine

The war in Ukraine that broke out at the end of February 2022 is of concern to all of our teams and our Ukrainian distributor. It led the Group to set up a crisis committee to manage the social and economic impacts of the situation on our distributor and our Russian subsidiary's activities. Sales generated in Ukraine and Russia in 2021 accounted for less than 4% of Group sales. Total assets in the BOIRON Russia balance sheet amounted to RUB 2,177 million as of December 31, 2021, i.e. around €25.5 million at the 2021 closing rate.

To date, the company's analysis of the situation has not led it to revise its accounting positions as of December 31, 2021. We are keeping a close eye on the situation, in order to take the necessary actions for organizing our operations.

No other post-closing event having a potential material impact on the Group's financial statements has been identified.

## 3.4 OUTLOOK

This section contains BOIRON Group's outlook, which reflects its forecasts and beliefs.

Actual results may differ significantly from this outlook, in particular in terms of risks and uncertainties mentioned in note 1.6.

Due to an increase in winter illnesses, the impact of new product launches, and continued sales of COVID tests in the first few months of the year, we expect an increase in sales in 2022.

However, Group sales may be impacted by the war in Ukraine that broke out in late February 2022. It is of concern to all of our teams and our Ukrainian distributor, and has led us to set up a crisis committee to manage the social and economic impacts of the situation on our distributor and our Russian subsidiary's activities. Sales generated in Ukraine and Russia in 2021 accounted for less than 4% of Group sales. We are keeping a close eye on the situation, in order to take the necessary actions for organizing our operations.

We continue to put all our focus and determination into promoting homeopathy in France and throughout the world.



# 4 ANNUAL FINANCIAL STATEMENTS

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# 4.1 CONSOLIDATED FINANCIAL STATEMENTS

## 4.1.1 Consolidated financial statements

### 4.1.1.1 Consolidated income statement

<i>(in thousands of euros)</i>	Notes	2021	2020
<b>Sales</b>	24	455,201	513,582
Other sales revenue	24	1	2
Industrial production costs		(127,579)	(118,841)
Preparation and distribution costs		(84,933)	(111,312)
Promotion costs		(127,862)	(132,985)
Research costs		(2,988)	(3,516)
Regulatory affairs costs		(10,669)	(11,168)
Support function costs		(63,744)	(67,429)
Other operating revenue	28	12,560	30,667
Other operating expenses	28	(3,145)	(60,815)
<b>Operating income</b>		<b>46,842</b>	<b>38,185</b>
Cash revenue <sup>(1)</sup>		590	459
Financing expenses <sup>(1)</sup>		(359)	(348)
Other financial revenue and expenses <sup>(1)</sup>		(960)	(1,079)
Share in net earnings (losses) of companies at equity			
<b>Income before tax</b>		<b>46,113</b>	<b>37,217</b>
Income tax	30	(17,554)	(11,008)
<b>Consolidated net income</b>		<b>28,559</b>	<b>26,209</b>
Net income (minority share)		3	
<b>Net income (group share)</b>	31	<b>28,556</b>	<b>26,209</b>
<b>Earnings per share <sup>(2)</sup> (in euros)</b>	31	<b>1.63</b>	<b>1.50</b>

(1) The presentation of net financial items was simplified over the two years presented.

(2) In the absence of dilutive instruments, the average earnings per share is the same as the average diluted earnings per share.

## 4.1.1.2 Statement of comprehensive income

<i>(in thousands of euros)</i>	Notes	2021	2020
<b>Consolidated net income</b>		<b>28,559</b>	<b>26,209</b>
<b>Other items of comprehensive income that will be subsequently reclassified to profit or loss</b>		<b>2,929</b>	<b>(7,577)</b>
Currency translation adjustments		2,885	(7,539)
Other movements		44	(38)
Changes in the fair value of financial instruments			
<b>Other items of comprehensive income that will not be subsequently reclassified to profit or loss</b>		<b>3,428</b>	<b>3,288</b>
Actuarial differences relating to post-employment benefits <sup>(1)</sup>	19	3,428	3,288
<b>Other items of comprehensive income<sup>(2)</sup></b>		<b>6,357</b>	<b>(4,289)</b>
<b>Consolidated comprehensive income</b>		<b>34,916</b>	<b>21,920</b>
Comprehensive income (group share)		4	50
<b>Comprehensive income (group share)</b>		<b>34,912</b>	<b>21,870</b>

(1) In 2021: +€6,923 thousand in gross actuarial differences and -€3,495 thousand in deferred taxes (including -€1,708 thousand in tax adjustments related to the decrease in French tax rates, see note 30).

In 2020: +€3,044 thousand in gross actuarial differences and +244 thousand in deferred taxes (including +€1,109 thousand in tax adjustments related to the decrease in French tax rates, see note 30).

(2) There were no tax impacts in the other items of comprehensive income other than those mentioned in (1).

### 4.1.1.3 Consolidated balance sheet

ASSETS (in thousands of euros)	Notes	12/31/2021	12/31/2020
<b>Non-current assets</b>		<b>318,336</b>	<b>340,365</b>
Goodwill	6	89,635	89,556
Intangible fixed assets	7	30,993	30,111
Tangible fixed assets	8	162,793	174,815
Rights of use relating to leases	9	8,607	7,336
Investments	10	4,373	2,807
Other non-current assets	14	41	32
Deferred taxes assets	30	21,894	35,708
<b>Current assets</b>		<b>452,364</b>	<b>441,456</b>
Assets held for sale	11	2,384	1,693
Inventories and work in progress	12	85,556	85,037
Accounts receivable and other assets linked to customer accounts	13	97,340	88,920
Income tax receivables	14	2,783	8,586
Other current assets	14	29,797	22,535
Cash and cash equivalents	15	234,504	234,685
<b>TOTAL ASSETS</b>		<b>770,700</b>	<b>781,821</b>
<b>EQUITY &amp; LIABILITIES (in thousands of euros)</b>	<b>Notes</b>	<b>12/31/2021</b>	<b>12/31/2020</b>
<b>Shareholders' equity (group share)</b>		<b>531,735</b>	<b>509,136</b>
Capital	16	17,545	17,545
Additional paid-in-capital		79,876	79,876
Retained earnings		434,314	411,715
Minority interests		36	34
<b>Total shareholders' equity</b>		<b>531,771</b>	<b>509,170</b>
<b>Non-current liabilities</b>		<b>80,691</b>	<b>96,106</b>
Non-current borrowings and financial debts	17	2,347	3,292
Non-current rental liabilities	18	5,372	5,623
Employee benefits	19	71,557	85,818
Non-current provisions	20	143	96
Other non-current liabilities	22	1,272	1,277
Deferred tax liabilities	30		
<b>Current liabilities</b>		<b>158,238</b>	<b>176,545</b>
Current borrowings and financial debts	17	1,311	1,383
Current rental liabilities	18	3,576	2,132
Current provisions	20	49,884	64,962
Accounts payable	21	44,180	38,201
Income tax liabilities	22	1,328	2,082
Other current liabilities	22	57,959	67,785
<b>TOTAL LIABILITIES</b>		<b>770,700</b>	<b>781,821</b>

#### 4.1.1.4 Statement of consolidated cash flows

<i>(in thousands of euros)</i>	Notes	2021	2020
<b>NET CASH FLOWS RELATED TO OPERATING ACTIVITIES</b>	<b>32</b>	<b>33,317</b>	<b>68,268</b>
Net income (group share)		28,556	26,209
Amortization of rights of use relating to leases		4,357	1,957
Other amortization and provisions (excluding current assets)		13,767	67,298
Other items (including income on asset disposals)		(8,364)	(1,417)
Cash revenue and financing expenses		(231)	(111)
Tax charge (including deferred taxes)		17,554	11,008
<b>Consolidated cash flow before investment income, financing expenses and taxes</b>	<b>32</b>	<b>55,639</b>	<b>104,944</b>
<b>Tax paid / tax repayment</b>	<b>32</b>	<b>(4,304)</b>	<b>(20,921)</b>
<b>Changes in working capital, including:</b>	<b>32</b>	<b>(18,018)</b>	<b>(15,755)</b>
Changes in inventories and work in progress		1,255	(15,933)
Changes in accounts receivable		(6,578)	9,070
Change in accounts payable		4,941	(416)
Change in other trade receivables and operating debts		(17,636)	(8,476)
<b>NET CASH FLOWS RELATED TO INVESTMENT ACTIVITIES</b>	<b>32</b>	<b>(11,921)</b>	<b>(19,336)</b>
Acquisitions of tangible fixed assets	32	(10,988)	(10,740)
Acquisitions of intangible assets	32	(9,430)	(9,961)
Disposals of tangible fixed assets	32	10,340	1,766
Disposals of intangible fixed assets		10	11
Acquisitions of investments		(1,937)	(453)
Disposals of investments		84	94
Impact of changes in scope - acquisitions	32		(32)
Impact of changes in scope - disposals			(21)
<b>NET CASH FLOWS RELATED TO FINANCING ACTIVITIES</b>	<b>32</b>	<b>(21,995)</b>	<b>(21,522)</b>
Dividends paid to parent company shareholders	32	(16,643)	(18,380)
Dividends paid to minority holders of consolidated companies		(2)	(2)
Capital increases and reductions, additional paid-in capital and reserves		(12)	(4)
Buyback of treasury shares (excluding the liquidity contract)			
Disposals of treasury shares (excluding the liquidity contract)			
Loan issues	17	3	22
Repayment of loans	17	(1,171)	(1,254)
Interest paid		(28)	(51)
Repayment of rental liabilities	18	(4,401)	(2,016)
Interest on rental liabilities		(331)	(296)
Cash revenue		590	459
<b>CHANGE IN CASH POSITION</b>	<b>32</b>	<b>(599)</b>	<b>27,410</b>
Impact of exchange rate fluctuations		368	(1,054)
Net cash position at January 1	32	234,313	207,957
Net cash position December 31	32	234,082	234,313

## 4.1.1.5 Change in consolidated shareholders' equity at December 31, 2021

Before allocation of net income (in thousands of euros)	Number of shares <sup>(1)</sup>	Capital	Share premium	Treasury shares	Consolidated reserves <sup>(2)(3)</sup>	Actuarial differences related to post-employment benefits	Currency translation adjustments	Shareholder's equity, Group share	Minority interests	Shareholder's equity total
<b>1/1/2020</b>	17,509,250	17,546	79,876	(1,215)	444,037	(22,702)	(12,067)	505,475	(14)	505,461
Purchases and sales of treasury shares	4,421			(9)	180			171		171
Cancellation of treasury shares								0		0
Dividends paid					(18,380)			(18,380)	(2)	(18,382)
<b>Transactions with shareholders</b>	<b>4,421</b>	<b>0</b>	<b>0</b>	<b>(9)</b>	<b>(18,200)</b>	<b>0</b>	<b>0</b>	<b>(18,209)</b>	<b>(2)</b>	<b>(18,211)</b>
Net income					26,209			26,209		26,209
Other comprehensive income					(88)	3,288	(7,539)	(4,339)	50	(4,289)
<b>Comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>26,121</b>	<b>3,288</b>	<b>(7,539)</b>	<b>21,870</b>	<b>50</b>	<b>21,920</b>
<b>12/31/2020 reported</b>	<b>17,513,671</b>	<b>17,546</b>	<b>79,876</b>	<b>(1,224)</b>	<b>451,958</b>	<b>(19,414)</b>	<b>(19,606)</b>	<b>509,136</b>	<b>34</b>	<b>509,170</b>
<b>Impact of IFRIC decision on IAS 19R at 01/01/2021<sup>(3)</sup></b>					<b>1,771</b>	<b>2,590</b>		<b>4,361</b>		<b>4,361</b>
<b>1/1/2021 restated for IFRIC decision on IAS 19R</b>	<b>17,513,671</b>	<b>17,546</b>	<b>79,876</b>	<b>(1,224)</b>	<b>453,729</b>	<b>(16,824)</b>	<b>(19,606)</b>	<b>513,497</b>	<b>34</b>	<b>513,531</b>
Purchases and sales of treasury shares	(1,980)	(1)		(66)	36			(31)		(31)
Cancellation of treasury shares								0		0
Dividends paid					(16,643)			(16,643)	(2)	(16,645)
<b>Transactions with shareholders</b>	<b>(1,980)</b>	<b>(1)</b>	<b>0</b>	<b>(66)</b>	<b>(16,607)</b>	<b>0</b>	<b>0</b>	<b>(16,674)</b>	<b>(2)</b>	<b>(16,676)</b>
Net income					28,556			28,556	3	28,559
Other comprehensive income					43	3,428	2,885	6,356	1	6,357
<b>Comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>28,599</b>	<b>3,428</b>	<b>2,885</b>	<b>34,912</b>	<b>4</b>	<b>34,916</b>
<b>12/31/2021</b>	<b>17,511,691</b>	<b>17,545</b>	<b>79,876</b>	<b>(1,290)</b>	<b>465,721</b>	<b>(13,396)</b>	<b>(16,721)</b>	<b>531,735</b>	<b>36</b>	<b>531,771</b>

(1) Number of shares after elimination of treasury shares.

(2) Of which €380,001 thousand in other reserves and carryovers, and €2,201 thousand in the legal reserve fund in the BOIRON 2021 parent company financial statements.

(3) The application of the IFRIC decision on the staggering of expenses related to post-employment benefits resulted in the recognition of a €4,361 thousand impact, net of tax, of the interpretation as at January 1, 2021, €2,590 thousand of which was allocated to actuarial differences related to post-employment benefits (see note 2).

## 4.1.2 Notes to the consolidated financial statements

These notes form an integral part of the consolidated financial statements for the year ended December 31, 2021. The consolidated financial statements were approved by the Board of Directors on March 9, 2022.

These financial statements will be submitted for approval by the Shareholders' Meeting of May 19, 2022.

### PRESENTATION OF THE COMPANY

BOIRON, the Group parent company, is a French public limited company. Its main business activity is manufacturing and selling homeopathic medicines.

Its headquarters are located at 2, avenue de l'Ouest Lyonnais, 69-510 Messimy, France.

At December 31, 2021, BOIRON parent company and its subsidiaries had 2,769 employees (actual workforce) in France

and abroad, compared to 3,344 at December 31, 2020. The workforce at the end of 2021 does not include the 392 people impacted by the reorganization in France and supported by BOIRON as part of external reclassification leave or age-based measures.

The BOIRON share is listed on Euronext Paris.

### 1 MAIN EVENTS OF THE YEAR

- **January 1, 2021:** in France, the delisting of homeopathic medicines from French health insurance entered into force. This delisting resulted in the implementation of a large-scale reorganization and the overhaul of the BOIRON marketing policy. In 2021, volumes of non-proprietary homeopathic medicines fell by €76,088 thousand in France, while the impact of the increase in sales prices amounted to €38,530 thousand. A number of complementary health insurance companies in France offer partial or total coverage of homeopathic medicines.
- In France, as provided for by the **reorganization plan initiated in 2020**, twelve preparation and distribution sites were closed in the first half of 2021, followed by the Montrichard production site on December 23. Furthermore, the distribution sites kept open recorded 57 employee departures at December 31, 2021.

This reorganization resulted in the departure of 449 people.

At December 31, 2021, 239 employees were supported as part of an external reclassification scheme and 153 employees joined the age-based measures financed by the company. €15,510 thousand was disbursed in 2021, €13,515 thousand of which was provisioned in 2020 (see note 20), pursuant to applicable accounting standards. The impact of this reorganization on 2021 operating income was a net expense of €1,290 thousand (see note 28) and primarily corresponds to internal reclassification expenses and other expenses that could not be provisioned under accounting standards in 2020. At December 31, 2021, the reorganization provision balance was €43,241 thousand (see note 20).

- **April 8, 2021:** BOIRON signed a partnership with specialists in the field to manufacture nasal swab rapid antigen COVID tests. These tests represent close to 6% of 2021 consolidated sales.
- **July 1, 2021:** BOIRON opened a subsidiary in Hangzhou, on mainland China, in order to offer as many people as possible access to homeopathy and our healthcare products.
- Following closure, the distribution sites in Saint-Etienne, Brest, Belfort, Paris Bois d'Arcy, Grenoble, Rouen, Toulon and Niort were sold in 2021, generating a total capital gain of €8,426 thousand (see note 28).

- As a reminder, in 2020, operating income amounted to €38,185 thousand, impacted by provisions made in relation to the reorganization plan announced in March 2020. Before taking this impact into account, it amounted to €70,904 thousand.

Before the impact of reorganization, 2021 operating income amounted to €48,132 thousand, down €22,772 thousand versus 2020:

<i>(in thousands of euros)</i>	2021	2020
<b>Operating income</b>	<b>46,842</b>	<b>38,185</b>
<b>Net impact of reorganization</b>	<b>(1,290)</b>	<b>(32,719)</b>
<b>Operating income before net impact of reorganization</b>	<b>48,132</b>	<b>70,904</b>
% of sales	10.6%	13.8%

- The gross margin fell by €67,120 thousand, impacted by the decline in sales in the first quarter due to the delisting of homeopathic medicines in France, and the global health crisis.
- Operating expenses were down €37,510 thousand, including savings on preparation and distribution costs, following the delisting and reorganization (€26,379 thousand), and on promotional expenses (€5,123 thousand) and support function costs (€3,685 thousand).

- Eight sites were sold during the year, generating a total capital gain of €8,426 thousand. In 2020, the sale of the Francheville (Rhône) site generated a capital gain of €1,588 thousand.
- Despite the impact of the health crisis on Group sales and profitability, business continuity was assured and the Group's financial structure remains balanced overall. Short-time working arrangements were not significant and the Group did not request the deferral or staggering of certain liabilities in 2021, like in 2020. Furthermore, there were no significant changes in customer payment conditions.

## 2 VALUATION METHODS AND CONSOLIDATION PRINCIPLES

The consolidated financial statements are stated in thousands of euros unless otherwise indicated.

The BOIRON Group consolidated financial statements for the year ended December 31, 2021 were prepared in accordance with the standards, amendments and interpretations published by the International Accounting Standards Board (IASB) and adopted by the European Union.

This framework, available on the European Commission website, comprises:

- international accounting standards (IAS and IFRS),
- interpretations from the Standing Interpretations Committee (SIC) and interpretations from the International Financial Reporting Interpretations Committee (IFRIC).

IFRIC decision published in May 2021 on attributing benefits to periods of service was retrospectively applied in 2021: The impact at January 1, 2021, net of tax, amounted to €4,361 thousand, €2,590 thousand of which was allocated to actuarial differences related to post-employment benefits. The €6,590 thousand gross impact is described in note 19 and the -€2,229 thousand deferred tax impact is described in note 30.2. In light of the non-material impact, the 2020 financial statements were not restated.

The other standards, amendments and interpretations which took effect on January 1, 2021 did not have a material impact or are not applicable. This mainly concerns:

- the benchmark interest rate reform, phase 2 – amendments to IFRS 7, IFRS 9, IAS 39 and IFRS 16,
- amendments to IFRS 17 / IFRS 4 – insurance contracts: temporary exemption from IFRS 9.

IFRS 16 amendment published in March 2021 by the IASB on rental relief relating to COVID-19 beyond June 30, 2021, applicable to financial years beginning on or after April 1, 2021, had no impact on the Group's financial statements, in the absence of any concessions on rents in 2021.

The BOIRON Group chose not to perform early application of the standards, amendments and interpretations adopted or to be adopted by the European Union for which early application would have been possible and which come into effect as from January 1, 2021, subject to their adoption by the European Union. This mainly concerns:

- Texts adopted by the European Union in July 2021, which come into effect on January 1, 2022:
  - amendment to IFRS 3 – Reference to conceptual framework,
  - amendments to IAS 37 – onerous contracts – contract fulfillment costs,
  - amendment to IAS 16 – property, plant and equipment – proceeds before intended use,
  - annual standards improvement cycle – 2018-2020 (amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41),

- Texts adopted by the IASB with mandatory application from January 1, 2023, for which the European Union adoption process is underway, and which could have been applied early in 2021 as an interpretation of existing texts:
  - amendments to IAS 1 - Classification of Liabilities as Current or Non-current, published by the IASB in January and July 2020,
  - amendments to IAS 1 – disclosures of accounting policies, published by IASB in February 2021,
  - amendments to IAS 8 – definition of accounting estimates, published by the IASB in February 2021.

The Group does not expect these amendments to have a significant impact on its financial statements.

## 2.1 Use of estimates and assumptions

The Group regularly makes estimates and establishes assumptions that affect the carrying amount of some assets and liabilities, revenue and expenses and the information disclosed in the notes to the financial statements. The main areas in which estimates and assumptions are used are:

- impairment tests on assets (note 6),
- employee benefits (note 19),
- provisions (note 20).

These estimates and assumptions are the subject of regular revision and analyses drawing on historical data and the forecast data regarded as the most likely to prove to be accurate. A divergent trend in the estimates and assumptions used could affect the amounts recognized in the financial statements.

The Group did not report significant changes in the level of uncertainty associated with these estimates and assumptions, excluding the volatility of the discount rate used for employee benefits and exchange rates (especially the US dollar, the Russian rouble and the Brazilian real), which has remained very high for several years. However, changes in exchange rates have not given rise to the identification of an additional asset impairment risk.

Employee benefits' sensitivity to rate changes and the Group's sensitivity to exchange rate fluctuations are described in notes 19 and 23.

The risk analysis (especially for risks relating to changes in market conditions and country risks) is presented in note 23.

There are no standards, amendments or interpretations published by the IASB with mandatory application for fiscal years starting on or after January 1, 2021 that have not yet been approved at the European level, that would have a material impact on the financial statements for the year.

The Group decided to restate vehicle leases under IFRS 16 standard from January 1, 2021. As the impact on the main aggregates (operating income, shareholders' equity, tangible fixed assets, financial debts) is not material, the financial statements for previous years have not been restated (see notes 9 and 18).

The health crisis has significantly increased uncertainty and economic risks, both in France and abroad. Despite the impact of this crisis on Group sales and profitability, business continuity was assured and the Group's financial structure remains balanced overall. However, the Group is not yet able to assess the impact of this ongoing crisis.

Global warming will have an impact on the energy expenses incurred to maintain the temperature of the Group's production, packaging, and storage facilities, as well as the availability of certain stocks.

All the supply of stocks and energy consumption reduction initiatives described in our Statement of Non-Financial Performance effectively reduce the potential impact of climate change on BOIRON's operations and expenses in the short term.

At December 31, 2021, BOIRON's activities did not fall within the scope of the European taxonomy.

To date, BOIRON has not identified any material impacts of climate-related risks on its financial statements, such as the modification of the useful lives of assets, impairment testing, provisions for risks, or significant capital expenditure.

However, BOIRON is currently unable to measure the impact of the effects of climate change on its supply of raw materials and on its business. The impact will depend on a number of factors, in particular changes in the climate and regulations.

## 2.2 Consolidation methods

The Group fully consolidates companies that it controls. The analysis performed according to the criteria defined by IFRS 10 standard (rights on relevant activities, exposure to variable returns and the ability to use its powers to affect the returns) confirmed the existence of full control over the subsidiaries included in BOIRON Group consolidation scope with no changes compared to 2020. BOIRON Group directly or indirectly holds more than 50% of the voting rights in all of its fully-controlled subsidiaries.

## 2.3 Foreign currency translation methods

### 2.3.1 Translation of foreign currency transactions

Foreign currency transactions are translated into euro at the average exchange rate on the transaction date. Monetary assets and liabilities denominated in foreign currencies at the closing date are translated at the closing rate. Exchange rate adjustments are recognized as revenue or expenses, in operating income or in other financial expenses and revenue on the basis of the nature of the transaction concerned.

### 2.3.2 Translation of the financial statements of foreign companies

Balance sheet items (other than shareholders' equity items) of consolidated companies for which the functional currency is not the euro have been translated at the closing rate. Revenue and expenses and cash flows are translated at the average rate for the fiscal year. Shareholders' equity items other than net income of the year are translated at the historical rate.

The exchange rate adjustments resulting from this approach are presented under "currency translation adjustments". Exchange rate adjustments for the year are recognized under other items of comprehensive income. These will be posted to the income statement in the event that the subsidiary is sold.

## 2.4 Non-current assets

### 2.4.1 Goodwill

Revised IFRS 3 standard on business combinations was implemented on a prospective basis from January 1, 2010; the existing goodwill on that date was reported in the consolidated balance sheet in compliance with previously applicable standards. The Group had elected to lock the goodwill outstanding when the IFRS standards were first applied and net its gross value and accumulated amortization.

The analysis of the criteria defined by IFRS 10 and IFRS 11 standards did not identify joint ventures and joint activities for the periods reported.

Companies over which BOIRON Group has neither material influence nor control are not consolidated.

The list of the companies included in the scope of consolidation is provided in note 3 to the financial statements.

The value of non-monetary assets and liabilities denominated in foreign currency is fixed at the exchange rate of the transaction date.

These measures apply to all foreign currency transactions, whether or not they are hedged. The accounting standards for hedging transactions are described in note 2.10.

The goodwill resulting from the acquisition of a foreign company is regarded as the assets and liabilities of that company. Therefore, it is denominated in the functional currency of the Company and translated at the closing rate.

The Group does not have subsidiaries in hyperinflationary countries.

The group has only completed one merger since January<sup>1</sup>, 2010: the 2017 acquisition of 100% of the capital of Laboratoire FERRIER. Pursuant to revised IFRS 3 standard, goodwill was calculated using the difference between the cost of the merger (excluding acquisition costs) and the Group's share in the fair value at the date of acquisition of the assets, liabilities and identifiable potential liabilities of the businesses acquired. Determination of the fair values and goodwill is finalized within one year following the date of acquisition. Changes made after this date are recognized in income, including those related to deferred tax assets. There were no earn-out provisions for the fiscal years presented.

## 2.4.2 Intangible fixed assets

IAS 38 defines an intangible fixed asset as an identifiable non-monetary asset without physical substance. It may be separable or stem from a contractual or legal right. When the intangible fixed asset has a finite useful life, it may be amortized. The Group does not have any intangible fixed assets with an indefinite useful life, with the exception of brands.

IAS 23 “Borrowing costs” has not given rise to the capitalization of interest, as Group debt is not material.

Intangible fixed assets recognized by the Group are therefore valued at acquisition cost. These assets mainly comprise IT software that is amortized on a straight-line basis over its estimated useful life:

- ERP-type integrated management software is amortized over an eight-year period, given its operational importance and estimated useful life,
- other software is amortized over periods ranging from one to five years.

Patents acquired by the Group are amortized over the legal protection period, i.e. twenty years, except when a shorter economic useful life is identified.

Internally-generated brands are recognized as expenses.

The fees paid to exploit them and OTC family medication specialties formulas are not recognized as intangible fixed assets, since they do not meet the criteria for capitalization. In practice, the brands recognized as intangible fixed assets are therefore solely brands acquired through corporate acquisitions.

## 2.4.3 Tangible fixed assets

### 2.4.3.1 Recognition

Under IAS 16 “Property, plant and equipment” standard, the gross value of tangible fixed assets is their acquisition cost, including incidentals. It is not revalued. Tangible fixed assets are recognized using the component method.

Maintenance and repair costs are recognized as expenses when incurred, except where they are incurred to increase productivity or to extend an asset useful life, in which case they are capitalized.

IAS 23 “Borrowing costs” standard has not given rise to the capitalization of interest, as Group debt is not material.

The Group does not own any investment properties.

Research and development expenses essentially consist of:

- on the one hand, pharmacological, clinical and fundamental research costs which do not meet the IAS 38 criteria for capitalization. They are recognized as expenses of the fiscal year in which they are incurred. The Group chooses to present the research tax credit associated with these research expenses, which can be considered a research grant, under other operating revenue (see note 2.6),
- on the other hand, for software acquired or developed: software expenses are capitalized when associated with large IT projects.

In the case of software, only the expenditure on internal and external development related to the following phases is capitalized:

- organic analysis expenses,
- programming, tests and trial series expenses,
- expenses related to end-user documentation.

These expenses are capitalized in accordance with the six criteria set out in IAS 38:

- the technical feasibility necessary to complete software,
- the intention to complete and use them,
- the ability to use them,
- the capacity of these software applications to generate probable future economic benefits,
- the availability of technical resources to complete them,
- and lastly, the ability to reliably assess the expenditure attributable to these assets.

IT projects capitalized are amortized based on the start-up date of the various modules.

The expenses related to Market Authorizations, unless acquired, are not capitalized since they do not represent an asset.

### 2.4.3.2 Depreciation

Tangible fixed assets (excluding land) are depreciated on a straight-line basis over the period in which they are expected to be used, as estimated by the Group. The residual value is taken into account in the calculation of the depreciable amount, when it is deemed to be material.

The standard periods over which fixed assets are generally expected to be used are as follows:

- three to five years for office equipment and IT equipment,
- eight to twelve years for industrial equipment and tooling, furniture, land improvements, general facilities and sundry fixtures and fittings,
- thirty years for buildings.

## 2.4.4 Rights of use related to leases and accounting principles specific to IFRS 16

On the lessee's side, IFRS 16 standard no longer distinguishes between finance leases and operating leases.

Leases confer the right to control the use of a given asset for a certain period of time, in exchange for consideration.

Leases that fall within this definition are recognized in accordance with the methods set out below, except in the event of exemptions provided for by the standard (lease terms of less than twelve months and/or low-value underlying assets) and leases that have not been adjusted due to their non-material impact.

In practice, the analysis gave rise only to the adjustment of contracts relating to tangible assets, and more specifically to real estate leases, and to vehicle leases since January 1, 2021 (see note 2). For leases not adjusted, rental amounts were maintained under operating expenses.

Rights of use relating to leases are valued as follows: cost is reduced by accumulated amortization and impairment losses, and adjusted to take into account any revaluations of the rental obligation. No impairment or revaluation of the lease obligation was recognized in 2021, like in 2020.

In the absence of a purchase option, rights of use related to leases are amortized over the lease term.

The Group has not identified any situations in which it is a lessor, nor any leasebacks.

At the lease start date, the Group recognizes a right of use asset and a rental liability. Assets and liabilities are presented on a separate line on the balance sheet.

The rental commitment is measured at the present value of outstanding lease payments over the lease term.

In the absence of finance leases, the present value is determined using the marginal borrowing rate calculated for each country, depending on the lease term. The marginal borrowing rate is a rate of the payment profile.

The specific accounting standards depending on the type of contract restated are presented below.

Adjusted leases do not have a significant variable component.

The lease term is the enforceable period, which is the non-cancellable period plus any option to extend the lease that the Group is reasonably certain it will exercise, as well as any option to terminate the lease that the Group is reasonably certain it will not exercise.

The leases do not contain early termination clauses, nor is there any clause liable to terminate the contract that would result in the company bearing more than insignificant penalties in the event of non-renewal of the lease at the end of the non-cancellable period. Similarly, there are no economic inducements likely to result in one of the parties not terminating the lease.

In practice, most rental amounts are fixed and there is no purchase option, and the terms of the main leases are as follows:

- Real estate leases:
  - in Italy: enforceable period of ten years,
  - in Spain: enforceable period of six years,
  - in Poland: enforceable period of ten years,
  - in Belgium: 30-year emphyteutic lease,

There are no longer real estate leases in France in 2021.

- Vehicle leases: around 3 years.

As indicated in note 2, the Group did not benefit from rental relief in relation to COVID-19 in 2021, as in 2020.

## 2.4.5 Investments and other non-current financial assets

### 2.4.5.1 Investments valued at amortized cost

Investments are valued at amortized cost when they are not listed at fair value in the income statement, are held for the purpose of obtaining contractual cash flows, and generate cash flows which correspond only to capital reimbursement and interest payments. These investments are later valued at amortized cost using the effective interest rate, less impairment. Interest income, foreign exchange profits and losses, impairments and profits and losses generated by derecognition are listed in the income statement.

For the Group, this line item mainly refers to the "restricted cash" section of the liquidities contract linked to the share buyback (see notes 2.8 and 10), and the non-current portion of real estate loans and guarantees.

The non-current financial assets refer to assets with a life of more than one year.

### 2.4.5.2 Investments at fair value through other comprehensive income

There are no non-current financial assets that fall into this category.

### 2.4.5.3 Investments at fair value through profit or loss

This item includes non-consolidated investments, including FCPI (Fonds Commun de Placement dans l'Innovation) investment securities. All changes in fair value, including dividends received, are recognized on the income statement. The accounting treatment for these securities is covered in note 2.10.

## 2.5 Monitoring the value of fixed assets

Under IAS 36 standard “Impairment of assets”, the recoverable amount of tangible and intangible fixed assets with finite useful lives is tested whenever there are indications of impairment, reviewed at each annual closing date or more frequently if justified by internal or external events.

Impairment losses on depreciable tangible and intangible fixed assets are booked in operating income and give rise to a prospective change to the amortization plan; they may be subsequently reversed if the recoverable amount rises above the carrying amount (up to the amount of the impairment loss initially recognized).

With regard to intangible fixed assets, to date, impairment tests have only been carried out on certain acquired brands for which marketing of certain medications was discontinued and for which the impairment was estimated on the basis of future sales projections. In the case of the ongoing ERP projects, the evidence of impairment was the discontinuation of the project. No evidence of impairment has been identified on ongoing development projects as of the closing dates of the periods reported.

Goodwill and other intangible assets, for which expected useful lives are not defined or have not been amortized as they remain under development (mainly ongoing ERP development projects), are tested when indications of impairment are identified, and at least once a year.

The tests are performed based on the assets, either at the individual asset level or at the level of the Cash Generating Units (CGU). A CGU is a set of assets the continuing use of which generates cash inflows, for the most part independently of the cash inflows generated by other asset groups. CGUs correspond to countries and represent operating activities, uniting product groups that are homogeneous in terms of strategy, marketing and industry. This segmentation is in line with the business sector information. The scope of the CGUs was not modified during the fiscal years presented (see note 6.1).

## 2.6 Deferred taxes

In accordance with IAS 12 standard “Income taxes”, deferred taxes are recognized on the temporary differences between the carrying amount of assets and liabilities and their tax base, and also on tax losses, using the liability method. Similarly, deferred taxes are recognized in the entries reconciling the individual company financial statements with the consolidated financial statements.

Deferred tax assets related to tax loss carryforwards are only recognized insofar as they may be charged to future taxable differences, when there is a reasonable likelihood of accomplishment or recovery, estimated on the basis of available forecasts or when there are opportunities for fiscal optimization at the Group’s initiative. They are not material for the Group.

In order to carry out impairment tests on the CGUs, the fixed assets (including goodwill) and items of working capital requirement are assigned to CGUs. Impairment tests are carried out by comparing the carrying amount of the assets of the CGU with their recoverable amount.

The recoverable value is the higher of their value in use or fair market value minus disposal costs. In practice, impairment tests on goodwill are currently performed as compared to their value in use. The value in use is calculated using the discounted future cash flows over a five-year period and an ending value.

The main procedures for implementing this method are presented in note 6.2.

When the recoverable value is less than the carrying amount of the CGU, the difference is recognized as an impairment loss in the income statement. The impairment loss is preferably written-off against existing goodwill. Impairment losses related to goodwill, recorded under other operating expenses, cannot be reversed, except on the disposal of goodwill (such as the transfer of a subsidiary).

Tests were performed in note 6.2 to determine the sensitivity of the values calculated to certain key actuarial and operational hypotheses.

### Impacts relating to the application of IFRS 16 standard:

The analysis conducted did not identify any assets related to leases that would need to be tested independently of a Cash Generating Unit (CGU).

As in 2020, simplified impairment tests were carried out by integrating the underlying right of use asset and the rental liability into the CGU’s book value, and without taking IFRS 16 standard into account to calculate the discount rate and forecast cash flows.

In order to assess the Group’s ability to claw back these assets, the following items are taken into account in particular:

- temporary asset differences, taken into account over a period of five years,
- forecasts of future tax results available generally estimated for a five-year period, taking into account the local constraints related to the use of tax losses,
- history of the taxable profits of previous years and cause of the losses (significant and non-recurring expenses, etc.),
- and, if necessary, a fiscal strategy such as the planned disposal of undervalued assets, consolidation of subsidiaries or scrapping of liabilities, when the decision depends on the Group.

The amount of deferred tax assets not recognized by the application of these principles is provided in note 30.

The net position set out in the balance sheet is the result of offsetting deferred tax receivables and debts of the same tax company in accordance with the conditions of IAS 12 standard. Deferred taxes in the balance sheet are not discounted.

A deferred tax liability is recognized when a planned distribution of reserves generates a tax impact, if that impact is material.

Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied during the fiscal year in which the asset will be realized or the liability settled, on the basis of the tax rates (and tax regimes) adopted or virtually adopted at the closing

date. The impact of the gradual reduction of corporate tax rates is set out in note 30.

Deferred tax assets and liabilities may be recognized as a corresponding entry in the income statement or in other comprehensive income depending on the manner in which the items to which they relate have been recognized.

In France:

- the company value-added tax (Cotisation sur la Valeur Ajoutée des Entreprises or “C.V.A.E” in French) is recognized as an operating expense and not as corporate income tax,
- the French research tax credit (CIR) is recognized under other operating revenue.

## 2.7 Current assets

### 2.7.1 Assets held for sale and discontinued operations

Pursuant to IFRS 5 standard, non-current assets and liabilities that are immediately available for sale, for which a sale plan and the necessary customer canvassing work have been carried out and the disposal of which is highly likely within a year, are classed as being held for sale. These non-current assets and liabilities

are valued at the lower of their carrying amount and their fair value net of sale fees.

Assets are no longer amortized once they have been classified within this category.

### 2.7.2 Inventories

Under IAS 2 standard “Inventories”, inventories are valued at the lower of their cost or their net realizable value.

All inventories are valued in accordance with the weighted average price method.

The cost of inventories takes into account the following aspects:

- The gross value of raw materials and supplies includes the acquisition price and incidental acquisition costs.
- Manufactured goods are valued at production cost including supplies consumed, direct and indirect production expenses and allowances to depreciation of assets used in production.
- Inter-company profits included in inventories are eliminated.

Net realizable value is the estimated selling price in the normal course of business, less the estimated costs of completion and necessary to make the sale. A provision for impairment loss is recognized when the realizable value of an item of inventory falls below its cost. In the case where the realizable value cannot be determined from directly observable data, it is estimated based on evidence of impairment, such as the rates of inventory turnover on products or their obsolescence.

## 2.7.3 Current financial assets

These assets include accounts receivable, other current assets and cash and cash equivalents.

Given the company's operating cycle, the term "current assets" refers to assets with a life of less than one year.

### 2.7.3.1 Trade receivables (accounts receivable), other assets linked to contracts and other liabilities linked to contracts

The procedure for recognizing sales (revenues) are presented in note 2.11.1.

Trade receivables are initially recognized at fair value, which most often corresponds to their nominal value. Receivables are discounted when they include a significant financing component (payment deadlines of over one year). In practice, there were no receivables with significant financing components during the fiscal years presented.

The Group's customer risk is not significant.

A provision was allocated as required by IFRS 9 standard, based on expected losses and any collateral.

The Group uses the simplified impairment method for receivables. As such, the Group distinguishes between doubtful clients (clients at high risk of default) and other receivables. Provisions for bad debts are made on a case-by-case basis.

Provisions for other receivables are made on the basis of a provision matrix which uses the probability of default and the probability of a loss in the event of default.

## 2.8 Consolidated shareholders' equity and treasury shares

The Group treasury shares, in line with the share buyback program and the liquidity agreement, are recognized at their acquisition cost and deducted from shareholders' equity. Income

Risk analysis is based on criteria including the client's financial position, the age of the receivable, and the existence of a legal dispute, coverage or collateral.

An impairment loss is recognized when cash flows estimated at closing date are lower than the booked value.

There are no assets linked to the incremental cost of obtaining a contract or contract fulfillment costs.

Client contract liabilities (see note 2.11.1) include:

- Debts to customers related to consideration due to clients,
- Deferred revenue, which is not material and is intended to link sales to the fiscal year.

### 2.7.3.2 Cash and cash equivalents

This item comprises current account balances, term deposits, negotiable debt instruments and cash fund units (French "OPCVM") in euros which are marketable or may be disposed of quickly without incurring material penalties and are not at material risk of impairment loss should interest rates fluctuate. The latter are valued at their fair value, namely the net asset value at the closing date. Fair value changes are recognized as income.

Investments which do not meet this definition are recognized in other current or non-current financial assets, as appropriate.

from the sale of treasury shares is allocated to shareholders' equity for the amount after income tax.

## 2.9 Non-current and current liabilities

### 2.9.1 Employee benefits

The Group staff receives employee benefits in line with applicable legislation in the countries where its companies operate or under local agreements signed with social partners.

Group staff receive:

- short-term benefits: paid leave, year-end bonuses, profit-sharing or entitlement to recover working time under agreements on the reduction of working hours,
- post-employment benefits: Internal Agreement on Preparation for Retirement, Retirement Indemnities as per the collective agreement, Social Security retirement pension and supplementary pensions,
- other long-term benefits: long-service awards, bonuses granted and prepension.

The Group offers these benefits through either defined contribution plans or defined benefit plans.

#### 2.9.1.1 Short-term benefits

Short-term benefits are recognized in the debts of the various Group companies that grant them and are included in other current liabilities.

## 2.9.1.2 Post-employment benefits

### 2.9.1.2.1 Defined contribution plans

Defined contributions plans are characterized by payments to organizations that free the employer from any subsequent obligation, with the organization responsible for paying the amounts due to staff. Given their nature, defined contributions plans do not give rise to the recognition of provisions in the Group financial statements, as the contributions are recognized as expenses when they fall due.

#### 2.9.1.2.2 Defined benefit plans

Under IAS 19 revised standard "Employee benefits", in the case of defined benefit plans, post-employment benefits are measured on a yearly basis by independent actuaries, in line with the projected unit credit method, according to the scale provided in the collective labor convention or the company agreement.

Retirement indemnities are estimated using the assumption of voluntary departures, taking social charges into account.

Under this method, each period of service gives rise to an additional unit in terms of benefit entitlement and each unit is assessed separately to calculate the final obligation. The final obligation is then discounted.

Until December 31, 2020, the obligation was prorated in line with seniority. The IFRIC decision published in May 2021 resulted in the deferral of the obligation for post-employment benefits that meet three criteria (defined benefits based on seniority, the existence of a cap on benefits, and an employment condition on the retirement date): in this case, the obligation is spread over the years of service giving rise to a benefit.

The calculation of benefits has not been modified.

This rule results in a deferral of the recognition of the obligation.

The IFRIC decision has an impact on the calculation of Retirement Indemnities for French companies. The accounting treatment of this impact is provided in note 2.

However, commitments relating to the Agreement on Preparation for Retirement does not fall within the scope of the decision.

The main items taken into account to calculate these commitments are:

- the estimated date of payment of the benefit,
- a financial discount rate in the country where the benefits are granted,
- assumptions on salary increases, staff turnover and mortality rates.

The main actuarial assumptions retained at the closing date are described in note 19.

Tests are conducted to assess these benefits' sensitivity to a change in the discount rate.

The cost of services rendered is recorded against operating income while the financial cost, net of the return on the related outsourced investments, is recognized as other financial revenue and expenses. The expected rate of return on the outsourced fund assets corresponds to the discount rate used to estimate the global employee benefit liability for the previous period.

When benefits are pre-financed via outsourced funds, assets held through funds are measured at their fair value and presented in the balance sheet net of the commitment.

The positive or negative actuarial differences include the effects on the benefit of changes in the calculation assumptions, the adjustments to the obligation based on experience as well as differences in outsourced fund returns in the case of prefinancing. Pursuant to IAS 19 revised standard, these differences are recognized as a non-recyclable component of other comprehensive income, for their after-tax value.

#### Past service cost and plan terminations

The past service costs associated with plan changes or reductions in benefits and gains or losses on plan terminations are recorded in operating income on the date of occurrence, since the adoption of IAS 19 revised standard.

The reduction in employee benefits resulting from the reorganization in France was recognized under other operating revenue.

No plan modification or termination occurred in 2020 and 2021.

#### Post-employment benefits of French companies

##### Retirement Indemnities

These indemnities affect the BOIRON parent company, BOIRON Caribbean and BOIRON Indian Ocean.

##### Agreement on Preparation for Retirement

The key terms are as follows:

- the retirement preparation scheme provides for free time and the gradual reduction of working time, facilitating the transition from work to retirement with no loss of wages,
- employees who benefit from this agreement include those who are finishing their career with BOIRON parent company and will be leaving the workforce within the framework of a departure or retirement, and have at least ten years' seniority on their official retirement date,
- employees who benefit from the agreement have the option of joining the retirement preparation program no more than four years and no less than three years prior to the age at which they will be entitled to collect their old age pension under the general pension scheme,
- the accrued retirement preparation time amounted to 1,638 hours or 468 half-days for a full-time employee with at least twenty-five years of service. For part-time employees with less than twenty-five years of seniority, the hours or half days are prorated,
- this reduction in working hours applies to the working hours in effect when the retirement preparation program begins,
- predetermined options for reductions in hours are available for employees to organize their working time reduction, taking into account the various requirements.

In the event that the French Social Security program or the supplementary pension plans were to materially change the conditions for receiving a full-rate pension, the parties would meet to, if necessary, adapt the terms and conditions of these arrangements.

#### Post-employment benefits of BOIRON Italy

Liabilities related to the TFR in Italy (payment of a retirement indemnity to Italian staff) are recognized in other non-current liabilities because they are certain accrued expenses. Advances paid to employees are recognized negatively in other non-current liabilities. The annual expense is recorded under personnel expenses.

## 2.9.2 Borrowings and financial debts (excluding rental liabilities)

Non-current borrowings and financial debts include the portion at over one year of borrowings and other financings, particularly the staff profit-sharing reserve. Borrowings and financial debts are not material and include the staff profit-sharing reserve.

## 2.9.3 Rental liabilities

The accounting methods and principles for lease liabilities under IFRS 16 standard are presented in note 2.4.4.

## 2.9.4 Provisions and contingent liabilities

Under IAS 37 standard "Provisions, contingent liabilities and contingent assets", a provision is recognized when the Group has an effective, legal or implicit obligation towards a third party, and when it is probable that this obligation will lead to an outflow of resources to this third party, without at least equivalent consideration being expected from the latter, and where the amount can be reliably measured. The portion of the provision at less than one year is recognized as current, with the balance being recognized as non-current.

These provisions mainly cover:

- provisions for reorganizations,
- provisions for returned goods, which are calculated on a statistical basis based on the history of returns in previous years and on the basis of knowledge of events leading to the conclusion that there will be exceptional amounts of returns,
- provisions for labor and commercial lawsuits,
- provisions intended to cover ongoing actions related to risk procedures,

## 2.9.5 Accounts payable and other liabilities

Other non-current liabilities include the portion of other liabilities payable in more than one year.

### 2.9.1.3 Other long-term benefits

These benefits relate to long-service bonuses paid by the French companies, bonuses granted by BOIRON Spain, and prepensions and bonuses granted by Belgian subsidiaries and BOIRON India.

At the closing date of each fiscal year, an independent actuary calculates the discounted value of the employer's future obligations related to these benefits.

Once the discounted value has been calculated, a non-current provision is recorded as a liability in the balance sheet.

The Group does not outsource the financing of these benefits.

Actuarial differences and the impact of changes, reductions or liquidations affecting the other long-term benefit plans (long-service and other bonuses) are recognized as operating income, like the other components of the change.

Current borrowings and financial debts include:

- the portion at under one year of borrowings and other financing,
- bank overdrafts.

Borrowings and financial debts are valued at amortized cost, using with the effective interest rate method. No financial debts were recognized at fair value.

In the case of reorganizations, a liability is recognized as soon as the reorganization has been disclosed, a detailed plan exists or its implementation has been launched along with a completion calendar making any material changes to the restructuring plan unlikely.

Provisions are discounted when the actualization impact is material.

Contingent assets and liabilities are set out in note 34.

Other current liabilities include the portion of other liabilities payable in less than one year.

## 2.10 Financial instruments

Financial instruments consist of financial assets, financial liabilities and derivatives.

### 2.10.1 Financial assets valued at amortized cost

Financial assets valued at amortized cost mainly include non-current financial assets (see note 2.4.5.1) and current financial assets such as accounts receivable (see note 13), other receivables excluding tax and social charges receivables, and adjustment accounts (accrued income and prepaid expenses) (see note 14).

### 2.10.2 Financial assets measured at fair value through other comprehensive income

The Group does not have any assets of this kind.

### 2.10.3 Investments at fair value through profit or loss

Non-current financial assets are non-consolidated investments, which are not material (see note 10). Analysis has shown that valuing at cost provides the best estimate of fair value.

### 2.10.4 Financial liabilities valued at amortized cost

These liabilities mainly include:

- borrowings and financial debts, valued using the effective interest rate method (see note 17),
- accounts payable with no financing components,

### 2.10.5 Reclassification of financial assets and liabilities during the fiscal years presented

No reclassifications were performed for the fiscal years presented.

### 2.10.6 Derivative instruments

The Group has implemented exchange risk hedging instruments as provided for by IFRS 9 standard, in line with its general risk management policy (hedging relationship clearly defined and documented at the date of implementation, proven effectiveness, eligible hedge, no major credit risks, etc.)

Hedging instruments are used for a maximum of twelve months.

In practice, hedging instruments are simple products (mainly futures sales), and are generally fair value hedges rather than cash flow hedges.

Variations in the fair value of fair value hedging contracts are recognized in the income statement.

Variations in the fair value of cash flow hedges are recognized directly under other comprehensive income for the effective portion and under income for the ineffective portion. The amounts recognized under other comprehensive income are symmetrically reported as income when the hedged element is recognized. The exchange rate hedges in place on December 31, 2021 are listed in note 23.

Currency derivatives are essentially futures and options transactions, which fall under level 2 of the hierarchy defined by IFRS 13 standard (fair value calculated using valuation techniques based on observable data such as the prices of assets or liabilities or pricing parameters from an active market).

Financial instruments are presented in various headings of the balance sheet (non-current financial assets, accounts receivable, accounts payable, financial debts, etc.).

As previously noted, there are no financial assets with a significant financing component.

Current financial assets are mainly short-term investments (see note 15).

Please note that the only financial liabilities with a significant financing component are post-employment benefits (see note 19).

Currency derivatives are valued at fair market value at each closing date and reported in the balance sheet as other current assets and liabilities. The fair value was determined on the basis of information provided by an external service provider as at the closing date. The counterparty for the fair value depends on the derivative and the hedging relationship: because the derivatives are primarily related to fair value hedges, changes in the fair value of derivatives are reported as other operating revenue and expenses or financial revenue and expenses (see notes 2.11.2 and 2.11.3), depending on whether or not they qualify as hedges.

Pursuant to IFRS 13 standard, financial instruments are presented under three categories, according to a hierarchy of fair value determination methods:

- **Level 1:** fair value as measured by reference to market prices (unadjusted), linked to identical assets and liabilities, on active markets,
- **Level 2:** fair value as measured by reference to the observed level 1 quoted price for the asset or liability, either directly (derived from the prices) or indirectly (based on data derived from the prices),
- **Level 3:** fair value as measured by reference to data related to the asset or liability not based on observable market data.

A summary table of assets by category and by level, at the closing date, is provided in note 23.

## 2.11 Consolidated income statement

The Group applies ANC (French accounting standards agency) recommendation No. 2013-R-03 of November 7, 2013 about the presentation of the income statement, and has opted not to

present a level corresponding to current operating income; only operating income is identified.

### 2.11.1 Operating revenue

IFRS 15 standard lays the foundation for recognizing sales on the basis of a five-step analysis:

- identification of the agreement,
- identification of the various performance obligations, i.e. the list of the goods or services that the vendor has undertaken to supply to the buyer,
- determining the overall price of the agreement,
- allocation of the overall price to each performance obligation,
- recognition of sales and related costs when a performance obligation is satisfied.

The health crisis did not lead to any changes in the rules for recognizing sales.

The BOIRON group's business activities essentially focus on the production and distribution of homeopathic products (over 90% of sales). Sales are recognized on the date of transfer of control, which in practice is the delivery date. Revenue is therefore recognized after completion; there are no earnings generated by product sales recognized in advance.

The Group acts only as the principal.

Its client contracts do not include any distinct, material performance requirements.

The business earnings recognition rules are not based on estimates.

Guarantees are treated as a separate service obligation and, where necessary, are covered by a provision recognized in compliance with IAS 37 (see Note 2.9.4).

An analysis based on the criteria defined by IFRS 15 standard has led the Group to present the consideration paid to customers, thus decreasing sales. Amounts paid to customers are not consideration for distinct and identifiable services.

In accordance with IFRS 15 standard, operating revenue is recorded net of:

- rebates, reductions,
- credit notes,
- discounts,
- consideration paid to customers and treated as a price reduction,
- changes in the provisions for extraordinary returns.

Sales generated by services are not material (0.5% of sales). They are recognized as the services are provided.

Foreign exchange gains and losses on operating transactions are included in other operating revenue and expenses, for the effective portion, and when the impact is material, in other financial income and expenses, for the ineffective portion.

### 2.11.2 Operating income

The performance indicator used by the Group is operating income. This corresponds to income of the consolidated Group prior to taking into account:

- the cost of net financial debt,
- other financial revenue and expenses,
- the Group's share of the net income or loss of companies accounted for under the equity method,
- income from activities held for sale,
- corporate income tax.

It includes the result of Group activities and other operating revenue and expenses.

Other operating revenue and expenses include:

- extraordinary, non-recurring and significant items, such as:
  - income from the disposal of tangible and intangible assets and consolidated shares,
  - provisions, current asset impairment, goodwill impairment and depreciation and amortization of tangible and intangible fixed assets, the cause of which meets this definition (reorganization, closure of sites, etc.),
- exchange gains and losses on operating transactions, the income on derivative instruments on trade transactions as well as the research tax credit (French "CIR").

### 2.11.3 Cash revenue, financing expenses, and other financial revenue and expenses

Cash revenue include income from cash and cash equivalents.

Financing expenses include interest expenses on the consolidated financial debt (cost of gross long-term debt including financial expenses, interest on rental liabilities, issue costs) comprising borrowings and other financial debts (particularly overdrafts),

Other financial revenue and expenses comprise:

- the impact of discounting assets and liabilities (excluding rental liabilities), which is mainly based on the financial cost of the employee benefits, net of the return on the outsourced fund,

- expenses paid to banks on financial transactions,
- the impact on the income of non-consolidated equity interests (dividends, impairment losses, gains and losses on disposal),
- foreign exchange gains and losses on financial transactions, including current accounts not eliminated during consolidation,
- income from derivative currency instruments generated by trade and financial transactions, not qualified as hedges or generated by the ineffective portion in the case of a material impact.

### 2.11.4 Earnings per share

Under IAS 33 standard, basic earnings per share is calculated by dividing the Group share of net income by the weighted average number of ordinary shares in circulation during the period, after deduction of treasury shares.

There were no dilutive instruments or discontinued operations under IFRS 5 standard.

## 2.12 Statement of cash flows

The statement of cash flows is drawn up pursuant to IAS 7 standard using the indirect method, taking consolidated net income as the starting point. It separates flows from operating activities from those generated by investment and financing activities.

Cash flows from operating activities generate revenue and do not meet the criteria for investment and financing flows. The Group has chosen to classify dividends received from non-consolidated companies in this category. Changes in provisions associated with working capital requirements are allocated to the corresponding flows.

Cash flows related to investment activities stem from acquisitions and disposals of long-term assets and other assets not classed as cash equivalents, with the exception of increases and decreases in rights of use related to leases not considered as cash flows under the standard. The impact of changes in scope during the fiscal year is also clearly identified in these flows.

Flows related to acquisitions and disposals are presented net of the changes in asset liabilities and in asset disposals receivables.

Financing activities are those that result in a change in the amount or nature of shareholders' equity or the company debts. Capital increases for the full-year period and paid dividends, movements in treasury shares excluding the liquidity contract, increases in or repayments of borrowings are included in this category, and repayments of rental liabilities (increases in liabilities are not considered cash flows, pursuant to the standard). The Group also opted to include paid interest (including interest on rental liabilities) and collected cash revenue.

The Group's cash and cash equivalents, the change in which is analyzed in the statement of cash flows, are defined as the net balance of the balance sheet sections hereafter:

- cash and cash equivalents,
- current bank overdrafts and bank credit balances.

## 2.13 Segment reporting

In line with IFRS 8 standard, segment reporting is presented in note 5 to the financial statements.

The segment reporting level applied by the Group is the geographical area, with not change compared to previous years. Management makes decisions on this strategic basis using reporting by geographic area as a primary analysis tool. Geographical segmentation also corresponds to the Group's functional organization.

The various geographic areas were defined by grouping countries with similar economic characteristics, based on their similarities in terms of risks, strategy, and regulatory and profitability requirements.

This analysis resulted in the following areas, which remain unchanged from previous periods:

- France: mainland France and the overseas departments and territories,

- Europe: all European countries excluding France,
- North America only the United States and Canada,
- Other countries: all countries that do not meet the criteria for any of the three areas set out above.

Income by segment is determined based on consolidated figures, on a comparable basis as for prior years.

The criterion for allocation to a geographic area is the location of the assets used to generate sales. This criterion is different from that used for the information on sales released on a quarterly basis, which uses allocation by geographic destination of sales (market).

There is only one material sector of activity, the manufacture and marketing of homeopathic medicines. Revenues derived from ancillary activities are not material.

### 3 CONSOLIDATION SCOPE

The following BOIRON Group companies are fully consolidated; listed by date of creation or date of entry into the group:

Country	Company name	Changes in consolidation scope		% interest at 12/31/2021	% interest at 12/31/2020	% control at 12/31/2021	% control at 12/31/2020
		Type of change	Date				
Belgium	UNDA			99.98%	99.98%	99.98%	99.98%
Italy	LABORATOIRES BOIRON			99.91%	99.91%	99.97%	99.97%
USA	BOIRON USA <sup>(1)</sup>			100.00%	100.00%	100.00%	100.00%
USA	BOIRON			100.00%	100.00%	100.00%	100.00%
Spain	BOIRON SOCIEDAD IBERICA DE HOMEOPATIA			99.99%	99.99%	100.00%	100.00%
Canada	BOIRON CANADA			100.00%	100.00%	100.00%	100.00%
France (Martinique)	BOIRON CARAIBES			99.04%	99.04%	99.04%	99.04%
Czech Republic	BOIRON CZ			100.00%	100.00%	100.00%	100.00%
Slovakia	BOIRON SK			100.00%	100.00%	100.00%	100.00%
Poland	BOIRON SP			100.00%	100.00%	100.00%	100.00%
Romania	BOIRON RO			100.00%	100.00%	100.00%	100.00%
Tunisia	BOIRON TN			99.90%	99.90%	100.00%	100.00%
Hungary	BOIRON HUNGARIA			100.00%	100.00%	100.00%	100.00%
Russia	BOIRON			100.00%	100.00%	100.00%	100.00%
Brazil	BOIRON MEDICAMENTOS HOMEOPATICOS			99.99%	99.99%	100.00%	100.00%
France	LES EDITIONS SIMILIA <sup>(2)</sup>			97.52%	97.52%	97.54%	97.54%
Switzerland	BOIRON			100.00%	100.00%	100.00%	100.00%
France (Réunion)	BOIRON			100.00%	100.00%	100.00%	100.00%
Bulgaria	BOIRON BG			100.00%	100.00%	100.00%	100.00%
Portugal	BOIRON			100.00%	100.00%	100.00%	100.00%
Belgium	BOIRON			100.00%	100.00%	100.00%	100.00%
India	BOIRON LABORATORIES			99.99%	99.99%	99.99%	99.99%
Colombia	BOIRON S.A.S.			100.00%	100.00%	100.00%	100.00%
Hong Kong	BOIRON ASIA LIMITED			100.00%	100.00%	100.00%	100.00%
China	BOIRON (HANGZHOU) TRADING, Co., Ltd. <sup>(3)</sup>	Creation	7/1/2021	100.00%	0.00%	100.00%	0.00%

(1) Holding company.

(2) Company whose main activity is publishing.

(3) Wholly-owned by BOIRON ASIA LIMITED.

The year end is December 31 for all companies except BOIRON LABORATORIES in India, which closes its company accounts on March 31. It prepares interim statements, subject to a contractual audit, on December 31 for use in the annual consolidated financial statements.

Given that their impact within the Group is considered non-significant, the non-consolidated controlled companies are recognized as investments (see note 10).

## 4 CURRENCY TRANSLATION METHOD

The following table sets out the euro conversion rates against the currencies used for consolidation for the main companies in foreign currencies:

Conversion rate	Average rate 2021	Average rate 2020	Closing rate 2021	Closing rate 2020
Czech Koruna	25.647	26.455	24.858	26.242
US Dollar	1.184	1.141	1.133	1.227
Canadian Dollar	1.483	1.529	1.439	1.563
Hungarian Forint	358.464	351.204	369.190	363.890
Romanian Leu	4.921	4.838	4.949	4.868
Brazilian Real	6.381	5.890	6.310	6.374
Russian Ruble	87.232	82.645	85.300	91.467
Polish Zloty	4.564	4.443	4.597	4.560

## 5 SEGMENT REPORTING

The table below presents the 2021 data:

Data relating to the income statement	France	Europe (excluding France)	North America	Other countries	Eliminations <sup>(1)</sup>	2021
External SALES	254,186	108,554	83,850	8,611		455,201
Inter-sector SALES	72,816	2,997	64	1,584	(77,461)	0
<b>TOTAL SALES</b>	<b>327,002</b>	<b>111,551</b>	<b>83,914</b>	<b>10,195</b>	<b>(77,461)</b>	<b>455,201</b>
<b>OPERATING INCOME</b>	<b>29,980</b>	<b>5,304</b>	<b>3,072</b>	<b>(918)</b>	<b>9,404</b>	<b>46,842</b>
<i>of which net allowances to amortization, depreciation and impairment on non-current assets</i>	<b>(29,883)</b>	(2,289)	(939)	(260)		(33,371)
<i>of which net changes in impairment of current assets, provisions and employee benefits</i>	<b>13,402</b>	574	1,354	43		15,373
Cash revenue and financing expenses	441	(16)	(134)	(60)		231
Income tax	(12,756)	(1,455)	(797)	(117)	(2,429)	(17,554)
<b>NET INCOME (GROUP SHARE)</b>	<b>16,703</b>	<b>3,833</b>	<b>2,140</b>	<b>(1,095)</b>	<b>6,975</b>	<b>28,556</b>

Data relating to the balance sheet	France	Europe (excluding France)	North America	Other countries	Eliminations <sup>(1)</sup>	12/31/2021
Balance sheet total	747,671	102,950	103,529	9,374	(192,824)	770,700
Goodwill	85,316	2,825	1,494			89,635
Net tangible and intangible fixed assets	176,509	4,913	11,897	467		193,786
Deferred taxes assets	17,849	1,800	2,192	53		21,894
Working Capital Requirements	65,690	34,388	37,451	3,204	(28,066)	112,667

Data relating to the cash flow statement	France	Europe (excluding France)	North America	Other countries	Eliminations <sup>(1)</sup>	2021
Acquisition of tangible and intangible fixed assets	19,320	874	134	90		20,418

(1) Of which eliminations of inter-sector flows and internal results.

The 2020 figures are presented below:

Data relating to the income statement	France	Europe (excluding France)	North America	Other countries	Eliminations <sup>(1)</sup>	2020
External SALES	299,476	107,122	100,753	6,231		513,582
Inter-sector SALES	115,269	2,972	34	1,633	(119,908)	0
<b>TOTAL SALES</b>	<b>414,745</b>	<b>110,094</b>	<b>100,787</b>	<b>7,864</b>	<b>(119,908)</b>	<b>513,582</b>
<b>OPERATING INCOME</b>	<b>45,100</b>	<b>3,256</b>	<b>2,304</b>	<b>(403)</b>	<b>(12,072)</b>	<b>38,185</b>
<i>of which net allowances to amortization, depreciation and impairment on non-current assets</i>	(28,966)	(2,404)	(893)	(343)		(32,606)
<i>of which net changes in impairment of current assets, provisions and employee benefits</i>	(36,509)	2,732	(678)	(134)		(34,589)
Cash revenue and financing expenses	338	(119)	(32)	(76)		111
Income tax	(10,824)	(2,968)	(423)	(224)	3,431	(11,008)
<b>NET INCOME (GROUP SHARE)</b>	<b>33,549</b>	<b>170</b>	<b>1,848</b>	<b>(717)</b>	<b>(8,641)</b>	<b>26,209</b>

Data relating to the balance sheet	France	Europe (excluding France)	North America	Other countries	Eliminations <sup>(1)</sup>	12/31/2020
Balance sheet total	770,995	98,570	101,983	7,472	(197,199)	781,821
Goodwill	85,316	2,825	1,415			89,556
Net tangible and intangible fixed assets	187,905	4,828	11,699	494		204,926
Deferred taxes assets	30,832	2,150	2,684	42		35,708
Working Capital Requirements	52,815	31,985	41,243	2,163	(35,322)	92,884

Data relating to the cash flow statement	France	Europe (excluding France)	North America	Other countries	Eliminations <sup>(1)</sup>	2020
Acquisition of tangible and intangible fixed assets	19,176	483	977	65		20,701

(1) Of which eliminations of inter-sector flows and internal results.

The breakdown of consolidated sales figures by sales location, as published in the quarterly regulatory information, is presented as follows:

Sales data	2021	2020
France		278,062
Europe (excluding France)		115,371
North America		100,753
Other countries		19,395
<b>TOTAL SALES</b>	<b>455,201</b>	<b>513,582</b>

The breakdown of sales by product line is presented in note 24.

The structure of Group customers is fragmented. No customer represented more than 10% of Group sales during the periods presented.

## 6 GOODWILL

### 6.1 Quantified data

Goodwill	12/31/2020	Increases / (Decreases)	Currency translation adjustments	12/31/2021
BOIRON S.A. <sup>(1)</sup>	84,653			84,653
LES EDITIONS SIMILIA	663			663
<b>Total "France" <sup>(2)</sup></b>	<b>85,316</b>	<b>0</b>	<b>0</b>	<b>85,316</b>
Italy	2,242			2,242
Spain	583			583
Switzerland	55			55
<b>Total "Europe (excluding France)"</b>	<b>2,880</b>	<b>0</b>	<b>0</b>	<b>2,880</b>
Canada	229		(7)	222
USA	1,186		86	1,272
<b>Total "North America"</b>	<b>1,415</b>	<b>0</b>	<b>79</b>	<b>1,494</b>
<b>Total "Other countries"</b>	<b>0</b>			<b>0</b>
<b>TOTAL GROSS GOODWILL</b>	<b>89,611</b>	<b>0</b>	<b>79</b>	<b>89,690</b>
Switzerland impairment	(55)			(55)
<b>TOTAL NET GOODWILL</b>	<b>89,556</b>	<b>0</b>	<b>79</b>	<b>89,635</b>

(1) BOIRON parent company goodwill relates to DOLISOS (€70,657 thousand), LHF (€7,561 thousand), SIBOURG (€1,442 thousand) DSA (€1,381 thousand) HERBAXT (€1,785 thousand) and Laboratoire FERRIER (€1,827 thousand).

(2) As goodwill from the various acquisitions made in France has become inseparable, impairment tests are carried out in France.

There were no acquisitions that generated new goodwill in 2021.

Other changes in gross goodwill in 2021 were only due to currency translation adjustments in the "North America" area.

### 6.2 Impairment tests

As stated in note 2.5, impairment tests are conducted by determining the CGU's value-in-use, using the discounted future cash flow method, implemented according to the following principles:

- cash-flows are based on medium-term (five-year) budgets and forecast prepared by the Group financial control department and approved by General Management,
- the growth rate assumptions used for the given time frame may vary depending on the different market specificities,
- free cash flows do not take any financial items in account,
- the discount rate is determined using the OAT rate, the market risk premium, a beta coefficient, and if necessary a specific risk premium, generally related to a country-specific risk. Specific risk premiums are adjusted to exclude the risk already taken into account in the forecasts. The rates calculated accordingly have been reconciled with the rates used by certain analysts,
- the discount rate applied for France (95% of net goodwill) was 9.0% in 2021, compared to 9.7% in 2020. The rates adopted for the other CGUs ranged from 8.0% to 12.0% in 2021 (9.1% to 14.0% in 2020).
- the ultimate value is calculated by discounting normative cash flow to infinity; normative cash flow is generally calculated using the cash flow amount for the last period of the given timeframe, based on the discount rate applied for the given time frame and a perpetual growth rate consistent with CGU- and country-related criteria, and in line with analysts' assumptions and industry standards. The rate used for France was 2.0% for 2021, compared to 1.5% in 2020; the rates used for the other CGUs ranged from 1.5% to 2.5% in 2021, compared to 0.8% to 2.5% in 2020,
- the growth in sales, and more broadly in the different flows, elected per CGU is in line with the organizational structure, current investments and historical evolutions. It therefore only takes account of reorganizations carried out as of the date of the test and is based on renewal investments and not on growth-related investments.

The tests performed did not give rise to any additional impairments.

The Group conducted tests to assess the sensitivity of the values determined to a possible change in:

- the discount rate (0.5 points upwards or downwards),
- the growth rate to infinity (0.5 points upwards or downwards),
- the operating income rate (0.5 points upwards or downwards).

The Group did not identify any reasonably possible changes in key assumptions which might lead to the recognition of impairment.

The delisting of homeopathic medicines and the reorganization plan launched in France in 2020 did not give rise to the recognition of any goodwill impairment charges. The France CGU's recoverable amount remains well above its net book value.

## 7 INTANGIBLE FIXED ASSETS

Intangible fixed assets	12/31/2020	Increases		Disposals and scrappings	Impact of impairment tests	Currency translation adjustments and other movements	12/31/2021
		Acquisitions	Annual amortization				
Brands	1,086	285					1,371
Software	102,507	3,325		(8,929)		7,677	104,580
Licenses and ownership rights	45			(7)			38
Patents and formulas	2,394						2,394
Intangible assets in progress	9,609	5,512				(7,841)	7,280
Other intangible fixed assets	2,583			(274)			2,309
<b>GROSS INTANGIBLE FIXED ASSETS</b>	<b>118,224</b>	<b>9,122</b>	<b>0</b>	<b>(9,210)</b>	<b>0</b>	<b>(164)</b>	<b>117,972</b>
Brands	(1,026)						(1,026)
Software	(82,121)		(7,996)	8,929		(64)	(81,252)
Licenses and ownership rights	(42)			7			(35)
Patents and formulas	(2,390)		(5)			1	(2,394)
Other intangible fixed assets	(2,534)		(12)	274			(2,272)
<b>AMORTIZATION AND IMPAIRMENT OF INTANGIBLE FIXED ASSETS</b>	<b>(88,113)</b>	<b>0</b>	<b>(8,013)</b>	<b>9,210</b>	<b>0</b>	<b>(63)</b>	<b>(86,979)</b>
<b>NET INTANGIBLE FIXED ASSETS</b>	<b>30,111</b>	<b>9,122</b>	<b>(8,013)</b>	<b>0</b>	<b>0</b>	<b>(227)</b>	<b>30,993</b>

Intangible fixed assets in progress primarily include the capitalization of IT projects in progress based on their implementation, generally amortized over between five and eight years. Portions of the modules related to various IT programs in France were completed in 2021 (see the "Currency translation adjustments and other movements" column); the remainder should be mostly completed in 2022.

Impairment tests as of December 31, 2021 did not give rise to the recognition of any impairment of intangible fixed assets, as in 2020. The Group has not identified any signs of impairment loss on intangible fixed assets in progress.

No intangible fixed assets were pledged as collateral, guarantees or securities on December 31, 2020 or December 31, 2021.

No intangible fixed assets were reclassified in 2021, as in 2020, to assets held for sale.

Intangible fixed asset movements in 2020 were as follows:

Intangible fixed assets	12/31/2019	Increases		Disposals and scrappings	Impact of impairment tests (IAS 36)	Currency translation adjustments and other movements	12/31/2020
		Acquisitions	Annual amortization				
<b>GROSS INTANGIBLE FIXED ASSETS</b>	108,225	10,189	0	(42)	0	(148)	118,224
<b>AMORTIZATION AND IMPAIRMENT OF INTANGIBLE FIXED ASSETS</b>	(81,157)	0	(7,097)	41	0	100	(88,113)
<b>NET INTANGIBLE FIXED ASSETS</b>	27,068	10,189	(7,097)	(1)	0	(48)	30,111

Research costs are recognized as expenses, as shown in note 27.

## 8 TANGIBLE FIXED ASSETS

Tangible fixed assets	12/31/2020	Increases		Disposals and scrappings	Impact of impairment tests	Assets held for sale (see note 11)	Currency translation adjustments and other movements	12/31/2021
		Acquisitions	Annual amortization					
Land and fixtures	48,339	176		(2,799)		(952)	137	44,901
Buildings	218,993	1,463		(10,034)		(2,869)	1,451	209,004
Equipment	149,001	2,959		(2,219)			2,867	152,608
Tangible fixed assets in progress	5,051	5,570					(3,025)	7,596
Other fixed assets	31,309	1,565		(5,481)			321	27,714
<b>GROSS TANGIBLE FIXED ASSETS</b>	452,693	11,733	0	(20,533)	0	(3,821)	1,751	441,823
Land and fixtures	(19,130)		(1,704)	1,372		412		(19,050)
Buildings	(134,589)		(9,370)	8,789	1	2,544	(384)	(133,009)
Equipment	(96,976)		(8,766)	2,050	209		(24)	(103,507)
Other fixed assets	(27,183)		(1,424)	5,304	53		(214)	(23,464)
<b>AMORTIZATION AND IMPAIRMENT OF TANGIBLE FIXED ASSETS</b>	(277,878)	0	(21,264)	17,515	263	2,956	(622)	(279,030)
<b>NET TANGIBLE FIXED ASSETS</b>	174,815	11,733	(21,264)	(3,018)	263	(865)	1,129	162,793

Tangible fixed assets in progress primarily relate to industrial equipment and renovation work at the Messimy production site, following the closure of the Montrichard site as part of the reorganization launched in 2020 (see note 1). Partial commissioning occurred in 2021, with the remainder scheduled for 2022.

In 2021, net reversals on the impairment of tangible fixed assets amounted to €263 thousand. They relate to fixed assets of the sites and the Montrichard site, closed in 2021 as part of the reorganization in France (see note 1). They were recognized under other operating revenue and expenses (see note 28).

As at December 31, 2021 and December 31, 2020, no tangible fixed assets were subject to a pledge, guarantee or collateral

As at December 31, 2021 and December 31, 2020, no tangible fixed assets were subject to a pledge, guarantee or collateral.

Changes in tangible fixed assets in 2020 were as follows:

Tangible fixed assets	12/31/2019	Increases		Disposals and scrappings	Impact of impairment tests	Assets held for sale (see note 11)	Currency translation adjustments and other movements	12/31/2020
		Acquisitions	Annual amortization					
Land and fixtures	47,787	1,037		(150)		(290)	(45)	48,339
Buildings	216,724	2,034		(518)		(1,040)	1,793	218,993
Equipment	143,848	2,552		(5,335)			7,936	149,001
Tangible fixed assets in progress	9,566	2,943					(7,458)	5,051
Other fixed assets	33,021	926		(3,298)			660	31,309
<b>GROSS TANGIBLE FIXED ASSETS</b>	<b>450,946</b>	<b>9,492</b>	<b>0</b>	<b>(9,301)</b>	<b>0</b>	<b>(1,330)</b>	<b>2,886</b>	<b>452,693</b>
Land and fixtures	(17,479)		(1,815)	5		159		(19,130)
Buildings	(125,587)		(10,033)	287	(607)	997	354	(134,589)
Equipment	(88,766)		(9,132)	5,303	(259)		(4,122)	(96,976)
Other fixed assets	(27,851)		(1,627)	3,249	(79)		(875)	(27,183)
<b>AMORTIZATION AND IMPAIRMENT OF TANGIBLE FIXED ASSETS</b>	<b>(259,683)</b>	<b>0</b>	<b>(22,607)</b>	<b>8,844</b>	<b>(945)</b>	<b>1,156</b>	<b>(4,643)</b>	<b>(277,878)</b>
<b>NET TANGIBLE FIXED ASSETS</b>	<b>191,263</b>	<b>9,492</b>	<b>(22,607)</b>	<b>(457)</b>	<b>(945)</b>	<b>(174)</b>	<b>(1,757)</b>	<b>174,815</b>

In 2020, depreciation of tangible fixed assets (property, plant and equipment) amounted to €945 thousand, mainly relating to

accelerated depreciation of fixed assets at sites closed in 2021 as part of the reorganization in France (€926 thousand).

## 9 RIGHTS OF USE RELATING TO LEASES

Rights of use relating to leases	12/31/2020	Increases		Decreases	Currency translation adjustments and other movements	12/31/2021
		New leases	Amortization			
Gross rights of use relating to real estate leases	16,412	154		(2,255)	88	14,399
Amortization of rights of use relating to real estate leases	(9,076)			(2,010)	1,844	(56)
<b>TOTAL RIGHTS OF USE RELATING TO REAL ESTATE LEASES</b>	<b>7,336</b>	<b>154</b>	<b>(2,010)</b>	<b>(411)</b>	<b>32</b>	<b>5,101</b>
Gross rights of use relating to vehicle leases	0	1,754		(2,878)	10,545	9,421
Amortization of rights of use relating to vehicle leases	0			(2,347)	2,878	(5,915)
<b>TOTAL RIGHTS OF USE RELATING TO VEHICLE LEASES</b>	<b>0</b>	<b>1,754</b>	<b>(2,347)</b>	<b>0</b>	<b>4,099</b>	<b>3,506</b>
<b>TOTAL RIGHTS OF USE RELATING TO LEASES</b>	<b>7,336</b>	<b>1,908</b>	<b>(4,357)</b>	<b>(411)</b>	<b>4,131</b>	<b>8,607</b>

Rights of use assets relate to real estate leases and, from 2021, vehicle leases.

Other movements primarily include vehicle leases adjusted since January 1, 2021. As mentioned in note 2, given that the impact was non-material, 2020 was not adjusted.

For information, there are no finance leases.

The implementation of impairment tests did not give rise to the recognition of any impairment charges.

As of December 31, 2020, the impacts were as follows:

Rights of use relating to leases	12/31/2019	Increases		Decreases	Currency translation adjustments and other movements	12/31/2020
		New leases	Amortization			
Gross rights of use relating to real estate leases	17,423	2,983		(3,237)	(757)	16,412
Amortization of rights of use relating to real estate leases	(10,935)		(1,957)	3,237	579	(9,076)
<b>TOTAL RIGHTS OF USE RELATING TO REAL ESTATE LEASES</b>	<b>6,488</b>	<b>2,983</b>	<b>(1,957)</b>	<b>0</b>	<b>(178)</b>	<b>7,336</b>

## 10 INVESTMENTS

Investments	12/31/2021			12/31/2020		
	Gross value	Change in fair value	Net value	Gross value	Change in fair value	Net value
<b>Investments at fair value through profit or loss</b>	<b>3,850</b>	<b>(983)</b>	<b>2,867</b>	<b>2,002</b>	<b>(715)</b>	<b>1,287</b>
Non-consolidated investments <sup>(1)</sup>	3,850	(983)	2,867	2,002	(715)	1,287
<b>Investments valued at depreciated cost</b>	<b>1,506</b>	<b>0</b>	<b>1,506</b>	<b>1,520</b>	<b>0</b>	<b>1,520</b>
Loans <sup>(2)</sup>	398		398	397		397
Guarantees and other receivables <sup>(3)</sup>	416		416	401		401
Other investments <sup>(4)</sup>	692		692	722		722
<b>Investments at fair value through other comprehensive income</b>			<b>0</b>			<b>0</b>
<b>TOTAL INVESTMENTS</b>	<b>5,356</b>	<b>(983)</b>	<b>4,373</b>	<b>3,522</b>	<b>(715)</b>	<b>2,807</b>

(1) €566 thousand in CEDH shares and €7 thousand in CDFH shares, non-consolidated entities held by the BOIRON parent company.

€369 thousand in shares in a non-consolidated joint venture 90% owned by BOIRON Brazil, dedicated to the import and distribution of COVID tests in Brazil.

Shares in the non-consolidated BOIRON entity in Germany, held by BOIRON parent company: €717 thousand gross and €0 thousand net after recognition of changes in the fair value.

€1,921 thousand in FCPI securities (Fonds Commun de Placement dans l'Innovation).

(2) Including €380 thousand in subsidized home loans (French "1% logement") taken over from DOLISOS SA by BOIRON parent company under the merger agreement, revalued in 2012.

(3) Real estate guarantees at subsidiaries.

(4) Including €669 thousand corresponding to the "restricted cash" portion of the liquidity contract (see note 2.4.5).

As at December 31, 2021 and December 31, 2020, no investment was subject to a pledge, guarantee or collateral.

There is no indicator of risk or lawsuit at non-consolidated companies, the shares of which are not impaired.

## 11 ASSETS AND LIABILITIES HELD FOR SALE

Assets held for sale	12/31/2020	Disposals and scrappings	Impact of impairment tests	Allocation of assets	Currency translation adjustments	Other reclassifications	12/31/2021
Land and fixtures available for sale	131	(131)		540			540
Buildings available for sale	1,650	(43)		325			1,932
<b>ASSETS HELD FOR SALE</b>	<b>1,781</b>	<b>(174)</b>	<b>0</b>	<b>865</b>	<b>0</b>	<b>0</b>	<b>2,472</b>
<b>ADDITIONAL IMPAIRMENT OF FIXED ASSETS HELD FOR SALE</b>	<b>(88)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>(88)</b>
<b>TOTAL NET ASSETS HELD FOR SALE</b>	<b>1,693</b>	<b>(174)</b>	<b>0</b>	<b>865</b>	<b>0</b>	<b>0</b>	<b>2,384</b>

In 2020, "Assets held for sale" included:

- two buildings in Belgium (€1,519 thousand): these assets, which were recorded under this line item at the end of 2018, were maintained at 2021 year-end, with an agreement signed in September 2021,
- the land and buildings at the Saint-Etienne facility, whose activities were transferred to the Sainte-Foy-lès-Lyon site (€174 thousand), were sold at the end of March 2021, generating a capital gain of €761 thousand (see note 28).

In 2021, the following assets were also included in this category:

- four facilities (closed and put up for sale in the first half of 2021) and the Montrichard production site (closed and put up for sale in December 2021), as part of the reorganization in France, for a net book value of €711 thousand.

The seven other facilities affected by the reorganization were sold in 2021 (see note 28).

- the head office of the Spanish subsidiary (€154 thousand) since the subsidiary's move into its new (rented) premises in June 2021. The sale agreement is currently being finalized and the sale is expected to take place in the first half of 2022.

In compliance with IFRS 5, these assets are valued at the lower of their carrying amount and their fair value net of sale fees. They are no longer depreciated once they have been classified under this category (see note 2.7.1). The analysis performed did not lead to any recognition of impairment.

There were no liabilities held for sale as at December 31, 2021, as in 2020.

## 12 INVENTORIES AND WORK IN PROGRESS

Inventories and work in progress	12/31/2020	Change	Annual impairment	Reversal for the fiscal year	Currency translation adjustments and other movements	12/31/2021
Raw materials and supplies	14,436	(896)			20	13,560
Semi-finished goods and finished goods	71,011	(4,430)			1,788	68,369
Goods	3,081	5,322			14	8,417
<b>TOTAL GROSS INVENTORIES</b>	<b>88,528</b>	<b>(4)</b>	<b>0</b>	<b>0</b>	<b>1,822</b>	<b>90,346</b>
<b>TOTAL IMPAIRMENT OF INVENTORIES</b>	<b>(3,491)</b>	<b>0</b>	<b>(4,503)</b>	<b>3,251</b>	<b>(47)</b>	<b>(4,790)</b>
<b>TOTAL NET INVENTORIES</b>	<b>85,037</b>	<b>(4)</b>	<b>(4,503)</b>	<b>3,251</b>	<b>1,775</b>	<b>85,556</b>

Inventory impairment is calculated on the basis of criteria set out in note 2.7.2.

As at December 31, 2021 and December 31, 2020, no inventory had been pledged to guarantee liabilities.

The analysis carried out did not identify any risks of impairment (obsolescence, etc.) due to the health crisis.

## 13 ACCOUNTS RECEIVABLE AND OTHER ASSETS LINKED TO CUSTOMER ACCOUNTS

Accounts receivable and other assets linked to customer accounts	12/31/2020	Change	Annual impairment	Reversal for the fiscal year (unused impairment)	Reversal for the fiscal year (used impairment)	Currency translation adjustments and other movements	12/31/2021
Gross accounts receivable denominated in euros	58,470	(201)					58,269
Gross accounts receivable denominated in other currencies	31,883	6,509				1,862	40,254
<b>TOTAL GROSS ACCOUNTS RECEIVABLE</b>	<b>90,353</b>	<b>6,308</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,862</b>	<b>98,523</b>
Impairment of accounts receivable denominated in euros	(1,102)		(151)	191	126		(936)
Impairment of accounts receivable denominated in foreign currencies	(331)		(123)	157	71	(21)	(247)
<b>TOTAL IMPAIRMENT OF ACCOUNTS RECEIVABLE</b>	<b>(1,433)</b>	<b>0</b>	<b>(274)</b>	<b>348</b>	<b>197</b>	<b>(21)</b>	<b>(1,183)</b>
Net accounts receivable denominated in euros	57,368	(201)	(151)	191	126		57,333
Net accounts receivable denominated in other currencies	31,552	6,509	(123)	157	71	1,841	40,007
<b>TOTAL NET ACCOUNTS RECEIVABLE</b>	<b>88,920</b>	<b>6,308</b>	<b>(274)</b>	<b>348</b>	<b>197</b>	<b>1,841</b>	<b>97,340</b>

No outstanding receivables had been sold as at December 31, 2021 or December 31, 2020.

No material change in scope occurred during the fiscal years presented.

As stated in note 2.7.3.1, there are no other assets linked to contracts.

Impairment of trade receivables is recognized in accordance with the principles set out in note 2.7.3.1. The health crisis did not lead the Group to change its impairment methods.

As stated in note 2.7.3.1, customer risk is considered insignificant given that the "net cost" of doubtful clients is low.

Credit risk is addressed in note 23. A significant portion of trade receivables is subject to a guarantee (see note 23.3.4).

Accounts receivable denominated in foreign currencies mainly relate to the United States, Russia, Romania, Poland, Brazil and Canada (see note 23).

## 14 INCOME TAX RECEIVABLE AND OTHER CURRENT AND NON-CURRENT ASSETS

Other current assets	12/31/2020	Change	Changes in impairment of other assets	Currency translation adjustments and other movements	12/31/2021
<b>INCOME TAX RECEIVABLES (non-financial assets)</b>	<b>8,586</b>	<b>(4,446)</b>		<b>(1,357)</b>	<b>2,783</b>
<b>Non-financial assets</b>	<b>13,835</b>	<b>(1,421)</b>	<b>0</b>	<b>315</b>	<b>12,729</b>
State and local government, excluding income tax	10,373	(1,485)		229	9,117
Staff	329	(126)		10	213
Accrued expenses	3,133	190		76	3,399
<b>Financial assets valued at amortized cost</b>	<b>8,832</b>	<b>8,315</b>	<b>0</b>	<b>36</b>	<b>17,183</b>
Other receivables	8,832	8,315		36	17,183
<b>Assets linked to customer contracts</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Derivative instruments</b>	<b>139</b>	<b>(139)</b>		<b>0</b>	<b>0</b>
<b>Other gross current assets (excluding income tax receivables)</b>	<b>22,806</b>	<b>6,755</b>	<b>0</b>	<b>351</b>	<b>29,912</b>
Impairment of other current assets	(271)			156	(115)
<b>TOTAL OTHER NET CURRENT ASSETS</b>	<b>22,535</b>	<b>6,755</b>	<b>0</b>	<b>507</b>	<b>29,797</b>

Other non-current assets	12/31/2020	Change	Changes in asset impairments	Currency translation adjustments and other movements	12/31/2021
<b>TOTAL OTHER NET NON-CURRENT ASSETS</b>	<b>32</b>	<b>9</b>	<b>0</b>	<b>0</b>	<b>41</b>

## 15 CASH AND CASH EQUIVALENTS

Cash and cash equivalents	12/31/2021			12/31/2020		
	Euros	Foreign currencies (euro equivalents)	Total	Euros	Foreign currencies (euro equivalents)	Total
Cash equivalents	103,003	387	103,390	3,149	2,582	5,731
Cash	120,269	10,845	131,114	225,180	3,774	228,954
<b>TOTAL</b>	<b>223,272</b>	<b>11,232</b>	<b>234,504</b>	<b>228,329</b>	<b>6,356</b>	<b>234,685</b>

Cash equivalents primarily include euro money market funds or similar investments (certificates on deposits and future deposits, etc.) that meet the IAS 7 criteria (see note 2.7.3.2).

Fair value changes were not material at the closing date.

No investment instruments had been provided as guarantees or were subject to restrictions at the end of the period.

The amount of non-available cash and cash equivalents for the Group (example: exchange controls) is not material.

## 16 SHAREHOLDERS' EQUITY

Share capital at December 31, 2021 comprised 17,545,408 fully paid-up shares of 1 euro each.

The share movements are presented in the table of changes in consolidated shareholders' equity.

There are no preference shares.

BOIRON parent company is not subject to any external regulatory or contractual constraints on its capital.

For monitoring purposes, the company includes the same elements in its shareholders' equity as those integrated into consolidated shareholders' equity.

### 16.1 Treasury shares

The capital is comprised as follows (number of shares):

Capital	12/31/2021	12/31/2020
<b>Total number of shares</b>	<b>17,545,408</b>	<b>17,545,408</b>
Treasury shares	(33,717)	(31,737)
<b>Number of shares excluding treasury shares</b>	<b>17,511,691</b>	<b>17,513,671</b>

Shares registered to the same person for three years or more have double voting rights at Shareholders' Meetings.

There are no share warrants in circulation and the Company has not introduced any employee stock option plans or dilutive instruments.

Treasury shares are valued at the historical cost and their value is directly booked in consolidated shareholders' equity.

As at December 31, 2021, the treasury share portfolio amounted to €1,290 thousand. 33,717 shares are held through the liquidity

contract contracted with NATIXIS. There were no shares were destined for cancellation at the end of 2021, as at the end of 2020.

Acquisitions made during the fiscal year totaled €4,163 thousand (all via the liquidity contract). Disposals during the year amounted to €4,097 thousand (in historic acquisition costs), all through the liquidity contract.

The unrealized loss on the portfolio was €104 thousand (on the basis of the average price in December 2021).

## 16.2 Dividend per share

Dividend per share (€)	
2020 dividend paid in 2021	0.95
2021 dividend proposed to the General Meeting	0.95

As mentioned in note 1, the health crisis did not have a significant impact on the Group's financial structure.

## 16.3 Minority interests

Given the immaterial impact of minority interests, the Group does not report its contribution to the main line items on the

balance sheet and income statement, with the exception of contributions to net income and shareholders' equity.

## 17 CURRENT AND NON-CURRENT BORROWINGS AND FINANCIAL DEBTS

Borrowings and financial debts	12/31/2020	Increases	Decreases	Currency translation adjustments and other movements	12/31/2021
Total Treasury liabilities	372	148	(4)	6	522
Financial borrowings	34				34
Profit-sharing reserve	4,269	3	(1,171)	1	3,102
<b>Total Borrowings and financial debts</b>	<b>4,303</b>	<b>3</b>	<b>(1,171)</b>	<b>1</b>	<b>3,136</b>
<b>TOTAL BORROWINGS AND FINANCIAL DEBTS</b>	<b>4,675</b>	<b>151</b>	<b>(1,175)</b>	<b>7</b>	<b>3,658</b>
<b>Included non-current</b>	<b>3,292</b>	<b>3</b>	<b>(160)</b>	<b>(788)</b>	<b>2,347</b>
<b>Included current</b>	<b>1,383</b>	<b>148</b>	<b>(1,015)</b>	<b>795</b>	<b>1,311</b>

The change in current and non-current borrowings and financial debts in 2020 was as follows:

Borrowings and financial debts	12/31/2019	Increases	Decreases	Currency translation adjustments and other movements	12/31/2020
Total Treasury liabilities	487	4	(113)	(6)	372
Total Borrowings and financial debts	5,534	22	(1,254)	1	4,303
<b>TOTAL BORROWINGS AND FINANCIAL DEBTS</b>	<b>6,021</b>	<b>26</b>	<b>(1,367)</b>	<b>(5)</b>	<b>4,675</b>
<b>Included non-current</b>	<b>4,536</b>	<b>22</b>	<b>(255)</b>	<b>(1,011)</b>	<b>3,292</b>
<b>Included current</b>	<b>1,485</b>	<b>4</b>	<b>(1,112)</b>	<b>1,006</b>	<b>1,383</b>

On December 31, 2021 and December 31, 2020, the majority of financial debts were denominated in euros. The repayment schedule for the financial liabilities is presented in note 23.

Interest rate risk is presented in note 23.3.1.

Bank loans taken over by the BOIRON Group do not include any financial covenant or "trigger event".

## 18 CURRENT AND NON-CURRENT RENTAL LIABILITIES

Rental liabilities	12/31/2020	Increases	Decreases	Currency translation adjustments and other movements	12/31/2021
Non-current rental liabilities relating to real estate leases	5,623	120		(2,052)	3,691
Current rental liabilities relating to real estate leases	2,132	34	(2,054)	1,639	1,751
<b>TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES RELATING TO REAL ESTATE LEASES</b>	<b>7,755</b>	<b>154</b>	<b>(2,054)</b>	<b>(413)</b>	<b>5,442</b>
Non-current rental liabilities relating to vehicle leases	0	841		840	1,681
Current rental liabilities relating to vehicle leases	0	913	(2,347)	3,259	1,825
<b>TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES RELATING TO VEHICLE LEASES</b>	<b>0</b>	<b>1,754</b>	<b>(2,347)</b>	<b>4,099</b>	<b>3,506</b>
<b>TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES</b>	<b>7,755</b>	<b>1,908</b>	<b>(4,401)</b>	<b>3,686</b>	<b>8,948</b>

Rental liabilities relate to real estate leases and, from 2021, vehicle leases. As mentioned in note 2, given that the impact was non-material, 2020 was not adjusted.

Other movements primarily include:

- vehicle leases adjusted since January 1, 2021 (see notes 2 and 9),
- reclassifications between non-current and current rental liabilities.

Liabilities relating to new contracts are presented under "Increases", without any impact on cash flows. "Decreases" correspond to the repayment of rental liabilities.

The repayment schedule for rental liabilities is presented in note 23.

Rental liabilities are set at fixed rates. As set out in note 2.4.4, there are no variable components in adjusted leases.

Like in 2020 (see note 1), the Group did not benefit from deferrals or concessions on rents adjusted as lease obligations in 2021.

As of December 31, 2020, the impacts were as follows:

Rental liabilities	12/31/2019	Increases	Decreases	Currency translation adjustments and other movements	12/31/2021
Non-current rental liabilities relating to real estate leases	5,236	2,185		(1,798)	5,623
Current rental liabilities relating to real estate leases	1,759	798	(2,016)	1,591	2,132
<b>TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES RELATING TO LEASES</b>	<b>6,995</b>	<b>2,983</b>	<b>(2,016)</b>	<b>(207)</b>	<b>7,755</b>

## 19 NON-CURRENT EMPLOYEE BENEFITS

### 19.1 Group quantified data

Employee benefits	Company name	Country	12/31/2020	Impact of IFRIC decision on IAS 19R at 1/1/2021 (see note 2)	Impact on operating income	Impact on financial income	Impact on other comprehensive income		12/31/2021
							Actuarial differences	Currency translation adjustments and other movements	
Retirement indemnities <sup>(1)</sup>	BOIRON parent company	France	22,216	(6,559)	428	90	(3,175)		13,000
Retirement indemnities	BOIRON CARAIBES	France	302	(22)	87	2	9		378
Retirement indemnities	BOIRON (Réunion)	France	78	(8)	3	0	(4)		69
Agreement on Preparation for Retirement	BOIRON parent company	France	56,108		(1,112)	335	(3,754)		51,577
Retirement commitments	BOIRON SP	Poland	1						1
<b>Total post-employment benefits (defined contribution plans)</b>			<b>78,705</b>	<b>(6,590)</b>	<b>(594)</b>	<b>427</b>	<b>(6,923)</b>	<b>0</b>	<b>65,025</b>
Long-service bonuses	BOIRON parent company	France	6,403		(470)				5,933
Long-service bonuses	BOIRON CARAIBES	France	35		11				46
Bonuses granted	BOIRON SOCIEDAD IBERICA DE HOMEOPATIA	Spain	401		(54)				347
Bonuses granted	BOIRON India	India	14		7			1	22
Bonuses granted	BOIRON	Belgium	139		9				148
Early retirement	UNDA	Belgium	121		(85)				36
<b>Total other long-term benefits</b>			<b>7,113</b>	<b>0</b>	<b>(582)</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>6,532</b>
<b>TOTAL EMPLOYEE BENEFITS RECORDED UNDER NON-CURRENT LIABILITIES</b>			<b>85,818</b>	<b>(6,590)</b>	<b>(1,176)</b>	<b>427</b>	<b>(6,923)</b>	<b>1</b>	<b>71,557</b>

(1) The commitment presented is net of the fair value of the outsourced funds.

The application on January 1, 2021 of the IFRIC decision published in May 2021 on attributing benefits to periods of service (see note 2.9.1) resulted in a change in the methodology for provisioning Retirement Indemnities. The vesting period now starts later, which results in a decrease in the amount of the provision. This interpretation impacts consolidated reserves in the amount of €2,674 thousand before tax and actuarial differences in the amount of €3,916 thousand before tax. The overall impact of the change was recognised under shareholders' equity at January 1, 2021 in an amount of €6,590 thousand before tax, primarily relating to BOIRON parent company (€6,559 thousand). Given that the impact is non-material, the 2020 financial statements were not adjusted.

€437 thousand in provision reversals were recorded in respect of employees who joined the reorganization plan in France in 2020:

- €324 thousand on the Agreement on Preparation for Retirement,
- €58 thousand on long-service bonuses,
- €55 thousand on the Agreement on Preparation for Retirement.

These provision reversals were recognized under other operating revenue (see note 28).

In 2020, employee benefits changed as follows:

Employee benefits	Company name	Country	12/31/2019	Impact on operating income	Impact on financial income	Impact on other comprehensive income		12/31/2020
						Actuarial differences	Currency translation adjustments and other movements	
Total post-employment benefits (defined contribution plans)			99,860	(18,735)	624	(3,044)	0	78,705
Total other long-term benefits			8,569	(1,455)	0	0	(1)	7,113
<b>TOTAL EMPLOYEE BENEFITS RECORDED UNDER NON-CURRENT LIABILITIES</b>			<b>108,429</b>	<b>(20,190)</b>	<b>624</b>	<b>(3,044)</b>	<b>(1)</b>	<b>85,818</b>

In 2020, the impact on operating income included provision reversals for employee benefits of €25,995 thousand relating to employees affected by the reorganization in France (including €3,768 thousand in income receivable from the outsourced fund for the reimbursement of benefits that were paid as part of this reorganization). These provision reversals were recognized under other operating revenue (see note 28).

Total pre-tax actuarial differences have varied significantly each year: -€6,923 thousand in 2021, -€3,043 thousand in 2020, -€1,941 thousand in 2019, -€10,091 thousand in 2018, -€4,446 thousand in 2017 and +€2,337 thousand in 2016. The volatility of the discount rate (see note 19.2.1), calculated at the end of the fiscal year as required by the revised IAS 19 standard, was a major factor in these variations. Actuarial differences mainly relate to BOIRON parent company (see note 19.2).

As in 2020, the Group analyzed the various rates on the market and selected the most relevant benchmark as defined in IAS 19 revised standard, namely a market yield based on high-quality corporate bond issuances, which is conservative in light of the Group employee commitments (fifteen years) and observed on an adequately liquid market.

A 0.5-point increase in the discount rate, the annual salary revaluation rate or turnover rate would have an impact on BOIRON parent company of less than 5.6% on retirement indemnities and the agreement on preparation for retirement; this impact would be recognized under "Other comprehensive income".

Sensitivity to outsourced fund yields is insignificant given that yields on general assets, which account for 73.2% of investments, cannot fall below the annual guaranteed minimum on general assets.

## 19.2 Employee benefits at BOIRON parent company

### 19.2.1 Main actuarial assumptions

Actuarial assumptions France		2021	2020	2019
Discount rate		1.20%	0.60%	0.90%
Annual salary revaluation <sup>(1)</sup>		1.50%	1.30%	1.80%
Social security contributions rate	Executives	49.88%	51.52%	52.71%
	Non-executives	41.53%	42.75%	44.54%

<sup>(1)</sup>Except differentiated increases by age bracket.

## 19.2.2 Retirement indemnities

The provisions for BOIRON parent company retirement indemnities changed as follows between 2020 and 2021:

BOIRON parent company Retirement indemnities	12/31/2020	Impact of IFRIC decision on IAS 19R at 1/1/2021 (See notes 2 and 19.1)	Impact on operating income				Impact on financial income	Impact on other comprehensive income	12/31/2021
			Cost of services	Payments	Plan changes	Reorganization			
Actual value of liabilities	42,620	(6,559)	2,483	(3,301)		(70)	205	(2,406)	32,972
Value of outsourced funds	(20,404)			1,301		15	(115)	(769)	(19,972)
<b>Retirement indemnity provision BOIRON parent company</b>	<b>22,216</b>	<b>(6,559)</b>	<b>2,483</b>	<b>(2,000)</b>	<b>0</b>	<b>(55)</b>	<b>90</b>	<b>(3,175)</b>	<b>13,000</b>

(1) Of which -€1,906 thousand in actuarial differences linked to the discount rate increase.

The provisions for BOIRON parent company retirement benefits changed as follows between 2019 and 2020:

BOIRON parent company Retirement indemnities	12/31/2019	Impact on operating income				Impact on financial income	Impact on other comprehensive income	12/31/2020
		Cost of services	Payments	Plan changes	Reorganization <sup>(1)</sup>			
Actual value of liabilities	54,823	3,000	(2,749)		(10,632)	481	(2,304)	42,620
Value of outsourced funds	(26,152)		2,749		3,768	(496)	(273)	(20,404)
<b>Retirement indemnity provision BOIRON parent company</b>	<b>28,671</b>	<b>3,000</b>	<b>0</b>	<b>0</b>	<b>(6,864)</b>	<b>(15)</b>	<b>(2,576)</b>	<b>22,216</b>

(1) A portion of the funds (€3,768 thousand) are allocated to the reimbursement of indemnities to be paid as part of the reorganization.

(2) Of which +€489 thousand of actuarial differences linked to the discount rate increase.

Payments include contributions paid to the outsourced fund and refunds obtained from the fund following employee departures. These refunds cover payments made to employees. €2,000 thousand in contributions were made to the outsourced funds in 2021. No contributions were made in 2020.

The net expense for the fiscal year recognized under income before tax, taking into account the payments reported in income (cost of services and interest cost net of estimated return on investment) amounted to net expense of €573 thousand versus a net expense of €2,985 thousand in 2020 (see notes 26 and 29).

The average duration of this employee benefit liability in 2021 was 16.6 years (versus 19.1 years in 2020).

The distribution over time of this commitment is as follows:

- 7% less than one year (compared to 8% in 2020),
- 28% one to five years (compared to 20% in 2020),
- 65% more than five years (compared to 72% in 2020).

Cash flows are limited to the payments made to the outsourced fund. The group is not in a position to determine the amount of the contributions that will be made in 2022, as this amount is subject to arbitrage during the year.

In practice, a significant portion of the benefits paid to employees is reimbursed by the funds.

### Outsourced funds

Investments are made in two types of funds: a euro-denominated fund and unit-linked funds.

Investments are distributed between these fund types as follows:

- Cardif Sécurité (general assets): 73.2%,
- SCI Primonial Capimmo: 9.5%,
- MFS Meridian Global Equity: 17.3%.

The overall breakdown of investments at December 31, 2021 was as follows:

Breakdown of investments	12/31/2021	12/31/2020
Bonds	56.8%	61.2%
Equities	26.9%	23.7%
Money market	1.7%	1.8%
Real estate	14.5%	13.3%
Other	0.0%	0.0%

Fair asset value is determined according to:

- Level 1 for 85.5% of investments (shares, bonds, money market funds and some real estate investments), i.e. the market value of assets as per FININFO, given that the return provided to the Group cannot be less than the guaranteed minimum annual amount,
- Level 3 for certain real estate investments. Most of these investments are made in the euro area.

The actual return on the euro fund in 2021 was 1.90% (2.05% in 2020).

73.2% of investments are subject to a guaranteed rate.

### 19.2.3 Agreement on Preparation for Retirement

As stated in note 2.9.1.2, BOIRON parent company employees benefit from an Agreement on Preparation for Retirement

(APR). Between 2020 and 2021, the change in provisions for this agreement was as follows:

BOIRON parent company Agreement on Preparation for Retirement	12/31/2020	Impact on operating income				Impact on financial income	Impact on other comprehensive income	12/31/2021
		Cost of services	Payments	Plan changes	Reorganization			
Agreement on preparation for Retirement provision - BOIRON parent company (discounted value of commitment)	56,108	3,279	(4,067)		(324)	335	(3,754)	51,577

(1) Of which -€3,583 thousand of actuarial differences linked to the discount rate increase.

As indicated in note 2.9.1, this commitment does not fall within the scope of the IFRIC decision issued in May 2021.

Between 2019 and 2020, the change in provisions for this agreement was as follows:

BOIRON parent company Agreement on Preparation for Retirement	12/31/2019	Impact on operating income				Impact on financial income	Impact on other comprehensive income	12/31/2020
		Cost of services	Payments	Plan changes	Reorganization			
Agreement on preparation for Retirement provision - BOIRON parent company (discounted value of commitment)	71,040	3,837	(4,902)	0	(14,047)	637	(456)	56,108

(1) Of which +€634 thousand in actuarial differences linked to the discount rate decrease.

Payments consist of paid services, there is no investment in an outsourced fund.

The net cost for the year recognized in profit or loss before tax, taking into account the payments recognized under profit or loss (cost of services, interest cost and the impact of the change in the plan) amounted to a net expense of €3,289 thousand compared to net profit of €9,573 thousand in 2020 (including a €14,047 thousand reversal related to the reorganization) (see notes 26 and 29).

The average duration of this employee benefit liability in 2021 was 16.0 years (versus 16.6 years in 2020).

The distribution over time of this commitment is as follows:

- 6% less than one year (as in 2020),
- 35% one to five years (compared to 32% in 2020),
- 59% more than five years (compared to 62% in 2020).

## 19.2.4 Long-service bonuses

As stated in note 2.9.1.3, the change in long-service bonuses, including actuarial differences, is wholly recognized as operating income.

The change in actuarial debt on long-service bonuses at the BOIRON parent company between 2020 and 2021 was as follows:

Long-service bonuses - BOIRON parent company	12/31/2020	Cost 2021	Actuarial differences	Plan changes	Payments	Reorganization	12/31/2021
Long-service bonuses provision - BOIRON parent company	6,403	478	(333)		(557)	(58)	5,933

The change in actuarial debt on long-service bonuses at the BOIRON parent company between 2019 and 2020 was as follows:

Long-service bonuses - BOIRON parent company	12/31/2019	Cost 2020	Actuarial differences	Plan changes	Payments	Reorganization	12/31/2020
Long-service bonuses provision - BOIRON parent company	7,710	594	(113)	0	(472)	(1,316)	6,403

The cost breakdown between service costs and interest costs for 2021 and 2020 was as follows:

Long-service bonuses costs - BOIRON parent company	2021	2020
Service cost	443	530
Interest cost	35	64
Reorganization (reversal)	(58)	(1,316)
<b>TOTAL COST IN OPERATING INCOME</b>	<b>420</b>	<b>(722)</b>

## 20 CURRENT AND NON-CURRENT PROVISIONS

Current provisions	12/31/2020	Increases	Decreases (unused)	Decreases (used)	Currency translation adjustments and other movements	12/31/2021
Provisions for returned goods	4,772	3,547	(1,010)	(3,626)	142	3,825
Provisions for contingencies and lawsuits	1,517	1,130	(525)	(394)	4	1,732
Provisions for reorganizations	58,673	2,272	(2,332)	(14,582)		44,031
Other provisions for other expenses	0	300	(1)	(3)		296
<b>TOTAL CURRENT PROVISIONS</b>	<b>64,962</b>	<b>7,249</b>	<b>(3,868)</b>	<b>(18,605)</b>	<b>146</b>	<b>49,884</b>

Non-current provisions	12/31/2020	Increases	Decreases (unused)	Decreases (used)	Currency translation adjustments and other movements	12/31/2021
Provisions for contingencies and lawsuits	94	48			1	143
Other provisions for other expenses	2		(1)	(1)		0
<b>TOTAL NON-CURRENT PROVISIONS</b>	<b>96</b>	<b>48</b>	<b>(1)</b>	<b>(1)</b>	<b>1</b>	<b>143</b>

Current provisions for reorganizations amount to €44,031 thousand at December 31, 2021 and mainly concern BOIRON parent company (€43,241 thousand) in respect of the reorganization initiated in 2020 (see note 1). This item changed as follows:

- €2,272 thousand in additional allocations, mainly relating to new members of the employment plan in 2021,
- €15,778 thousand in reversals of provisions, €13,515 thousand of which was used to cover costs incurred in 2021 and €2,263 thousand of unused provision reversals (revaluation of costs of employment measures and the regional renewal contribution).

The provision is still presented in full under current provisions, pending more precise information on the schedule for disbursements. As such, no discounting impact has been taken into account.

The impact of this reorganization provision on income is presented under other operating expenses (see note 28).

The change in current and non-current provisions during 2020 was as follows:

Current provisions	12/31/2019	Increases	Decreases (unused)	Decreases (used)	Currency translation adjustments and other movements	12/31/2020
Provisions for returned goods	4,638	4,902	(185)	(4,391)	(192)	4,772
Provisions for contingencies and lawsuits	9,870	423	(686)	(8,071)	(18)	1,517
Provisions for reorganizations	1,880	57,871		(1,976)	898	58,673
<b>TOTAL CURRENT PROVISIONS</b>	<b>16,388</b>	<b>63,196</b>	<b>(871)</b>	<b>(14,439)</b>	<b>688</b>	<b>64,962</b>

Non-current provisions	12/31/2019	Increases	Decreases (unused)	Decreases (used)	Currency translation adjustments and other movements	12/31/2020
Provisions for contingencies and lawsuits	0	94				94
Provisions for reorganizations	898				(898)	0
Other provisions for other expenses	0	2				2
<b>TOTAL NON-CURRENT PROVISIONS</b>	<b>898</b>	<b>96</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>96</b>

In 2020, current provisions mainly included the provision for reorganization in France in the amount of €56,747 thousand.

Other contingent assets and liabilities are presented in note 34.

## 21 ACCOUNTS PAYABLE

Accounts payable	12/31/2021	12/31/2020
Accounts payable denominated in euros	26,472	27,057
Accounts payable denominated in other currencies	17,708	11,144
<b>TOTAL ACCOUNTS PAYABLE</b>	<b>44,180</b>	<b>38,201</b>

As in 2020, the Group has not requested the deferral of accounts payable in the context of the health crisis (see note 1).

## 22 INCOME TAX PAYABLE AND OTHER CURRENT AND NON-CURRENT LIABILITIES

Other liabilities	12/31/2021		12/31/2020	
	Current	Non-current	Current	Non-current
<b>INCOME TAX PAYABLE (non-financial liabilities)</b>	<b>1,328</b>	<b>0</b>	<b>2,082</b>	<b>0</b>
<b>Non-financial liabilities</b>	<b>45,461</b>	<b>1,213</b>	<b>53,014</b>	<b>1,218</b>
State and local government, excluding income tax	4,372		4,680	10
Personnel and social security organizations	40,916	1,213	48,207	1,208
Deferred revenue <sup>(1)</sup>	173		127	
<b>Financial liabilities valued at amortized cost</b>	<b>12,464</b>	<b>59</b>	<b>14,771</b>	<b>59</b>
Fixed assets suppliers	4,043		3,605	
Accounts payable <sup>(1)</sup>	7,611		10,553	
Other creditors	810	59	613	59
<b>Derivative instruments <sup>(2)</sup></b>	<b>34</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL OTHER LIABILITIES EXCLUDING INCOME TAX LIABILITIES</b>	<b>57,959</b>	<b>1,272</b>	<b>67,785</b>	<b>1,277</b>

(1) Client contract liabilities (see note 2.7.3.1).

(2) See note 23.

Corporate income tax liabilities do not include any significant liabilities recognized for tax uncertainties in the years presented. Other non-current liabilities mainly correspond to the debt related to the Italian TFR (see note 2.9.1.2). Deferred income from client contracts was not material.

Given its balanced financial structure, the Group has not requested a payment deferral or extension for certain liabilities.

## 23 FINANCIAL INSTRUMENTS

### 23.1 Information on the balance sheet

With regard to financial assets and liabilities, the following tables present:

- the breakdown according to the categories specified in IFRS 9 and set out in note 2.10:
  - A: assets and liabilities valued at amortized cost,
  - B: financial assets at fair value through other comprehensive income. No financial asset met this definition during the fiscal years presented,
  - C: assets and liabilities at fair value through income. These are mainly short-term investments (valued by an outside service provider) and non-consolidated securities, which are not material.
  - D: derivative instruments recognized at fair value under income. As stated in note 2.10, for the fiscal years presented there were no derivative instruments the fair value of which was recognized in other comprehensive income.

- the breakdown into the levels provided for in amendments to IFRS 13 and described in note 2.10,
- the comparison between carrying amounts and fair values,
- breakdown by maturity.

This table does not include the outsourced fund for employee benefits, covered in note 19, which is assessed at fair value at closing and presented on the balance sheet as a decrease in commitments.

No financial instruments were reclassified in another category or sold to a third party in 2020 or 2021.

There are no discounted loans or financial liabilities, with the exception of rental liabilities. Furthermore, non-accrued interest is not taken into account in the schedules, given their non-material impact.

Financial instruments - balance sheet 12/31/2021	Cross-reference notes	Designation of financial instruments	Level required by IFRS 13 amendments <sup>(1)</sup>	Net Book Value	Fair value	Schedule		
						Less than 1 year	1 to 5 years	Over 5 years
<b>FINANCIAL ASSETS</b>				<b>353,285</b>	<b>353,285</b>	<b>348,912</b>	<b>0</b>	<b>0</b>
Non-consolidated investments	Note 10	C	N/A	2,867	2,867	N/A	N/A	N/A
Other financial investments	Note 10	A	N/A	1,506	1,506	N/A	N/A	N/A
Other non-current financial assets	Note 14	A	N/A					
Accounts receivable	Note 13	A	N/A	97,340	97,340	97,340		
Derivative instruments	Note 14	D	2					
Other current financial assets	Note 14	A	N/A	17,068	17,068	17,068		
Cash and cash equivalents	Note 15	C	1 or 2	234,504	234,504	234,504		
<b>FINANCIAL LIABILITIES</b>				<b>69,343</b>	<b>69,343</b>	<b>61,624</b>	<b>7,719</b>	<b>0</b>
Cash liabilities	Note 17	C	N/A	522	522	522		
Borrowings and financial debts except treasury liabilities	Note 17	A	N/A	3,136	3,136	789	2,347	
Rental liabilities	Note 18	A	N/A	8,948	8,948	3,576	5,372	
Other non-current financial liabilities	Note 22	A	N/A	59	59	59		
Accounts payable	Note 21	A	N/A	44,180	44,180	44,180		
Derivative instruments	Note 22	D	2	34	34	34		
Other current financial liabilities	Note 22	A	N/A	12,464	12,464	12,464		

(1) See definition in note 2.10.

Data as of December 31, 2020 was as follows:

Financial instruments - balance sheet 12/31/2020	Refer to notes annexes	Name of financial instruments	Level required by amendments to IFRS 13 <sup>(1)</sup>	Net Book Value	Fair value	Less than 1 year	Schedule 1 to 5 years	Over 5 years
<b>FINANCIAL ASSETS</b>				335,112	335,112	332,305	0	0
Non-consolidated investments	Note 10	C	N/A	1,287	1,287	N/A	N/A	N/A
Other financial investments	Note 10	A	N/A	1,520	1,520	N/A	N/A	N/A
Other non-current financial assets	Note 14	A	N/A					
Accounts receivable	Note 13	A	N/A	88,920	88,920	88,920		
Derivative instruments	Note 14	D	2	139	139	139		
Other current financial assets	Note 14	A	N/A	8,561	8,561	8,561		
Cash and cash equivalents	Note 15	C	1 or 2	234,685	234,685	234,685		
<b>FINANCIAL LIABILITIES</b>				65,461	65,461	56,545	8,916	0
Cash liabilities	Note 17	C	N/A	372	372	372		
Borrowings and financial debts except treasury liabilities	Note 17	A	N/A	4,303	4,303	1,010	3,293	0
Rental liabilities (2)	Note 18	A	N/A	7,755	7,755	2,132	5,623	
Other non-current financial liabilities	Note 22	A	N/A	59	59	59		
Accounts payable	Note 21	A	N/A	38,201	38,201	38,201		
Derivative instruments	Note 22	D	2					
Other current financial liabilities	Note 22	A	N/A	14,771	14,771	14,771		

(1) See definition in note 2.10.

The only financial instruments valued at fair value are marketable securities and derivative instruments corresponding to levels 1 and 2 of the classification defined by IFRS 13 (see note 2.10). The Group did not identify any adjustments related to counterparty risks (non-payment risk of an asset) or credit risks (non-payment risk of a liability).

The application of IFRS 7 did not give rise to the recognition of any adjustments for non-performance risk (counterparty risk and credit risk).

#### Derivative instruments

These only include derivative exchange rate hedging instruments, mainly in the form of currency futures.

On December 31, 2021, the current foreign exchange derivatives corresponded only to fair value hedges and not to cash flows. As such, changes in the fair value of derivatives were recognized in full as income.

The table below presents these instruments for futures contracts (no currency exchange options available) and the main currencies involved for 2021 and 2020:

Derivative instruments	Type of contract	12/31/2021			12/31/2021			12/31/2020			12/31/2020		
		Fair value commercial hedges			Current account cash position hedges			Fair value commercial hedges			Current account cash position hedges		
Currency		Notional (in thousands of currency)	Notional (in thousands of euros)	Fair Value (in thousands of euros)	Notional (in thousands of currency)	Notional (in thousands of euros)	Fair Value (in thousands of euros)	Notional (in thousands of currency)	Notional (in thousands of euros)	Fair Value (in thousands of euros)	Notional (in thousands of currency)	Notional (in thousands of euros)	Fair Value (in thousands of euros)
US Dollar	Futures contracts	(10,435)	(9,213)	(4)	(10,000)	(8,829)	(1)	(6,598)	(5,377)	84	(18,700)	(15,239)	10
Canadian Dollar	Futures contracts	(1,611)	(1,119)	(3)				(545)	(349)	0	(450)	(288)	(2)
Hungarian Forint	Futures contracts	(69,690)	(189)	1	(300,000)	(813)	(1)	(49,974)	(137)	0	(400,000)	(1,099)	23
Romanian Leu	Futures contracts	(3,561)	(720)	(6)	(7,700)	(1,556)	(2)				(6,000)	(1,232)	(1)
Polish Zloty	Futures contracts	(2,147)	(467)	(4)	(1,400)	(305)	(3)	(590)	(129)	2	(4,500)	(987)	29
Czech Koruna	Futures contracts	(7,623)	(307)	(7)				(4,309)	(164)	(1)	14,500	553	(3)
Brazilian Real	Futures contracts	(2,389)	(379)	(5)	(2,350)	(372)	0						
Swiss Franc	Futures contracts	(28)	(27)	0				(144)	(133)	0			
Colombian peso	Futures contracts										(200,000)	(48)	(5)
Hong Kong dollar	Futures contracts	(4)	(0)	0	(10,000)	(1,132)	0						
Russian Ruble	Futures contracts	(71,796)	(842)	1				(77,143)	(843)	3			
<b>OVERALL TOTAL</b>			<b>(13,262)</b>	<b>(27)</b>		<b>(13,007)</b>	<b>(7)</b>		<b>(7,133)</b>	<b>88</b>		<b>(18,341)</b>	<b>51</b>

Derivative maturities are under one year.

The details and types of items hedged are listed in note 23.3.3.

At the closing date, the fair value of these instruments, as determined by an external consultant and including all currencies, amounted to -€34,000, compared to €139,000 on December 31, 2020. These amounts were recognized under other current liabilities (see note 22).

## 23.2 Impact on the income statement

The impact of revenue and expenses related to financial assets and liabilities is disclosed:

- for impairment of trade and other receivables, recognized under operating income: notes 13 and 14,
- for foreign exchange gains and losses on commercial transactions and gains and losses on derivative instruments related to commercial hedges, recognized under operating income: note 28,

## 23.3 Market risk management

The main features of the Group's market risk management policy are:

- a centralization of risks within the BOIRON parent company,
- a hedging target,

### 23.3.1 Interest rate risk

Cash surpluses and Group companies' financing requirements are centralized as part of a cash pooling process and managed by the Group treasury department. In 2021, Group consolidated cash was constantly in surplus, as in 2020.

In the income statement, their change between 2021 and 2020 was recognized:

- under other operating revenue and expenses for fair value commercial hedges, which are considered effective,
  - under other financial revenue and expenses for current account cash position hedges.
- for gains and losses on derivative instruments relating to financial hedges, recognized under financial income and losses: note 29.

- a separation of decision-making, execution and control responsibilities:

- General Management approves the annual market risk management policy proposed by the finance department,
- the Group treasury department assesses risks, implements and monitors hedging transactions,
- the treasury committee controls the transactions made by the Group treasury department.

This analysis has been updated to reflect the current economic environment and the global health crisis.

Cash surplus investment vehicles are selected by the Group treasury department in compliance with a management policy which prioritizes the criteria of liquidity and security. The rules are as follows:

- use of monetary and similar products,
- product selection based on liquidity,
- distribution of risk by diversifying the types of financial instruments and counterparties,
- selection of issuers and counterparties based on their creditworthiness.

As of December 31, 2021, the interest rate risk breaks down as follows, given the terms of the rates applied to the assets/liabilities position:

Financial instruments - Interest rate risk	< 1 year	1 - 5 years	> 5 years
ASSETS - short-term investments and cash equivalents	234,504		
LIABILITIES - cash liabilities, borrowings and financial debts (excluding financial rental liabilities)	(1,311)	(2,347)	
<b>Net cash position</b>	<b>233,193</b>	<b>(2,347)</b>	<b>0</b>

An immediate one-point increase in short-term interest rates,

applied to the closing net cash balance, would have a pre-tax positive impact of €2,332 thousand on annual financial income.

### 23.3.2 Counterparty risk

BOIRON Group's risk exposure regarding its financial counterparties is notably related to its surplus cash and cash equivalents held by top-quality counterparties. The treasury

department monitors their external ratings and ensures that these investments are split amongst an appropriate number of counterparties.

### 23.3.3 Foreign exchange risk

BOIRON Group is exposed to two types of foreign exchange risk:

- a foreign exchange risk on assets related to interests held by BOIRON parent company in its foreign subsidiaries. This risk is assessed but is not subject to specific management as these interests are held for the foreseeable future;
- a foreign exchange risk on transactions, stemming from commercial and financial transactions carried out in currencies other than the euro, which is the Group's reference currency.

The foreign exchange risk on transactions is centralized on the BOIRON parent company and is mainly generated by:

- sales in local currencies,
- the financing and cash surplus needs of certain foreign subsidiaries,
- dividends in local currency paid by the subsidiaries.

The foreign exchange risk on transactions is hedged to protect BOIRON group earnings against unfavorable exchange rate fluctuations as compared to the euro.

However, these hedges are flexible and implemented gradually in order to take advantage of favorable trends.

The permitted hedging transactions include: foreign currency loans and borrowings, cash or forward currency translation, currency options, over a maximum twelve-month term.

As of December 31, 2021, the main assets and liabilities in foreign currencies recorded in the BOIRON parent company's books break down as follows:

Breakdown of BOIRON parent company main assets and liabilities in foreign currencies		Russian Ruble	US Dollar	Bulgarian Lev	Brazilian Real	Canadian Dollar	Tunisian Dinar	Other currencies	TOTAL
Accounts receivable	in thousands of currency	98,632	10,748		2,389	1,827			
Accounts payable	in thousands of currency	(1,983)	(15)	(1,024)			(1,488)		
<b>Net position on commercial transactions before hedging</b>	<b>in thousands of currency</b>	<b>96,649</b>	<b>10,733</b>	<b>(1,024)</b>	<b>2,389</b>	<b>1,827</b>	<b>(1,488)</b>		
Fair value commercial hedges	in thousands of currency	(71,796)	(10,435)		(2,389)	(1,611)			
<b>Net position on commercial transactions after hedging</b>	<b>in thousands of currency</b>	<b>24,853</b>	<b>298</b>	<b>(1,024)</b>	<b>0</b>	<b>216</b>	<b>(1,488)</b>		
Cash accounts	in thousands of currency	46	10,009			(43)			
<b>Net position on financial transactions before hedging</b>	<b>in thousands of currency</b>	<b>46</b>	<b>10,009</b>	<b>0</b>	<b>0</b>	<b>(43)</b>	<b>0</b>		
Current account cash position hedges	in thousands of currency		(10,000)		(2,350)				
<b>Net position on financial transactions after hedging</b>	<b>in thousands of currency</b>	<b>46</b>	<b>9</b>	<b>0</b>	<b>(2,350)</b>	<b>(43)</b>	<b>0</b>		
<b>Net position after total hedging</b>	<b>in thousands of currency</b>	<b>24,899</b>	<b>307</b>	<b>(1,024)</b>	<b>(2,350)</b>	<b>173</b>	<b>(1,488)</b>		
<b>NET POSITION AFTER TOTAL HEDGING (EURO EQUIVALENT)</b>	<b>in thousands of euros</b>	<b>292</b>	<b>271</b>	<b>(524)</b>	<b>(372)</b>	<b>120</b>	<b>(455)</b>	<b>153</b>	<b>(515)</b>

The net positions before and after management were translated at the closing rates presented in note 4. Only fair value hedges are presented in this table, insofar as hedges on future cash flows do not cover assets and liabilities recorded in 2021.

In addition, there were no future cash flow hedges as of December 31, 2021.

The impact of an abrupt 10% increase in the exchange rates (drop in other currencies against the euro) would be as follows, as at December 31, 2021:

Impact of an abrupt 10% increase in exchange rates		Russian Ruble	US Dollar	Czech Koruna	Polish Zloty	Canadian Dollar	Romanian Leu	Brazilian Real	Other currencies	TOTAL
- on net position after management at closing date	in thousands of euros	(27)	(25)	(1)	(6)	(11)	(2)	34	(10)	(47)
- on sales	in thousands of euros	(1,439)	(6,654)	(466)	(605)	(974)	(735)	(463)	(1,087)	(12,423)
- on income before tax of subsidiaries	in thousands of euros	(72)	(220)	(31)	(37)	(47)	(98)	23	71	(411)
- on shareholders' equity	in thousands of euros	(1,949)	(6,573)	(221)	(296)	(244)	(478)	(270)	(495)	(10,526)

### 23.3.4 Credit risk

Group credit risk is considered low.

The BOIRON Group pays particular attention to debt collection and continues to develop its credit risk management tools in light of the current economic context.

Each Group entity has its own department tasked with monitoring accounts receivable and handling recovery. Consolidated monitoring of accounts receivable outstanding, late payments and the associated risk is managed centrally by a dedicated department.

Hedging mechanisms (credit insurance, bank guarantees, letters of credit) are set up when customers are overly concentrated or where there is a high loss exposure in a particular country or geographic area. This is the case for export sales by the BOIRON parent company, as well as sales in Asia, Poland, Russia, Brazil, Portugal, Slovakia, Czech Republic, Hungary, Romania, and for some sales in Spain and Italy.

The Group's guarantees amounted to €87,145 thousand at December 31, 2021 (compared to €85,288 thousand in 2020).

As of December 31, 2021, the amount of overdue accounts receivable that had not been written back was €12,817 thousand,

i.e. 13.0% of accounts receivable (versus €9,616 thousand or 10.6% of accounts receivable on December 31, 2020); a portion of these receivables are covered by a credit insurance policy. This increase is essentially due to payment delays in Tunisia, the United States and Romania.

Accounts receivable overdue for less than a month accounted for 46% of this amount.

The remainder was overdue for less than a year.

Days sales outstanding ratio was 59 days in 2021, compared to 55 days in 2020.

There were no major accounts receivable restructuring agreements or offsetting agreements as of December 31, 2021.

Total bad debt losses, net of bad debt write-downs and reversals, amounted to a gain of €137 thousand, i.e. less than 0.03% of consolidated sales, compared with a net loss of €537 thousand in 2020, i.e. 0.10% of consolidated sales.

The BOIRON Group did not record any significant defaults in 2021 or 2020, and does not expect any significant defaults to occur in the coming months.

### 23.3.5 Risque de liquidité

The company conducted a specific review of its liquidity risk and is confident in its ability to meet the upcoming maturities.

Historically, the BOIRON Group's short-term assets have always exceeded its short-term liabilities and its cash position shows a structural surplus. The BOIRON Group's financial structure

remained unchanged in 2021. Liquidity risk remains low, despite the health crisis. The Group's financial structure remains balanced and the Group's debt level, excluding rental debt, remains marginal. As such, details have not been provided for maturities under one year.

### 23.3.6 Equity, bond and other asset risk

The Group does not directly hold a portfolio of shares and bonds.

It holds FCPI investment fund (Fonds Commun de Placement dans l'Innovation) securities and bonds with a net value of €1,921 thousand at December 31, 2021 (see note 10).

The breakdown by asset type for the outsourced fund related to employee benefits is presented in note 19. 73.2% of investments are covered by a guaranteed minimum rate and do not involve any equity risk.

### 23.3.7 Country risk

#### 23.3.7.1 Tunisia

In 2021, the Group posted sales of €5,148 thousand via the Pharmacie Centrale de Tunisie, the country's sole importer of medications. Due to a crisis regarding the financing of the health system in Tunisia since the end of 2016, BOIRON has recorded

late payments for its receivables and an extension of payment deadlines. Note that the receivable is covered by credit insurance and that no losses were recognized during the year.

This situation is being monitored at Group level.

## 24 OPERATING REVENUE

Operating revenue	2021	%	2020	%
Non-proprietary homeopathic medicines	194,967	42.8	229,873	44.8
OTC specialties	258,100	56.7	282,632	55.0
Other <sup>(1)</sup>	2,135	0.5	1,077	0.2
<b>TOTAL SALES</b>	<b>455,201</b>	<b>100.0</b>	<b>513,582</b>	<b>100.0</b>
Other operating revenue (fees)	1		2	

(1) The "Other" heading in net sales includes sales of books as well as invoicing for services (training).

The sales recognition rules are the same across all product lines (see note 2.11.1: Recognition of sales at delivery in practice).

The product lines presented in this sales breakdown do not constitute operating segments pursuant to IFRS 8 standard.

The breakdown of sales by geographical region is presented in note 5 on segment reporting.

Our analysis of IFRS 15 did not identify any other relevant revenue breakdowns.

The health crisis did not result in deferred revenue recognition, due to the absence of proven customer risks at the time of recognition.

## 25 AMORTIZATION, DEPRECIATION, IMPAIRMENT AND PROVISIONS

Amortization, depreciation, impairment and provisions on operating income	2021	2020
Allowances to amortization and impairment on intangible fixed assets	(8,013)	(7,097)
Allowances to amortization and impairment on tangible fixed assets	(21,001)	(23,552)
Net amortization of rights of use relating to leases	(4,357)	(1,957)
<b>TOTAL NET AMORTIZATION, DEPRECIATION AND IMPAIRMENT ON INTANGIBLE AND TANGIBLE FIXED ASSETS UNDER OPERATING INCOME</b>	<b>(33,371)</b>	<b>(32,606)</b>
Impairment on current assets	(981)	976
Provisions	15,178	(55,968)
Provisions for tax audits		213
Employee benefits	1,176	20,190
<b>TOTAL NET CHANGES IN ASSET IMPAIRMENT AND PROVISIONS UNDER OPERATING INCOME</b>	<b>15,373</b>	<b>(34,589)</b>
<b>TOTAL AMORTIZATION, DEPRECIATION, IMPAIRMENT AND PROVISIONS UNDER OPERATING INCOME</b>	<b>(17,998)</b>	<b>(67,195)</b>

Depreciation, impairment and provisions under financial income	2021	2020
Impairment on financial assets and other financial investments	(211)	(134)
Provisions		
Employee benefits	(427)	(624)
<b>TOTAL NET CHANGES IN ASSET DEPRECIATION OR IMPAIRMENT AND PROVISIONS UNDER FINANCIAL INCOME</b>	<b>(638)</b>	<b>(758)</b>

Depreciation, impairment and provisions under income tax	2021	2020
Provisions for tax audits		7,773
<b>TOTAL NET CHANGES IN DEPRECIATION OR IMPAIRMENT OF ASSETS AND PROVISIONS UNDER INCOME TAX</b>	<b>0</b>	<b>7,773</b>
<b>TOTAL AMORTIZATION, DEPRECIATION, IMPAIRMENT AND PROVISIONS</b>	<b>(18,636)</b>	<b>(60,180)</b>

Net changes in amortization, depreciation, impairment and provisions, recognized in operating income by activity, are detailed below:

Amortization, depreciation, impairment and provisions on operating income by activity	2021	2020
Sales	384	(49)
Industrial production costs	(15,730)	(16,345)
Preparation and distribution costs	(6,141)	(6,991)
Promotion costs	(3,814)	(2,082)
Research costs	(165)	(230)
Regulatory affairs costs	(60)	(118)
Support function costs	(7,681)	(8,032)
Other operating revenue and expenses <sup>(1)</sup>	15,209	(33,348)
<b>TOTAL</b>	<b>(17,998)</b>	<b>(67,195)</b>

(1) Including the net impact of provisions and impairment relating to the reorganization in France (see notes 1 and 28).

## 26 PERSONNEL EXPENSES IN OPERATING INCOME

Personnel expenses in operating income by nature (excluding impact of the reorganization)	2021	2020
Salaries and social security charges	(169,448)	(181,006)
Profit sharing, including social security charges	(6,213)	(9,141)
Employee benefits (excluding impact of the reorganization)	(4,678)	(8,220)
Other personnel expenses	(6,853)	(7,089)
<b>TOTAL PERSONNEL EXPENSES IN OPERATING INCOME (EXCLUDING IMPACT OF THE REORGANIZATION)</b>	<b>(187,192)</b>	<b>(205,456)</b>

The cost of employee benefits (excluding financial costs and impact of the reorganization) included in personnel expenses breaks down as follows:

Cost of employee benefits (excluding interest expense and impact of the reorganization)	2021	2020
Retirement Indemnities	(573)	(3,242)
Agreement on Preparation for Retirement	(3,279)	(3,837)
Italian TFR	(609)	(585)
Belgium prepension	7	(3)
Long-service bonuses and bonuses granted	(224)	(553)
<b>TOTAL COST OF EMPLOYEE BENEFITS (EXCLUDING INTEREST EXPENSE AND IMPACT OF THE REORGANIZATION)</b>	<b>(4,678)</b>	<b>(8,220)</b>

Personnel expenses by activity, excluding the impact of the reorganization, have changed as follows:

Personnel expenses in operating income by activity (excluding impact of the reorganization)	2021	2020
Industrial production costs	(33,702)	(36,716)
Preparation and distribution costs	(43,437)	(57,675)
Promotion costs	(68,158)	(67,195)
Research costs	(818)	(875)
Regulatory affairs costs	(7,199)	(6,983)
Support function costs	(33,920)	(36,012)
Other operating revenue and expenses	42	0
<b>TOTAL PERSONNEL EXPENSES IN OPERATING INCOME (EXCLUDING IMPACT OF THE REORGANIZATION)</b>	<b>(187,192)</b>	<b>(205,456)</b>

The amount paid by BOIRON parent company for mandatory and supplemental retirement plans was €16,575 thousand in 2021, compared to €16,268 thousand in 2020.

## 27 RESEARCH COSTS

Research costs, which correspond to the costs of pharmacological, clinical and fundamental research (see note 2.4.2), amounted to €2,988 thousand in 2021 compared to €3,516

thousand in 2020: these primarily include fees of €1,504 thousand in 2021 (compared to €1,860 thousand in 2020) and personnel expenses (see note 26).

## 28 OTHER OPERATING REVENUE AND EXPENSES

Other operating revenue and expenses	2021	2020
Income on asset disposals	8,342	1,432
Tax credits (including research tax credits) <sup>(1)</sup>	1,266	1,263
Reorganization in France - net costs (excluding employee benefits)	(1,727)	(58,714)
Reorganization in France - write-back on provisions for employee benefits	437	25,995
Net changes in provisions	4	148
Gains and losses on derivative instruments (related to operating hedges)	(430)	1,590
Foreign exchange gains and losses on operating transactions	678	(1,848)
Other	845	(14)
<b>TOTAL OTHER OPERATING REVENUE AND EXPENSES</b>	<b>9,415</b>	<b>(30,148)</b>
<b>including other operating revenue</b>	<b>12,560</b>	<b>30,667</b>
<b>including other operating expenses</b>	<b>(3,145)</b>	<b>(60,815)</b>

(1) See note 2.6.

In 2021, other operating expenses and revenue include:

- €1,290 thousand in net expenses relating to the reorganization launched by the BOIRON parent company in 2020 (see note 1):
  - €1,727 thousand in net costs (excluding employee benefits). For information: €15,510 thousand was disbursed in 2021, €13,515 thousand of which was provisioned in 2020 pursuant to applicable accounting standards.
  - €437 thousand in provision reversals for employee benefits previously provided for relating to new employees of the plan in 2021 (see note 19).
- €8,342 thousand in income on asset disposals, of which:
  - €761 thousand in gains generated by the sale in March 2021 of the Saint-Etienne former site,
  - €7,665 thousand in gains on the sale of seven sites closed in 2021, as provided for in the reorganization plan launched in 2020.

In 2020, other operating expenses and revenue included:

- €32,719 thousand in net impacts related to the reorganization in France, including:
  - €58,714 thousand in expenses, comprising:
    - €57,732 thousand in relation to support measures,
    - €926 thousand in accelerated depreciation in relation to buildings and fixtures of sites closed in 2021,
  - €25,995 thousand in provision reversals for employee benefits previously provided for,
- €1,588 thousand in capital gains on the sale of the Francheville site in the Rhône region in France.

## 29 OTHER FINANCIAL REVENUE AND EXPENSES

Other financial revenue and expenses	2021	2020
Net financial return on outsourced funds of employee benefits <sup>(1)</sup>	115	496
Interest cost of employee benefits <sup>(1)</sup>	(542)	(1,120)
Gains and losses on cash and financial accounts	1,278	(385)
Gains and losses on derivative instruments (related to financial hedges)	(1,466)	201
Net impairment of cash equivalents <sup>(2)</sup>	(100)	
Net impairment of FCPI investments	(67)	(134)
Bank fees on financial transactions	(116)	(96)
Other	(62)	(41)
<b>TOTAL OTHER FINANCIAL REVENUE AND EXPENSES</b>	<b>(960)</b>	<b>(1,079)</b>

(1) See note 19.

(2) See note 15.

## 30 INCOME TAX

### 30.1 Breakdown of the tax charge

Income tax	2021	2020
Current taxes payable	(9,272)	(13,884)
Deferred taxes	(8,282)	2,876
<b>TOTAL INCOME TAX</b>	<b>(17,554)</b>	<b>(11,008)</b>
<b>Effective rate</b>	<b>38.1%</b>	<b>29.6%</b>

The difference between the recognized tax charge and the tax that would have been recognized at the BOIRON parent company's theoretical rate breaks down as follows for 2020 and 2021:

Income tax	2021	%	2020	%
Theoretical tax	(13,101)	28.4	(11,917)	32.0
Impact of subsidiaries tax rates	415	(0.9)	319	(0.9)
Impact of rate changes in deferred tax in France <sup>(1)</sup>	(3,981)	8.6	2,662	(7.2)
Permanent differences	(853)	1.8	(215)	0.6
Non-recognition of taxes on tax losses or profits	(211)	0.5	(209)	0.6
Net impact of tax audits <sup>(2)</sup>	168	(0.4)	(384)	1.0
Tax credits, deferred income tax adjustment and other <sup>(2)</sup>	9	0.0	(1,264)	3.4
<b>TOTAL INCOME TAX</b>	<b>(17,554)</b>	<b>38.1</b>	<b>(11,008)</b>	<b>29.6</b>

(1) Mainly relating to employee benefits.

(2) In 2021, these items included €168 thousand tax relief received in 2021 in respect of past tax audits at BOIRON parent company.

In 2020, this line item included a €1,093 thousand reversal of deferred tax assets and a €458 thousand liability for tax uncertainties in Spain, following a tax audit carried out at the subsidiary.

The Group's theoretical tax rate (28.41%) is calculated based on the rate applicable in France in 2021.

## 30.2 Breakdown of deferred taxes in the balance sheet

The position of deferred taxes in the balance sheet changed as follows:

Deferred taxes	12/31/2020	Impact of IFRIC decision on IAS 19R standard at 1/1/2021 (see notes 2 and 19.1)	Impact on net income	Impact on other comprehensive income	12/31/2021
				Actuarial differences on employee benefits Currency translation adjustments and other movements	
Deferred taxes on regulated provisions	(11,253)		1,146		(10,107)
Deferred taxes on finance leases and rental contracts under IFRS 16	132		(17)	(30)	85
Deferred taxes on loss carry-forwards	704		(145)	(96)	463
Deferred taxes on employee benefits	26,549	(2,229)	(3,945)	(3,495)	16,880
Deferred taxes in relation to local taxation	7,782		(1,795)	189	6,176
Deferred taxes on other items	11,794		(3,526)	129	8,397
<b>TOTAL NET DEFERRED TAX<sup>(1)</sup></b>	<b>35,708</b>	<b>(2,229)</b>	<b>(8,282)</b>	<b>(3,495)</b>	<b>192</b>
<b>including net deferred tax assets</b>	<b>35,708</b>	<b>(2,229)</b>	<b>(8,282)</b>	<b>(3,495)</b>	<b>192</b>
<b>including net deferred tax liabilities</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

(1) The definitive decrease of the French tax rate in 2022 (25.83%) gave rise to the recognition of:  
- a €3,966 thousand expense under net income (see note 30.1),  
- a €1,708 thousand expense under other comprehensive income.

Deferred tax assets and liabilities are offset within the same company, as taxes are deducted by the same tax authorities.

As of December 31, 2021, deferred taxes not recorded on loss carryforwards (excluding losses relating to non-trading

companies), in accordance with the principles set out in note 2.6, amounted to €4,595 thousand, compared to €4,386 thousand at December 31, 2020. They mainly concern Brazil, Poland, India and Switzerland.

## 31 EARNINGS PER SHARE (EXCLUDING TREASURY SHARES)

Earnings per share	2021	2020
Net earnings (in thousands of euros)	28,556	26,209
Average number of shares for the fiscal year	17,516,468	17,508,151
<b>EARNINGS PER SHARE (in euros)</b>	<b>1.63</b>	<b>1.50</b>

The method for calculating the weighted average number of shares is set out in note 2.11.4.

In the absence of dilutive instruments, average earnings per share is the same as average diluted earnings per share.

## 32 STATEMENT OF CASH FLOWS

Group net cash amounted to €234,082 thousand at 2021 year-end, compared to €234,313 thousand at the end of 2020.

The reconciliation between the cash flow on the consolidated balance sheet and the net cash flows on the statement of cash flows is as follows:

Reconciliation of cash between consolidated financial statements			2021	2020
Cash and cash equivalents	Consolidated balance sheet	Note 15	234,504	234,685
Net impairment of cash equivalents (included in cash and cash equivalents)	Consolidated balance sheet	Note 15	(100)	0
Cash liabilities (included in current borrowings and financial debt)	Consolidated balance sheet	Note 17	522	372
<b>Net cash</b>	<b>Statement of consolidated cash flows</b>		<b>234,082</b>	<b>234,313</b>

Group **net cash** amounted to €234,082 thousand at 2021 year-end, compared to €234,313 thousand at the end of 2020.

The change in cash (including the impact of foreign currency fluctuations) amounted to an outflow of €231 thousand in 2021, compared to an inflow of €26,356 thousand in 2020.

**Cash flow from operating activities** amounted to €33,317 thousand in 2021, compared to €68,268 thousand in 2020, down

€34,951 thousand. Excluding the impact of the reorganization, these cash flows would be €48,827 thousand, down €19,441 thousand. This change was due to:

- the decrease in free cash flow (-€49,305 thousand): €15,510 thousand was disbursed in 2021 as part of the reorganization. Excluding this impact, cash flow would decrease by €33,795 thousand, in line with the decrease in profitability impacting cash flow. It represented 12.2% of sales, versus 20.4% in 2020,
- the decrease in taxes paid (-€16,617 thousand) mainly due to lower advance payments in 2021 in France (-€6,616 thousand) and the United States (-2,328 thousand) and a base effect related to the payment by BOIRON parent company in 2020 of the 2018 tax audit adjustment (-€7,693 thousand)
- The decreased change in working capital (€2,263 thousand). In 2021, the increase in working capital had a negative impact on cash in the amount of €18,018 thousand, mainly due to:
  - a decrease in inventories (-€1,255 thousand) mainly in the United States for all products, partially offset by the increase in industrial price costs and by an increase in BOIRON parent company's inventories, particularly for COVID tests and other outsourced products,
  - an increase in accounts receivables (€6,578 thousand) due to the increase in business at the end of the year, particularly in the United States, Romania, Brazil, Belgium and the Czech Republic. Conversely, receivables decreased in France and Russia due to a decline in sales in December,
  - an increase in accounts payables (€4,941 thousand) mainly in France due to an increase in orders for outsourced products (COVID tests and Canephron®),
  - a €7,243 thousand decrease in social security payables in France, mainly on profit-sharing and incentive schemes (in connection with the decrease in profitability),
  - the €3,515 thousand decrease in receivables credit in the United States in line with the decline in business in 2021,
  - an increase in advance payments in France of €8,280 thousand, mainly for COVID test suppliers.

**Cash flows related to investment activities** resulted in a net outflow of €11,921 thousand, compared to €19,336 thousand in 2020. The €7,415 thousand decrease was mainly in relation to investments in tangible and intangible fixed assets. In 2021, cash flows mainly related to:

- acquisitions of tangible fixed assets amounting to €10,988 thousand:
  - in France, at the Messimy site: investment in equipment and production reorganization, transfer of Montrichard production, closed at the end of 2021, and renovation of administrative buildings,
  - renovation and construction work of the new head office in Spain,
- the disposal of eight sites for €10,945 thousand, seven of which were closed in 2021 as part of the reorganization in France,
- investments in intangible fixed assets in France in the amount of €9,288 thousand relate to Group IT projects: the SYMPHONY (CRM) project, the creation of a professional website for doctors and pharmacists, the ongoing implementation of serialization in Russia and a number of investments to modernize IT equipment,
- Acquisitions of financial investments in the amount of €1,853 thousand relate to calls for funds or new FCPI investment securities.

**Cash flows from financing activities** resulted in a net outflow of €21,995 thousand, compared to €21,522 thousand in 2020. This mainly includes:

- dividend payments of €16,643 thousand (compared to €18,380 thousand in 2020),
- the change in rental liabilities and related interest of €4,732 thousand, resulting from the application of IFRS 16 standard relating to real estate and vehicle leases,
- the payment of the frozen employee profit-sharing liability in France for €1,171 thousand.

No share purchase outside the liquidity contract was carried out in 2021, as in 2020.

### 33 OFF-BALANCE SHEET LIABILITIES

BOIRON Group has no off-balance sheet liabilities related to acquisitions and disposals of subsidiaries (share repurchase agreements, etc.).

Off-balance sheet liabilities relating to isolated asset acquisitions include the acquisition of the ALKANTIS company's trademarks and patents. This self-financed acquisition in 2017 amounted to €2,495 thousand.

The contract also provides for the payment of an earn-out in favor of the seller. No amounts were recognized for these earn-out payments, as the recognition criteria had not yet been met. For information, assets (trademarks, patents and manufacturing equipment) were fully depreciated in 2019 in the amount of €2,069 thousand.

At December 31, 2021, there were no clauses that could give rise to additional liabilities other than those set out in Note 10.

Significant off-balance sheet liabilities related to Group operating activities are presented below:

Off-balance sheet liabilities relating to operating activities	12/31/2021		Schedule		12/31/2020
		Less than 1 year	1 to 5 years	More than 5 years	
<b>Received commitments</b>	<b>195</b>	<b>189</b>	<b>6</b>	<b>0</b>	<b>171</b>
Real estate guarantees	195	189	6	0	171
<b>Given commitments</b>	<b>9,343</b>	<b>1,189</b>	<b>8,154</b>	<b>0</b>	<b>10,717</b>
Bank securities	644	175	469	0	612
Customs and tax deposits	886	0	886	0	886
Commitment to buyback FCPI units	7,813	1,014	6,799	0	4,088
Leases <sup>(1)</sup>	0	0	0	0	5,131

(1) In 2020, this item included commitments relating to vehicle leases, which were not adjusted in the consolidated financial statements in accordance with IFRS 16 standard (undiscounted amount). In 2021, these contracts are now adjusted (see notes 9 and 18).

### 34 CONTINGENT ASSETS AND LIABILITIES

#### 34.1 Dispute in Canada

BOIRON Canada was the subject of two consumer lawsuits, on March 16, 2012 in Ontario and April 13, 2012 in Quebec, aiming to launch class actions.

In Quebec, the Montreal Superior Court refused the request in its judgment handed down on January 19, 2015. The Quebec Appeals Court overruled this judgment on October 26, 2016 and authorized the start of class action proceedings. Our Canadian subsidiary appealed the judgment of the Appeals Court before the Supreme Court of Canada.

The Supreme Court rejected our appeal in May 2017. Substantive proceedings are under way before the Superior Court of Quebec.

In Ontario, proceedings have not evolved since the suit was filed by the plaintiff.

At this stage, BOIRON Group is unable to assess the risk in relation to these matters. As such, the principles set out in note 2.9.4 did not result in the recognition of a provision as at December 31, 2021. No significant change was recorded in 2021.

#### 34.2 Dispute in France

We are involved in a commercial dispute with the company from which we acquired the trademarks and patents for a sterile cooling compress medical device called "Alkantis Ice Stérile".

The application of the principles set out in note 2.9.4 did not result in the recognition of a provision as at December 31, 2021. No significant change was recorded in 2021.

There are no other governmental, judicial or arbitration proceedings, including all proceedings of which the company is aware, or which are pending or threatened, which may have or have had a material impact upon the financial position or profitability of the company or the Group in the past twelve months.

## 35 RELATED PARTIES

### 35.1 Related companies

	SODEVA <sup>(1)</sup>		CDFH		CEDH	
	12/31/2021	12/31/2020	12/31/2021	12/31/2020	12/31/2021	12/31/2020
Purchases of goods					32	32
Disposals of goods						
Provided services	9	9	243	170	537	210
Received services			61	35	2,,061	2351
Total receivables			134	25	190	56
Total payables			18	24	575	643

(1) BOIRON family holding company.

### 35.2 Compensation due to administrative and management bodies

Executive and non-executive director gross compensation is as follows:

Gross compensation due	Managers	Other board members who are not executive managers
Fixed compensation	854	488
Variable compensation linked to employment contract <sup>(1)</sup>	98	29
Variable compensation linked to duties as corporate manager <sup>(2)</sup>	405	
Other compensation		176
Fees		12
Compensation paid to members of the Board	26	291
Benefits in kind <sup>(3)</sup>	62	3
<b>Total gross compensation due in 2021</b>	<b>1,445</b>	<b>999</b>
<b>Total gross compensation due in 2020 (reminder)</b>	<b>1,505</b>	<b>653</b>
Post-employment benefits (Retirement Indemnities and Agreement on Preparation for Retirement)	616	261
Other long-term benefits (long-service bonuses)	80	32

(1) Variable compensation under the employment contract comprises the incentive scheme bonus, statutory profit-sharing, the profit-sharing bonus and the employer's contribution to the PEE and PERCO.

(2) Variable compensation linked to the duties of corporate managers consists of the incentive bonus for corporate managers without an employment contract.

(3) This includes benefits linked to retirement, provident schemes, insurance for managers against loss of employment (€46 thousand) and the provision of a company car (€18 thousand).

## 36 STATUTORY AUDITORS' FEES

Statutory Auditors' fees recognized as expenses in 2021 and 2020 are detailed below:

Statutory Auditors' fees recognized as expenses <sup>(1) (2)</sup> (Amounts excluding tax in thousands of euros)	MAZARS		DELOITTE	
	2021	2020	2021	2020
Certification of financial statements	118	126	118	126
Services other than the certification of financial statements required by law <sup>(3)</sup>	10	6	10	6
Services other than the certification of financial statements not required by law <sup>(3)</sup>		3		
<b>TOTAL</b>	<b>128</b>	<b>135</b>	<b>128</b>	<b>132</b>

(1) The period in question includes services rendered during an accounting year and recorded in the income statement for the year.

(2) The fees presented here include those provided by BOIRON parent company's statutory auditors to consolidated companies. They do not include fees invoiced by their networks.

(3) This item includes assignments and services completed by the Statutory Auditors.

They may be required by statutory provisions or provided at the Group's or its subsidiaries' request.

The information presented in this table was prepared in compliance with ANC regulation no. 2016-09.

## 37 POST-BALANCE SHEET EVENTS

### 37.1 ABBI's acquisition

As part of its external growth and business development strategy, and having met the conditions precedent, in February 2022 Laboratoires BOIRON acquired a 70% majority stake in ABBI, a start-up specializing in personalized and customized cosmetics. This investment was purchased for €1.75 million, plus any earn-outs depending on ABBI's performance, to be

calculated between 2023 and 2025. On June 30, 2025, Laboratoires BOIRON will acquire the remaining 30% for an amount that will also depend on ABBI's performance. These investments will be financed using the Group's equity. The purchase price allocation is currently being analyzed.

### 37.2 War in Ukraine

The war in Ukraine that broke out at the end of February 2022 is of concern to all of our teams and our Ukrainian distributor. It led the Group to set up a crisis committee to manage the social and economic impacts of the situation on our distributor and our Russian subsidiary's activities. Sales generated in Ukraine and Russia in 2021 accounted for less than 4% of Group sales. Total assets in the BOIRON Russia balance sheet amounted to RUB

2,177 million as of December 31, 2021, i.e. around €25.5 million at the 2021 closing rate.

The current analysis of the situation does not cause the company to question the accounting positions adopted as at December 31, 2021. We are monitoring the situation closely in order to take all necessary steps to organise our activities.

No other post-balance sheet event having a potential material impact on the Group's financial statements has been identified.

## 4.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

*This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.*

*This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

**MAZARS**  
109 Rue Tête d'Or  
69006 LYON

SAS with share capital of €5,986,008  
Lyon Trade and Companies Register: 351 497 649

**DELOITTE & ASSOCIÉS**  
Immeuble Higashi  
106 cours Charlemagne  
69002 LYON

SAS with share capital of €2,188,160  
Nanterre Trade and Companies Register 572 028 041

### For the year ended December 31, 2021

To the Boiron Annual General Meeting,

### Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Boiron for the year ended December 31, 2021.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as of December 31, 2021 and of the results

of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

### Basis for Opinion

#### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

#### Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2021 to the date of our report and specifically we did not

provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014 or in the French Code of ethics for statutory auditors.

#### Observation

Without questioning the opinion expressed above, we draw your attention on the paragraph "2.9.1.2.2 Defined benefit plans" on page 16 of the notes on consolidated accounts, which shows the change in accounting policy relating to the application of the update of the recommendation n°2013-02 of the ANC College

relating to the rules for the valuation and recognition of pension commitments and similar benefits. This update follows the publication of the Agenda Decision "Attributing Benefit to Periods of Service (IAS 19 Employee Benefits)" of the IFRS IC of May 2021.

## Justification of Assessments – Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, also have had an impact on the companies' internal organisation and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

## Retirement termination benefit and retirement preparation agreement commitments

(Paragraph 2.9 and 19 to the consolidated financial statements)

### Risk identified

Boiron Group employees receive post-employment benefits in France, including retirement termination benefits pursuant to the collective bargaining agreement and benefits granted pursuant to an internal retirement preparation agreement.

These commitments are calculated each year by an independent actuary. A non-current provision is recognized in balance sheet liabilities in the amount of K€ 65 025 as of December 31, 2021. The commitment valuation method is disclosed in paragraph 2.9.1.2 to the consolidated financial statements and the actuarial assumptions adopted are presented in paragraph 19.2.1.

### Our response

As part of our audit of the consolidated financial statements, our work consisted in:

- Familiarizing ourselves with the retirement preparation agreement;
- Examining the compliance of the post-employment benefit commitment calculation method applied by the Group with IAS 19 as well as the application of the interpretation of IAS19R from 2021 and recognized actuarial techniques;
- Reconciling, through sample testing, individual employee data used in the commitment calculation with data taken from the payroll software and recent pays lips;
- Performing a critical review of the method of implementing this calculation methodology for Boiron SA commitments. This critical review was performed by our specialists and notable involved:

We considered the measurement of post-employment benefit commitments to be a key audit matter for the following reasons:

- The determination of actuarial assumptions involves Group Management judgment. The main assumptions concern discount rates, the forecast increase in salaries, employee turnover and the mortality table applied.
- The provision amount is sensitive to the calculation assumptions and methods used. A change in these assumptions compared to observations could have a material impact on the consolidated financial statements of the Group.
- A critical review of demographic and financial assumptions used to calculate commitments (discount rate, rate of salary increases, employee turnover, mortality table, etc.) with respect to regulations and comparison of these assumptions with observations (benchmarks, statistics, etc.).
- Recalculating retirement termination benefit and pension preparation agreement commitments.
- Comparing asset amounts of outsourced funds deducted from commitments with amounts confirmed by the insurance company;
- Controlling the correct recognition of the change in commitments in the consolidated financial statements as of December 31, 2021;
- Verifying the appropriateness of the disclosures provided in the notes to the consolidated financial statements.

## Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information pertaining to the Group presented in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code (code de commerce) is included in Group management report, it being specified that, in accordance with the provisions of Article L.823-10 of the code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

## Other Legal and Regulatory Verifications or Information

### Format of presentation of the financial statements included in the annual financial report

We have also proceeded, in accordance with the professional standard on the diligence of the statutory auditor relating to the annual and consolidated accounts presented according to the single European electronic information format, to the verification of compliance with this format defined in the European Delegated Regulation No 2019/815 of 17 December 2018 in the presentation of the consolidated accounts intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), established under the responsibility of the General Director. In the case of consolidated accounts, our due diligence includes checking that the markup of these

accounts complies with the format defined by the aforementioned regulation.

On the basis of our work, we conclude that the presentation of the consolidated accounts to be included in the annual financial report complies, in all material respects, with the single European electronic information format.

It is not our responsibility to verify that the consolidated financial statements which will be effectively included by your company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

### Appointment of the Statutory Auditors

We were appointed as statutory auditors of Boiron SA by the annual general meeting held on May 19, 2011 for Mazars and on May 18, 2017 for Deloitte.

As at December 31, 2021, Deloitte & Associés and Mazars were in the 5th year and 11th year of total uninterrupted engagement, respectively.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to

going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

### Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

#### *Objectives and audit approach*

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in

### *Report to the Audit Committee*

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this report.

the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Lyon, April 14, 2022

The Statutory Auditors

***French original signed by***

**MAZARS**

Emmanuel Charnavel

Séverine Hervet

**DELOITTE ET ASSOCIÉS**

Vanessa Girardet

## 4.3 TABLE OF SUBSIDIARIES AND HOLDINGS

Country	Company name	Local currency	Capital	Shareholders' equity except share capital, including result before profit distribution	Book value of the shares held		Loans and advances granted (-) / Loans and advances received (+)	Pledges and approvals given	Average rate for the fiscal year	Yearly sales, taxes excluded	Profit or loss for the year-ended	Dividends received during the fiscal year
					gross	net						
			currency, thousands	currency, thousands	euros, thousands	euros, thousands	euros, thousands	euros, thousands		currency, thousands	currency, thousands	euros, thousand
<b>Subsidiaries (&gt; 50% of the share capital held by the company)</b>												
Italy	LABORATOIRES BOIRON	EUR	2,500	10,738	624	624	5,916			31,777	1,100	649
United States	BOIRON USA	USD	33,588	(1)	29,837	29,837	(6,048)		0.84493	0	8	
Spain	BOIRON SOCIEDAD IBERICA DE HOMEOPATIA	EUR	1,099	428	2,295	1,463	2	152		13,526	(18)	
Canada	BOIRON CANADA	CAD	2,395	1,586	1,614	1,614	0		0.67409	19,081	555	64
Germany	BOIRON	EUR	511	(652)	717	0				-	(2)	
Belgium	UNDA	EUR	62	267	11,359	329	1,007			0	3	
France	BOIRON CARAIBES	EUR	1,660	2,184	1,898	1,898	3,171			7,166	451	118
France	C.D.F.H.	EUR	8	184	8	8	155			486	(11)	
Czech Republic	BOIRON CZ	CZK	3,600	59,709	99	99	807		0.03899	146,840	6,666	
Slovakia	BOIRON SK	EUR	406	238	390	390	(315)			2,409	90	
Poland	BOIRON SP	PLN	30,099	(15,004)	7,320	3,255	322	62	0.21910	30,351	1,708	
Romania	BOIRON RO	RON	15,080	11,083	3,141	3,141	(1,393)		0.20321	42,129	4,549	122
Tunisia	BOIRON TN	TND	105	1,906	84	84			0.30365	5,184	217	
Hungary	BOIRON	HUF	1,090,000	(924,167)	3,359	449	(137)	96	0.00279	668,186	6,191	
Bulgaria	BOIRON BG	BGN	650	2,063	332	332	900		0.51130	4,125	174	
Russia	BOIRON	RUB	827,000	1,001,417	13,775	13,775		469	0.01146	1,384,102	51,449	164
Brazil	BOIRON MEDICAMENTOS HOMEOPATICOS	BRL	20,200	(917)	19,864	2,970			0.15671	37,479	(1,839)	
France	BOIRON	EUR	555	1,448	555	555	1,883			4,588	295	119
Switzerland	BOIRON	CHF	1,900	(307)	2,505	1,540	675		0.92472	3,620	(201)	
France	LES EDITIONS SIMILIA	EUR	43	76	752	116	102			98	(42)	
Portugal	BOIRON	EUR	400	337	400	400	(491)			4,614	38	
Belgium	BOIRON	EUR	11,019	(3,490)	11,019	10,854	942			17,252	553	
France	C.E.D.H.	EUR	508	10	566	566	(121)			2,471	(232)	
India	BOIRON LABORATORIES	INR	310,005	(234,146)	3,980	850			0.01143	44,699	(47,793)	
Colombia	BOIRON SAS	COP	5,500,000	(4,298,610)	1,486	218	(176)		0.00023	1,358,044	(911,426)	
Asia	BOIRON ASIA	HKD	4,326	(898)	500	388	(1,111)		0.10871	24,901	273	

## 4.4 RESULTS OVER THE LAST FIVE YEARS

(Article R225-102 of the French Commercial Code)

<i>Data converted into thousands of euros</i>		2017	2018	2019	2020	2021
<b>I</b>	<b>Capital at the end of the fiscal year</b>					
a	Share capital	19,415	17,566	17,545	17,545	17,545
b	Number of existing ordinary shares	19,415	17,566	17,545	17,545	17,545
c	Number of existing preferred shares (without right to vote)					
d	Maximum number of future shares to be created					
	d1 by conversion of bonds					
	d2 by exercise of application rights					
<b>II</b>	<b>Operations and results for the fiscal year</b>					
a	Sales excluding taxes	488,858	494,072	423,694	404,422	320,671
b	Income before tax, employee profit-sharing, allowances for and cancellations of amortizations and provisions <sup>(2)</sup>	162,823	153,365	102,405	104,231	42,951
c	Income tax	38,368	35,923	20,845	14,736	6,400
d	Employee profit-sharing for the year	7,650	7,753	3,396	88	0
e	Result after taxes, employee profit-sharing, and allowances for amortizations and provisions	82,584	63,578	37,941	9,146	21,633
f	Distributed profit	31,064	25,470	18,423	16,668	16,668
<b>III</b>	<b>Earnings per share</b>					
a	Result after taxes, employee profit-sharing, but before allowances for amortizations and provisions	6.02	6.24	4.45	5.10	2.08
b	Result after taxes, employees profit-sharing, and allowances for amortizations and provisions	4.25	3.62	2.16	0.52	1.23
c	Dividend distributed by share	1.6	1.45	1.05	0.95	0.95 <sup>(1)</sup>
<b>IV</b>	<b>Staff</b>					
a	Average headcount in full-time equivalent for workers employed during the fiscal year	2,398	2,361	2,252	2,199	2,199
b	Payroll for the fiscal year	100,162	100,755	97,995	94,159	96,885
c	Amount of the sums paid in respect of fringe benefits in the fiscal year (Social Security, charitable works, etc.)	51,433	51,028	48,629	46,145	44,882

(1) According to the resolutions proposed by the Annual General Meeting.

(2) According to the Francis Lefebvre report, profit before tax, amortization, depreciation and provisions includes transfers of operating expenses.

BOIRON, YOUR HEALTH  
DESERVES THE  
GREATEST RESPECT

CORPORATE  
GOVERNANCE

2021 PERFORMANCE  
AND OUTLOOK

ANNUAL FINANCIAL  
STATEMENTS

CAPITAL, SHARE OWNERSHIP,  
STOCK MARKET AND LEGAL  
INFORMATION

SHAREHOLDERS'  
MEETING

OTHER  
INFORMATION



# 5 CAPITAL, SHARE OWNERSHIP, STOCK MARKET AND LEGAL INFORMATION

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## 5.1 SHARE CAPITAL

The share capital is set at SEVENTEEN MILLION FIVE HUNDRED AND FORTY-FIVE THOUSAND FOUR HUNDRED AND EIGHT EUROS (€17,545,408) divided into SEVENTEEN MILLION FIVE HUNDRED AND FORTY-FIVE THOUSAND FOUR HUNDRED AND EIGHT (17,545,408) shares of ONE EURO (€1) each, fully paid-up and to which are associated, as at February 28, 2022, 31,221,351 theoretical voting rights and

31,107,054 voting rights which can be exercised in Shareholders' Meetings.

The difference between the number of shares and the number of voting rights is due to the existence of double voting rights, while the difference between the actual voting rights and theoretical voting rights corresponds to the treasury shares held.

### 5.1.1 Changes in share capital over the last five years

Date	Nature of the transactions	Capital increase (or decrease)	Number of shares after transactions	Capital after transactions
BoD meeting of 9/05/2018	October 30, 2018: cancellation of 1,849,196 shares purchased by the company and a €1,849,196 capital reduction corresponding to the nominal value of the acquired shares.	(€1,849,196)	17,565,560	€17,565,560
BoD meeting of 12/19/2019	December 31, 2019: cancellation of 20,152 shares purchased by the company and a €20,152 capital reduction corresponding to the nominal value of the acquired shares.	(€20,152)	17,545,408	€17,545,408

Non-representative shares: none.

Financial instruments potentially granting access to the share capital: none.

### 5.1.2 Statutory provisions

#### DOUBLE VOTING RIGHTS (ARTICLE 35 OF THE ARTICLES OF ASSOCIATION)

A double voting right compared with that granted to other shares, in respect of the proportion of capital that they represent, is allotted to all fully paid-up shares that are proven to have been registered for at least three years in the name of the same shareholder.

This right is also granted from their issue in the case of capital increases by incorporation of reserves, profits or issue

premiums, for registered shares allocated free of charge to a shareholder as a result of old shares for which he/she/it was entitled to this right.

Registered shares with a double voting right, that are converted to bearer shares for any reason whatsoever, lose their double voting right.

#### DISTRIBUTION OF VOTING RIGHTS BETWEEN USUFRUCTUARY AND BARE OWNERS (ARTICLE 12 OF THE ARTICLES OF ASSOCIATION)

The voting right attached to a share shall be exercised by the owner of any share pledged as a security. In the case of a division in the ownership of a share, said share shall belong to the usufructuary at Ordinary Shareholders' Meetings and to the bare owner at Extraordinary Shareholders' Meetings.

In the event of a transfer of shares under the provisions of Article 787 B of the French General Tax Code with reserve of usufruct, and by way of derogation from the above, the voting rights of the usufructuary will then be limited, for shares transferred, only to decisions concerning the distribution of profits.

## IDENTIFIABLE BEARER SHARES (ARTICLE 10 OF THE ARTICLES OF ASSOCIATION)

In order to identify the owners of bearer shares, the company may, at any time, and under the conditions set out in applicable legal and regulatory provisions, request information concerning the owners of its shares and securities conferring immediate or future voting rights at its Shareholders' Meetings.

The company is also entitled to request the identity of shareholders, under the conditions set out in the French Commercial Code, if it believes that certain holders whose

identities have been disclosed to it hold shares on behalf of third parties.

The company may ask any legal entity holding more than 2.5% of the share capital or voting rights to disclose the identity of any persons directly or indirectly holding more than one third of its shares or voting rights at its Shareholders' Meetings.

## Percentage of share capital and voting rights directly held by members of the Board of Directors and executive corporate officers (as of February 28, 2022)<sup>(1)</sup>

	Number of shares	% Share	% of voting rights exercisable at the Shareholders' Meeting
Thierry Boiron (Board member - Executive corporate officer)	491,964	2.63	2.95
Valérie Lorentz-Poinsot (Board member - Executive corporate officer)	1,953	0.01	0.01
Jean-Christophe Bayssat (Board member)	50	0.00	0.00
Jacky Abécassis (Board member)	50	0.00	0.00
Michèle Boiron (Board member)	272,184	1.55	1.68
Michel Bouissou (Board member)	40	0.00	0.00
Christine Boyer-Boiron (Board member)	198,664	1.13	1.28
Jean-Pierre Boyer (Board member)	2,978	0.02	0.02
Stéphanie Chesnot (Board member)	4,748	0.03	0.03
Bruno Grange (Board member)	100	0.00	0.00
Virginie Heurtaut (Board member)	4,748	0.03	0.03
Grégory Walter (Board member representing shareholder employees <sup>(2)</sup> )	-	0.00	0.00
Anabelle Flory-Boiron (Board member)	4,748	0.03	0.03
Laurence Boiron (Board member)	5,900	0.03	0.04
Sylvain Mossaz (Board member representing employees <sup>(2)</sup> )	-	0.00	0.00
Anne Borfiga (Board member)	10	0.00	0.00
Philippe Brun (Board member)	100	0.00	0.00
Jean-François Hénaux (Board member representing the employees <sup>(2)</sup> )	-	0.00	0.00

<sup>(1)</sup>Pursuant to the Articles of Association, each Board Member is required to own 10 (TEN) shares, with the exception of the Board Member representing employee shareholders and the Board Members representing employees.

Please note that certain Board members also hold shares in SODEVA and SHB (see section 5.2).

<sup>(2)</sup>Pursuant to Article L.225-25 of the French Commercial Code and Article 16 of the Articles of Association, the Board members' obligation to hold a minimum number of shares in the company does not apply to Board members representing employees and to the Board member representing shareholder employees.

## STATUTORY THRESHOLDS (ARTICLE 10 OF THE ARTICLES OF ASSOCIATION)

Any natural person or legal entity having a shareholding of over 2% of the share capital is required to inform the company of the total number of shares that they possess, within 15 days of the date on which this threshold is exceeded.

The information indicated in the previous paragraph must also be provided within the same timeframe when the shareholding falls below the abovementioned threshold.

When determining the abovementioned shareholding threshold, the following are deemed to be shares held by the person bound to provide the information indicated in the previous paragraph:

1. shares held by other persons on behalf of this person,
2. shares held by the companies that he/she/it controls,
3. shares held by a third party with whom he/she/it acts jointly,
4. shares that one of the persons referred to in points 1, 2, and 3 above, is entitled to acquire, at his/her/its own initiative, under an agreement.

## FINANCIAL INSTRUMENTS GRANTING POSSIBLE RIGHTS OVER THE SHARE CAPITAL

There are no financial instruments that, if implemented or exercised, would result in the creation of new shares.

## STOCK-OPTIONS GRANTED TO EACH CORPORATE OFFICER AND OPTIONS EXERCISED BY THEM

The company has not granted any stock options.

## LOANS AND WARRANTS GRANTED OR PROVIDED TO MEMBERS OF THE ADMINISTRATIVE, MANAGEMENT OR SUPERVISORY BODIES

No loans or warrants have been granted or provided to members of the administrative, management or supervisory bodies.

### 5.1.3 Share buyback program

The company has implemented several successive share buyback programs. The most recent share buyback program was authorized by the Combined Shareholders' Meeting on May 27, 2021 in its nineteenth ordinary resolution, and was implemented immediately.

This program, limited to 10% of the share capital, and adjusted to take into account any capital increases or reductions that may occur during the course of the program, has the following goals:

- support the secondary market or the liquidity of the BOIRON share through a market maker under a liquidity agreement that complies with practices recognized by current regulations; it being stipulated that, in this case, the number of shares taken into account for the calculation of the above-mentioned limit corresponds to the number of shares acquired, after deduction of the number of shares resold,

- possibly cancel the shares bought back, in accordance with the authorization to be granted in by the Extraordinary Shareholders' Meeting,
- retain shares that are bought back and subsequently put them back on the market or use them as consideration in potential external growth transactions,
- cover investment securities giving rights to shares in the company in line with applicable regulations.

These share purchases may be performed by any means, including the purchase of blocks of shares, and may take place at any time elected by the Board of Directors. The company does not intend to use option mechanisms or derivative instruments.

The maximum purchase price was set at €50 per share and the maximum amount of the transaction was set at €87,727,000.

## NUMBER OF SHARES BOUGHT OR SOLD BY THE COMPANY DURING THE FISCAL YEAR

Pursuant to Article L.225-211 of the French Commercial Code, below is the required information on the implementation of the share buyback program during the 2021 fiscal year:

### At December 31, 2021:

- Percentage of treasury shares: 0.17%
- Number of treasury shares held in portfolio: 33,717 (par value €33,717)

Number of treasury shares broken down by intended use:

- Supporting the stock price through a liquidity agreement: 33,717 (par value €33,717),
- External growth transactions: none,

- Coverage of stock purchase options or other employee share ownership schemes: none,
- Coverage of securities giving the right to the granting of shares: none,
- Cancellation: none,
- Reallocations: none.

Book value of the portfolio: €1,290,452.

Market value of the portfolio: €1,205,383 (based on the closing price on December 31, 2021).

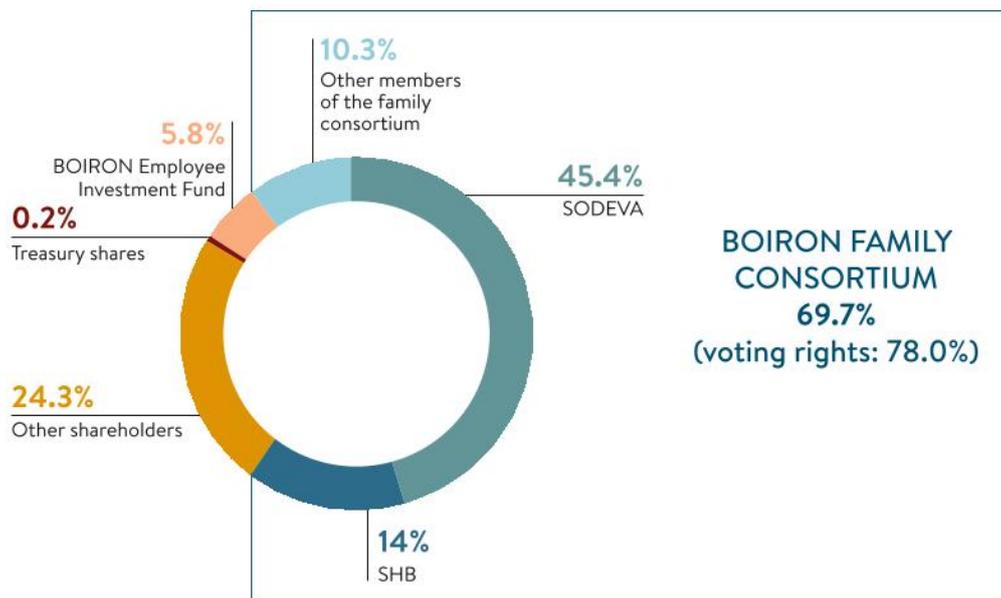
Total nominal value: €33,717.

From January 1, 2021 to December 31, 2021	Liquidity agreement	External growth	Cancellation	Total
Purchases	Number of shares	108,656		108,656
	Price <sup>(1)</sup>	€38.31		€38.31
	Negotiation costs			
	Amount	€4,162,760		€4,162,760
Sales / Transfers	Number of shares	106,676		106,676
	Price <sup>(1)</sup>	€38.40		€38.40
	Negotiation costs			
	Amount	€4,096,597		€4,096,597

(1) Average share price.

## 5.2 MAIN SHAREHOLDERS

As of December 31, 2021, the capital breaks down as follows:



Voting rights are all expressed excluding treasury shares

Voting rights held by SODEVA: 51.1%

Voting rights held by SHB: 15.7%

Voting rights held by the other members of the BOIRON family consortium: 11.2%

Pursuant to Article L.233-13 of the French Commercial Code, persons holding the percentages of shares or voting rights (excluding treasury shares) listed in Article L.233-7 of the French Commercial Code on December 31, 2021 are, to the company's best knowledge, listed below:

Shareholders %	% of capital	% of voting rights
Holding of over 5%	FCPE BOIRON (employee investment fund)	FCPE BOIRON (employee investment fund)
Holding of over 10%	SHB <sup>(1)</sup>	
Holding of over 15%		SHB <sup>(1)</sup>
Holding of over 20%		
Holding of over 25%		
Holding of over 30%		
Holding of over 33 1/3%	SODEVA <sup>(2)</sup>	
Holding of over 50%		SODEVA <sup>(2)</sup>
Holding of over 66 2/3%	BOIRON family consortium <sup>(3)</sup>	BOIRON family consortium <sup>(3)</sup>

<sup>(1)</sup> Public limited company (société anonyme) controlled by the Henri Boiron family branch.

<sup>(2)</sup> Public limited company (société anonyme) controlled by the Jean Boiron family branch.

<sup>(3)</sup> The BOIRON family consortium includes: SODEVA, SHB and the family members of Jean and Henri Boiron.

The company is controlled by the BOIRON family consortium as indicated above.

Measures taken to ensure that control is not exercised in an abusive manner include:

- the presence of an independent Board member on the Board of Directors and its Audit Committee;
- the separation of the duties of the Chairman and the General Manager.

As of December 31, 2021, le concert familial BOIRON held 12,230,758 shares (registered and bearer) representing 69.71% of the capital and 78.02% of the voting rights (excluding treasury shares).

## Changes in share capital breakdown

	Number of shares	% of share capital	Number of voting rights exercisable at Shareholders' Meetings	% of exercisable voting rights at GMs	Number of theoretical voting rights	% theoretical voting rights
<b>December 31, 2019</b>						
BOIRON Family Consortium	12,263,404	69.89	24,408,182	78.73	24,408,182	78.64
• o/w SODEVA	7,966,313	45.40	15,893,791	51.27	15,893,791	51.21
• o/w SHB	2,438,747	13.90	4,860,894	15.68	4,860,894	15.66
• other individuals	1,858,344	10.59	3,653,497	11.78	3,653,497	11.77
Public	4,265,273	24.30	4,702,292	15.20	4,702,292	15.20
FCPE	980,573	5.59	1,892,573	6.07	1,892,573	6.10
Treasury shares	36,158	0.22	0	0	36,158	0.06
<b>Total</b>	<b>17,545,408</b>	<b>100</b>	<b>31,003,047</b>	<b>100</b>	<b>31,039,205</b>	<b>100</b>
<b>December 31, 2020</b>						
BOIRON Family Consortium	12,285,758	70.02	24,442,675	78.26	24,442,675	78.18
• o/w SODEVA	7,966,313	45.40	15,932,626	51.01	15,932,626	50.96
• o/w SHB	2,438,747	13.90	4,866,994	15.58	4,866,994	15.57
• other individuals	1,880,698	10.72	3,643,055	11.67	3,643,055	11.65
Public	4,232,540	24.11	4,898,003	15.68	4,898,003	15.66
FCPE	995,373	5.67	1,893,573	6.06	1,893,573	6.06
Treasury shares	31,737	0.20	0	0	31,737	0.10
<b>Total</b>	<b>17,545,408</b>	<b>100</b>	<b>31,234,251</b>	<b>100</b>	<b>31,265,988</b>	<b>100</b>
<b>December 31, 2021</b>						
BOIRON Family Consortium	12,230,758	69.71	24,317,155	78.02	24,317,155	77.93
• o/w SODEVA	7,966,313	45.40	15,932,626	51.12	15,932,626	51.10
• o/w SHB	2,458,747	14.01	4,886,994	15.68	4,886,994	15.66
• other individuals	1,805,698	10.3	3,497,535	11.22	3,497,535	11.17
Public	4,267,760	24.3	4,901,342	15.7	4,901,342	15.7
FCPE	1,013,173	5.8	1,951,273	6.3	1,951,273	6.25
Treasury shares	33,717	0.2	0	0	33,717	0.20
<b>Total</b>	<b>17,545,408</b>	<b>100</b>	<b>31,169,770</b>	<b>100</b>	<b>31,203,487</b>	<b>100</b>

BOIRON was founded by Jean and Henri Boiron.

The BOIRON family consortium is made up of two companies (SODEVA and SHB) and 21 individuals. SODEVA is a limited company controlled by the Jean Boiron family group. SHB is a limited company controlled by the Henri Boiron family group.

Mr. Thierry Boiron is Chairman of the Board of Directors and Chairman and General Manager of SODEVA. Mr. Hervé Boiron is Chairman and General Manager of SHB.

The AMF has been notified of the "2019 family preemptive agreement" ("Pacte de préemption familial 2019") shareholders' agreement, entered into on January 2, 2020 between the members of the Boiron family, grouped into the Jean and Henri families, and their respective property companies. This shareholders' agreement replaces the shareholders' agreement

known as the "2005 family preemptive agreement", entered into on June 29, 2005 and which expired in 2017. Under this agreement, the Parties have granted each other reciprocal preemption rights in the event of the transfer of BOIRON shares. A pre-emptive right is also provided for between the SODEVA shareholders in the event of a transfer of its shares, and between the SHB shareholders in the event of a transfer of SHB's shares (AMF notice no. 221C0309).

To the company's knowledge, there are no other shareholders that directly or indirectly hold, alone or in concert, more than 5% of the capital or voting rights.

No material changes have taken place in the shareholder structure or voting rights since December 31, 2021.

## 5.2.1 Security transactions by corporate officers, senior executives and their close relations during the fiscal year

Full name Company name	Name of the person related to the person above	Positions held in the issuer	Type of operation	Total number of shares	Weighted average price	Total amount
Killian Boiron	Thierry Boiron	Shareholder	Disposal	5,000	€40.4137	€202,068.50
Thierry Boiron		Chairman of the Board of Directors	Disposal	50,000	€35.8295	€1,791,474.75
Thierry Boiron		Chairman of the Board of Directors	Disposal	20,000	€35.4900	€709,800.00
SHB	Jean-Pierre Boyer	Board Member	Acquisition	20,000	€35.4900	€709,800.00

## 5.3 EMPLOYEE SHAREHOLDING

Employee share ownership at BOIRON was developed in several stages:

At the end of the seventies, BOIRON benefited from a very favorable economic environment with strong growth in its business. Labor relations were also favorable, with new profit sharing agreements put in place to share growth and profits.

At the end of 1978, the first request for BOIRON employees to acquire a stake in the company was made to the Works Council.

In October 1984, the creation of the BOIRON FCPE was initiated following a capital increase reserved for employees, enabling them to acquire 2% of the company's capital.

In June 1987, the BOIRON share was admitted to the stock market.

Employees can invest in the BOIRON employee investment fund via:

**Incentive scheme:** in 2021, 11% of the amounts from the 2020 incentive scheme were paid into the BOIRON FCPE.

**Profit-sharing:** in 2021, the amount of 2020 profit-sharing was non-material and, due to the small amounts, was paid almost in full to employees.

**Voluntary contributions:** Employees can also make voluntary transfers into the BOIRON employee investment fund. In 2021, these payments amounted to €1,643 thousand.

The company's contribution to the voluntary payments made into the BOIRON FCPE is based on a declining scale in three tranches offering a maximum employer contribution of €1,550 for €2,950 of annual payments.

As of December 31, 2021, FCPE BOIRON's assets amounted to more than €51 million, of which 70% were BOIRON shares. Approximately 85% of the 1,838 employees hold shares in BOIRON FCPE.

At December 31, 2021, 5.8% of BOIRON's capital was held by the BOIRON FCPE (5.7% at December 31, 2020).

The Chairman of the BOIRON employee investment fund's supervisory board serves on the Board of Directors as a representative of employee shareholders.

The BOIRON share is also part of the employee shareholder index Euronext FAS IAS®, which tracks the stock market performance of listed companies with significant employee ownership.

## 5.4 STOCK MARKET INFORMATION

### 5.4.1 Share price performance

The BOIRON share ended 2021 at a price of €35.75, down 13.5% from €41.35 on December 31, 2020. The BOIRON share price peaked on August 16, 2021 at €44.45 and bottomed out on December 16, 2021 at €32.60.

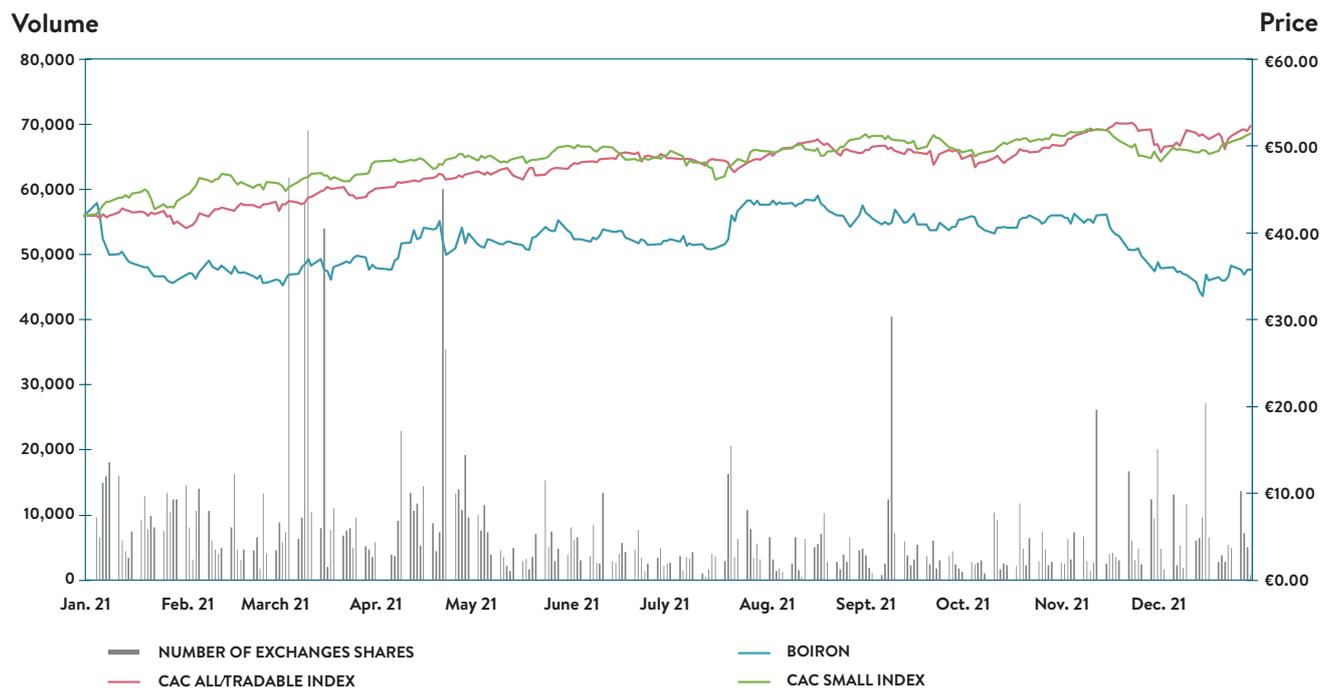
Over the year as a whole, 1,944,701 shares were traded, an average of 7,538 shares per trading session.

Compared to 2020, the number of shares traded in 2021 was down 11% and represented 11% of the company's capital.

2020	Average closing price <i>in euros</i>	+ highest during trading <i>in euros</i>	+ lowest during trading <i>in euros</i>	Average of securities traded <i>per trading day</i>	Transaction volume <i>in millions of euros</i>	Shares traded during the month
January	34.91	37.15	33.40	7,057	5.45	155,248
February	33.13	34.70	31.00	6,833	4.50	136,654
March	29.20	34.00	26.75	10,966	6.98	241,254
April	31.96	35.60	27.90	5,182	3.34	103,643
May	33.05	34.00	32.00	6,929	4.56	138,575
June	34.83	37.50	32.60	9,299	7.15	204,584
July	36.45	41.65	32.05	17,538	14.57	403,369
August	34.09	34.80	32.90	4,292	3.06	90,134
September	38.38	41.40	33.40	13,912	11.57	306,065
October	41.72	44.80	36.20	7,022	6.43	154,479
November	39.02	40.80	37.45	7,241	5.93	152,055
December	38.90	41.35	36.55	4,978	4.24	109,507

2021	Average closing price <i>in euros</i>	+ highest during trading <i>in euros</i>	+ lowest during trading <i>in euros</i>	Average of securities traded <i>per trading day</i>	Transaction volume <i>in millions of euros</i>	Shares traded during the month
January	37.27	44.05	33.70	9,901	7.37	198,020
February	35.41	36.95	33.90	7,818	5.53	156,351
March	35.84	37.70	34.00	16,332	13.50	375,636
April	38.75	41.75	35.50	13,876	10.72	277,528
May	39.27	41.40	37.65	5,753	4.75	120,810
June	39.45	41.50	38.15	4,839	4.21	106,448
July	40.06	44.15	38.00	5,081	4.54	111,789
August	42.92	44.45	40.50	4,003	3.78	88,076
September	41.29	43.60	40.05	5,611	5.07	123,449
October	41.14	42.25	39.15	4,105	3.53	86,201
November	40.28	42.50	35.60	5,798	5.11	127,561
December	35.18	38.15	32.60	7,514	6.07	172,832

## Average closing prices



## 5.4.2 Multi-year data

	2021	2020	2019	2018	2017
<b>Number of shares</b>	17,545,408	17,545,408	17,545,408	17,565,560	19,414,756
<b>Source data adjusted by share</b>					
Earnings <sup>(1)</sup>	1.63	1.50	2.32	3.28	4.25
Free cash flow <sup>(1)</sup>	3.18	5.99	5.88	7.52	8.07
Dividend	0.95	0.95	1.05	1.45	1.60
Payout ratio <sup>(1)</sup>	58%	63%	45%	44%	38%
Year-end closing price (in euros)	37.75	41.35	36.40	48.95	74.85
Return (net dividend / closing price)	2.52%	2.30%	2.88%	2.96%	2.14%
PER at year-end (year n)	25.00	27.68	15.72	14.96	18.57
Average monthly volume	162,058	182,964	193,927	145,887	118,176
Market capitalization at December 31 (in millions)	662	726	639	860	1,453

<sup>(1)</sup> Excluding treasury shares at December 31

ISIN code: FR0000061129 (BOI)

Reuters: BOIR.PA Bloomberg: BOI FP

Share listed on Euronext Paris – Compartment B

Share included in the following indexes: Euronext EN TECH CROISSANCE, CAC SMALL, EN FAMILY BUSINESS, CAC HEALTH CARE, CAC MID&SMALL, CAC ALL SHARES, CAC ALL-TRADABLE.

Establishment in charge of managing shares: BNP PARIBAS Securities Services

Market making agreement: NATIXIS ODDO BHF

## 5.5 INFORMATION ON DIVIDENDS

Fiscal year	Revenues eligible for tax credit		Revenues not eligible for tax credit	
	Dividends <sup>(1)</sup>	Other distributed income		
2018	€25,470,062.00, i.e. €1.45 per share	-	-	-
2019	€18,422,678.40, i.e. €1.05 per share	-	-	-
2020	€16,668,137.60, i.e. €0.95 per share	-	-	-

(1) Of which carried forward (corresponding to dividends not paid out on treasury shares):

- €85,978.25 in 2018,
- €42,459.90 in 2019,
- €3,888.50 in 2020.

## 5.6 INCORPORATION AND ARTICLES OF ASSOCIATION – LEGAL INFORMATION ON BOIRON PARENT COMPANY

### COMPANY NAME:

BOIRON

### HEADQUARTERS:

BOIRON

BOIRON - 2, avenue de l'Ouest Lyonnais - 69510 Messimy -  
FRANCE  
Tel. : 04 78 45 61 00

### LEGAL FORM:

French public limited company ("Société anonyme") governed by the provisions of the French Commercial Code and the French Public Health Code.

### DATE OF CREATION AND TERM:

The company's lifetime is set at ninety-nine complete years from June 7, 1932, the date of its registration in the Trade and Companies Register, to June 6, 2031, unless the company is dissolved before that or its term is extended.

### CORPORATE PURPOSE:

BOIRON's corporate purpose in France and abroad is as follows:

- the trading of all products or services designed to improve health, such as:
  - the manufacture, distribution and sale of medicines, in particular homeopathic medicines, dietary products, hygiene and health products, as well as medicines for human or veterinary use,
  - the storage and distribution of pharmaceutical specialties for one or more manufacturers,
  - fundamental and applied research,
  - teaching, training, and awareness campaigns targeted at health professionals and the general public,
  - publishing, publication, documentation, communication,
  - either directly by creation, contribution, merger, demerger, purchase, taking over the management or any other method,
  - or indirectly via specialized subsidiaries, by contribution, management, merger, demerger or any other method,
- and more generally, all commercial, financial, industrial, real estate, or property transactions directly or indirectly relating to the corporate purpose and a similar or related purpose.

The company may carry out any transactions that are compatible with these objects, relate to them or help achieve them.

**TRADE AND COMPANIES REGISTER:**

967 504 697 RCS LYON

**LEI:**

9695000UMPNY21KKD098

**NAF CODE:**

2120 Z

**PLACE WHERE THE LEGAL DOCUMENTATION RELATING TO  
THE COMPANY MAY BE CONSULTED:**

BOIRON - 2, avenue de l'Ouest Lyonnais - 69510 Messimy -  
FRANCE

**FISCAL YEAR:**

The fiscal year begins on January 1 and ends on December 31.

**WEBSITES:**

[www.boiron.fr](http://www.boiron.fr) or [www.boironfinance.fr/en](http://www.boironfinance.fr/en)

Information presented on the company's websites and linked to  
in this document via hypertext links does not form part of this  
Universal Registration Document.

As such, this information has not been reviewed or approved by  
the AMF.

BOIRON, YOUR HEALTH  
DESERVES THE  
GREATEST RESPECT

CORPORATE  
GOVERNANCE

2021 PERFORMANCE  
AND OUTLOOK

ANNUAL FINANCIAL  
STATEMENTS

CAPITAL, SHARE OWNERSHIP,  
STOCK MARKET AND LEGAL  
INFORMATION

SHAREHOLDERS'  
MEETING

OTHER  
INFORMATION



# 6 SHAREHOLDERS' MEETING

6.1 DRAFT RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING OF MAY 19, 2022

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## 6.1 DRAFT RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING OF MAY 19, 2022

### First resolution - Approval of the company financial statements for the fiscal year ended on December 31, 2021 - Approval of non-tax deductible expenditure and expenses

The Shareholders' Meeting, following its review of the reports issued by the Board of Directors and the Statutory Auditors for the fiscal year ended on December 31, 2021, hereby approves the company financial statements closed at that date, as presented, which shows a profit of €21,633,162.06.

The Shareholders' Meeting expressly approves the total amount of €329,483 in expenditures and expenses subject to item 4 of article 39 of the French Tax Code, as well as the corresponding tax.

### Second resolution - Approval of the consolidated financial statements for the fiscal year ended on December 31, 2021

The Shareholders' Meeting, following its review of the reports issued by the Board of Directors and the Statutory Auditors on the consolidated financial statements as at December 31, 2021, approves these financial statements as presented, showing a profit (group share) of €28,555,481.73.

### Third resolution - Allocation of profit of the fiscal year and setting of dividends

The Shareholders' Meeting, following the proposal made by the Board of Directors, hereby decides to allocate the profit of the fiscal year ended December 31, 2021 as follows:

<b>Profit for the 2021 fiscal year</b>	<b>€21,633,162.06</b>
+ Profit carried forward	+€13,422,178.79
<b>= Distributable income</b>	<b>€35,055,340.85</b>
- Dividends of € 0.95 per share based on 17 545 408 shares	-€16,668,137.60
<b>= Remainder</b>	<b>€18,387,203.25</b>
- Other reserves	- €800,000.00
<b>= Carried forward</b>	<b>€17,587,203.25</b>

The Shareholders' Meeting notes that the dividend allocated to each share is set at €0.95.

Dividends paid to individuals residing in France for tax purposes are subject either to a single flat-rate withholding tax of 12.8% on the gross dividend (article 200 A of the French Tax Code), or, at the express, irrevocable and comprehensive decision of the taxpayer, to the progressive income tax scale, in particular after a 40% deduction (articles 200 A, 13 and 158 of the French Tax Code).

Dividends are also subject to a 17.2% social charges withholding rate.

The ex-dividend will be carried out on June 1, 2022. Dividends will be paid out on June 3, 2022.

Note that if the company holds treasury shares at the ex-dividend date, the amount corresponding to dividends not paid in respect of such shares will be carried forward.

In accordance with provisions of article 243 bis of the French Tax Code, the Shareholders' Meeting notes that it was reminded that during the last three fiscal years the distribution of dividends and income have been as follows:

During the year	Income eligible for the exemption		Income not eligible for the exemption
	Dividends <sup>(1)</sup>	Other income distributed	
2018	€25,470,062.00 i.e. €1.45 per share	-	-
2019	€18,422,678.40 i.e. €1.05 per share	-	-
2020	€16,668,137.60 i.e. €0.95 per share	-	-

(1) Of which carried forward (corresponding to dividends not paid out on treasury shares):

- €85,978.25 in 2018 ;
- €42,459.90 in 2019 ;
- €3,888.50 € in 2020.

### Fourth resolution - Statutory Auditors' special report on regulated agreements and approval of these agreements

The Shareholders' Meeting, after having read the Statutory Auditors' special report on regulated agreements presented to it, approves the new agreements mentioned therein.

### Fifth resolution - Reappointment of Ms. Virginie HEURTAUT, as Board Member

The Shareholders' Meeting hereby resolves to reappoint Ms. Virginie HEURTAUT as Board Member, for a three-year term, expiring at the end of the Meeting called in 2025 to approve the financial statements of the past fiscal year.

Mrs. Virginie HEURTAUT hereby accepts this position.

### Sixth resolution - Acknowledgment of the end of the terms of office of Mr. Michel BOUISSOU, Mr. Jean-Pierre BOYER and Mr. Bruno GRANGE, as Board Member

The Shareholders' Meeting notes the end of the terms of office at the end of the present Meeting of Mr. Michel BOUISSOU, whose term of office comes to an end, and of Mr. Jean-Pierre BOYER and Mr. Bruno GRANGE, who are resigning, as Board members.

### Seventh resolution - Appointment of Mr. Jean-Marc CHALOT, as Board Member

The Shareholders' Meeting resolves to appoint Mr. Jean-Marc CHALOT as Board Member, for a three-year term expiring at the end of the Meeting called in 2025 to approve the financial statements of the past fiscal year.

Mr. Jean-Marc CHALOT hereby accepts this position.

### Eighth resolution - Appointment of Mr. Stéphane LEGASTELOIS, as Board Member

The Shareholders' Meeting resolves to appoint Mr. Stéphane LEGASTELOIS as Board Member, for a three-year term expiring at the end of the Meeting called in 2025 to approve the financial statements of the past fiscal year.

Mr. Stéphane LEGASTELOIS hereby accepts this position.

### Ninth resolution - Appointment of Mr. Jordan GUYON, as Board Member

The Shareholders' Meeting resolves to appoint Mr. Jordan GUYON as Board Member, for a three-year term expiring at the end of the Meeting called in 2025 to approve the financial statements of the past fiscal year.

Mr. Jordan GUYON hereby accepts this position.

## Tenth resolution – Approval of the information referred to in article L22-10-9 I of the French Commercial Code relating to the compensation of corporate officers

The Shareholders' Meeting, voting in accordance with article L22-10-34 I of the French Commercial Code, approves the information referred to in article L22-10-9 I of the French Commercial Code relating to the compensation of corporate officers, as mentioned in the corporate governance report included in the 2021 Universal registration document, under section 2.6.2.

## Eleventh resolution – Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the past fiscal year or allocated in respect of the same fiscal year to Mr. Thierry Boiron, Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with article L22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the past fiscal year or allocated in respect of the same fiscal year to Mr. Thierry Boiron, Chairman of the Board of Directors, as presented in the corporate governance report included in the 2021 Universal registration document under section 2.6.3.1.

## Twelfth resolution – Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the past fiscal year or allocated in respect of the same fiscal year to Ms. Valérie Lorentz-Poinsot, General Manager

The Shareholders' Meeting, voting in accordance with article L22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the past fiscal year or allocated in respect of the same fiscal year to Ms. Valérie Lorentz-Poinsot, General Manager, as presented in the corporate governance report included in the 2021 Universal registration document under section 2.6.3.2.

## Thirteenth resolution – Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the past fiscal year or allocated in respect of the same fiscal year to Mr. Jean-Christophe Bayssat, Deputy General Manager

The Shareholders' Meeting, voting in accordance with article L22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the past fiscal year or allocated in respect of the same fiscal year to Mr. Jean-Christophe Bayssat, Deputy General Manager, as presented in the corporate governance report included in the 2021 Universal registration document under section 2.6.3.3.

## Fourteenth resolution - Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with article L22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors, as presented in the corporate governance report included in the 2021 Universal registration document in introduction under sections 2.6.1, 2.6.1.1 and under sections 2.6.1.1.1 and 2.6.1.3.

## Fifteenth resolution - Approval of the compensation policy for the General Manager

The Shareholders' Meeting, voting in accordance with article L22-10-8 of the French Commercial Code, approves the compensation policy for the General Manager, as presented in the corporate governance report included in the 2021 Universal registration document in introduction under sections 2.6.1, 2.6.1.1 and under sections 2.6.1.1.2 and 2.6.1.3.

## Sixteenth resolution - Approval of the compensation policy for the Deputy General Managers

The Shareholders' Meeting, voting in accordance with article L22-10-8 of the French Commercial Code, approves the compensation policy for the Deputy General Managers, as presented in the corporate governance report included in the 2021 Universal registration document in introduction under sections 2.6.1, 2.6.1.1 and under sections 2.6.1.1.3 and 2.6.1.3.

## Seventeenth resolution - Approval of the compensation policy for the Board Members

The Shareholders' Meeting, voting in accordance with article L22-10-8 of the French Commercial Code, approves the compensation policy for the Board Members, as presented in the corporate governance report included in the 2021 Universal registration document in introduction under section 2.6.1 and under sections 2.6.1.2 and 2.6.1.3.

## Eighteenth resolution - Fixed annual amount to be allocated to the Board Members

The Shareholders' Meeting sets the total annual amount of compensation to be granted to the Board of Directors at €325 thousand for the 2022 fiscal year.

## Nineteenth resolution - Authorization to be given to the Board of Directors to buy back company shares, under the provisions of article L22-10-62 of the French Commercial Code, term of the authorization, purpose, modalities, ceiling

Having read the Board of Directors' report, the Shareholders' Meeting authorizes the latter, for a period of eighteen months, pursuant to articles L22-10-62 and seq. and L225-210 and seq. of the French Commercial Code, to buy back, on one or more occasions, and whenever it so decides, company shares within the limit of 10% of the shares comprising the share capital, adjusted to take into account any capital increases or reductions that might occur during the period of validity of the program.

This authorization terminates the authorization granted to the Board of Directors by the Shareholders' Meeting of May 27, 2021 under its nineteenth ordinary resolution.

Acquisitions may be made to:

- support the secondary market or the liquidity of the BOIRON stock through a market maker under a liquidity agreement that complies with practices recognized by current regulations, it being specified that, in this case, the number of shares taken into account for the calculation of the above-mentioned limit corresponds to the number of shares bought back, after deduction of the number of shares resold,
- proceed with the possible cancellation of the shares bought back, in accordance with the authorization granted by the Shareholders' Meeting of May 27, 2021 under its twentieth extraordinary resolution,
- keep the shares bought back and subsequently put them back on the market or use them as consideration in potential external growth transactions,
- provide coverage of securities giving rights to shares in the company in line with applicable regulations.

These shares acquisitions may be carried out by any means, including by the acquisition of blocks of shares, and at such times as the Board of Directors determines.

The company does not intend to use option mechanisms or derivative instruments.

The maximum purchase price is set at €65 per share. In the event of a change to the capital, in particular in case of splitting or grouping of shares or of free allocation of shares, the aforementioned amount will be adjusted in the same proportions (multiplying coefficient equal to the ratio between the number of shares in the capital before the change and the number of shares after the change).

The maximum amount of the transaction is set at €114,045,152.

The Shareholders' Meeting hereby fully empowers the Board of Directors to carry out these transactions, to decide upon the terms and conditions and means thereof, to enter into any necessary agreements and to complete all formalities.

## Twentieth resolution - Powers for formalities

The Shareholders' Meeting grants full powers to the bearer of an original, copy or extract of these minutes to accomplish all filing formalities and disclosures as required by law.

BOIRON, YOUR HEALTH  
DESERVES THE  
GREATEST RESPECT

CORPORATE  
GOVERNANCE

2021 PERFORMANCE  
AND OUTLOOK

ANNUAL FINANCIAL  
STATEMENTS

CAPITAL, SHARE OWNERSHIP,  
STOCK MARKET AND LEGAL  
INFORMATION

SHAREHOLDERS'  
MEETING

OTHER  
INFORMATION



# 7 Additional information

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## 7.1 PERSON IN CHARGE OF THE UNIVERSAL REGISTRATION DOCUMENT

### Certification of the Universal Registration Document

I hereby certify that the information contained in this Universal Registration Document is, to my knowledge, accurate and does not contain any material omissions which would render it misleading.

I hereby certify that, to my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and give a fair view of the assets, financial position and income of the Company and all companies included in the consolidation, and that the management report included in this Universal Registration Document, for which the cross-reference table is presented on pages 230 and 231, presents a true picture of business developments, income and the financial position of the company and all companies included in the consolidation and a description of the principal risks and uncertainties they face.

Messimy

April 14, 2022

**Valérie Lorentz-Poinsot**  
General Manager

Pursuant to Article 19 of European Regulation no. 2017/1129, the following information is incorporated by reference in this Universal Registration Document:

- the consolidated financial statements and audit reports for fiscal year 2020 presented on pages 110 to 163 and on pages 164 to 167 of the Universal Registration Document for fiscal year 2020 filed with the AMF on April 8, 2021 under number D.21-0277,
- the consolidated financial statements and audit reports for fiscal year 2019 presented on pages 90 to 135 and on pages 136 to 138 of the Universal Registration Document for fiscal year 2019 filed with the AMF on April 20, 2020 under number D.20-0322,
- the company financial statements and audit reports for fiscal year 2020 presented on pages 168 to 195 and on pages 196 to 199 of the Universal Registration Document for fiscal year 2020 filed with the AMF on April 8, 2021 under number D.21-0277,
- the company financial statements and audit reports for fiscal year 2019 presented on pages 139 to 163 and on pages 164 to 166 of the Universal Registration Document for fiscal year 2019 filed with the AMF on April 20, 2020 under number D.20-0322.

## 7.2 STATUTORY AUDITORS OF THE FINANCIAL STATEMENTS

STATUTORY AUDITORS	Date of appointment	Term duration	End of term
<b>DELOITTE &amp; ASSOCIÉS</b> Ms. Vanessa Girardet Immeuble Higashi 106, cours Charlemagne 69002 Lyon Cedex Tel.: 04 78 63 16 16	Combined Shareholders' Meeting of 5/18/2017	6 fiscal years	2023 OSM
<b>MAZARS</b> Mr. Emmanuel Charnavel & Ms. Séverine Hervet 106, rue Tête d'Or 69006 Lyon Tel.: 04 26 84 52 52	Initial appointment: Combined Shareholders' Meeting of 5/19/2011  Reappointment: Combined Shareholders' Meeting of 5/18/2017	6 fiscal years	2023 OSM

## 7.3 PUBLIC INFORMATION

During the validity of this Universal Registration Document, the following documents (or copies thereof) may be consulted at the Company's headquarters:

- the memorandum and Articles of Association of the issuer,
- all reports, letters and other documents, past financial information, valuations and statements prepared by an expert at the issuer's request, any part of which is included or referred to in this Universal Registration Document.

### SHAREHOLDER INFORMATION

Laboratoires BOIRON uses all available means to provide regular information to all of its individual and institutional shareholders and make detailed information available to them.

News and financial information on Laboratoires BOIRON is available on [www.boironfinance.fr/en](http://www.boironfinance.fr/en). In particular, in accordance with Article 221-3 of the AMF General Regulation, all of the regulated information as defined by Article 221-1 of the AMF General Regulation is available on [www.boironfinance.fr/en](http://www.boironfinance.fr/en) and on [www.info-financiere.fr](http://www.info-financiere.fr)

Des notes d'information sont publiées par les bureaux d'analystes qui suivent régulièrement la valeur dont notamment : GILBERT DUPONT, ODDO MIDCAP, SOCIÉTÉ GÉNÉRALE. Les statuts, comptes, rapports, procès-verbaux d'Assemblées Générales et tous les documents mis à disposition des actionnaires peuvent être consultés au siège social de la société.

In accordance with AMF recommendation No. 2012-05, Laboratoire BOIRON's updated Articles of Association are available on its website [www.boironfinance.fr/en](http://www.boironfinance.fr/en).

### Person responsible for financial information:

Valérie Lorentz-Poinsot, Laboratoires BOIRON General Manager

2, avenue de l'Ouest Lyonnais - 69510 Messimy - FRANCE

Tel.: +33 (0)4 78 45 61 00

Email: [boironfinances@boiron.fr](mailto:boironfinances@boiron.fr)

## 7.4 PROVISIONAL PUBLICATION SCHEDULE

*Quiet period:* during the period prior to publication, Laboratoires BOIRON limits its communication with the financial community.

Publications	Publication date (after market close)	Informational meetings
Q1 2022 Sales	Thursday, April 21, 2022	
2022 Shareholders' Meeting	Thursday, May 19, 2022	
H1 2022 Sales	Thursday, July 21, 2022	
H1 2022 Results <i>Quiet period from Monday, August 8, 2022</i>	Wednesday, September 7, 2022	Thursday, September 8, 2022
Q3 2022 Sales	Thursday, October 20, 2022	

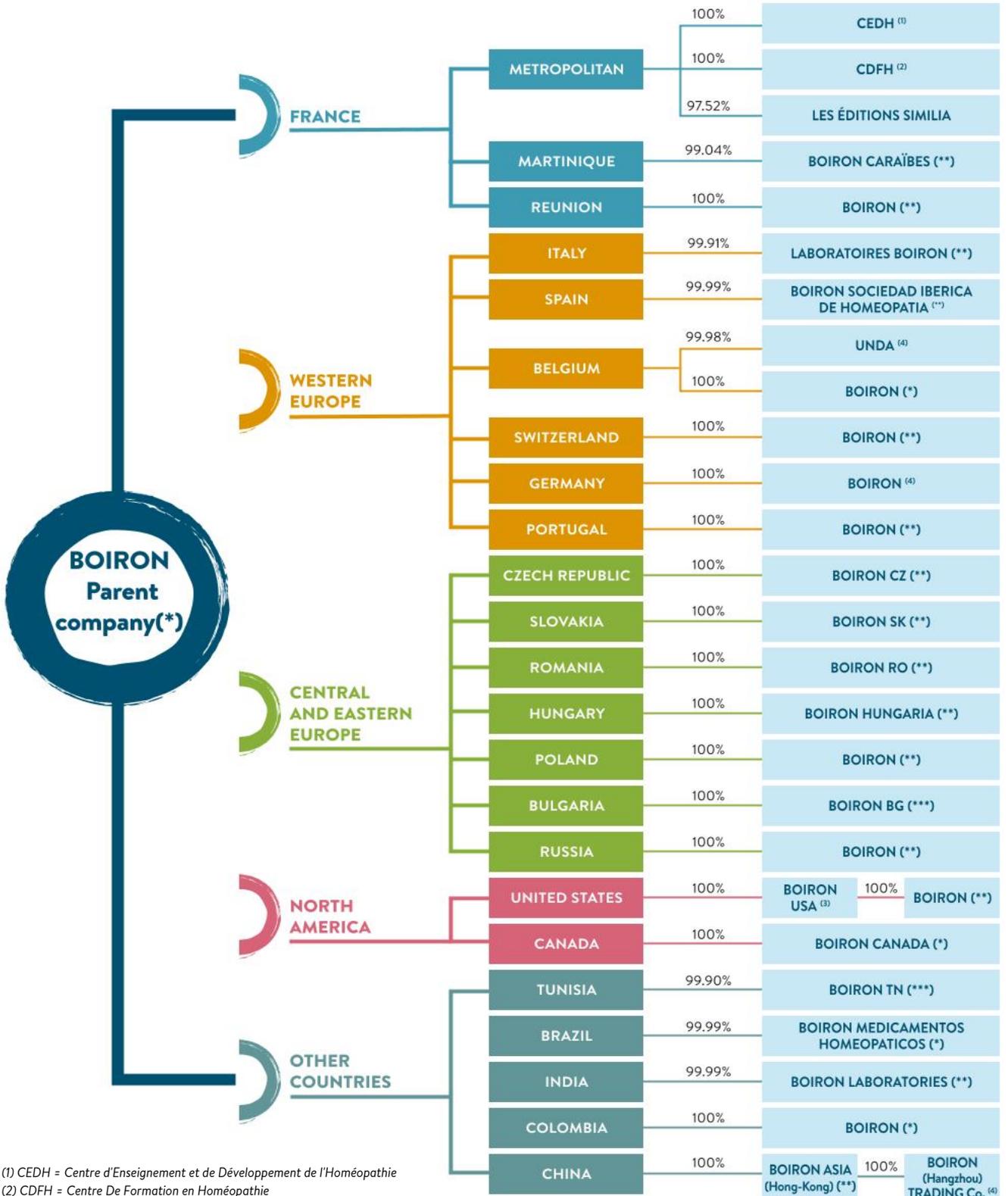
## 7.5 LIST OF EXISTING BRANCHES

### NATIONAL

- ANTIBES
- AVIGNON LE PONTET (closed on June 12, 2021)
- BELFORT (closed on January 23, 2021)
- BOIS D'ARCY (closed on March 13, 2021)
- BORDEAUX CANEJAN
- BREST GUIPAVAS (closed on February 6, 2021)
- CLERMONT-FERRAND
- DIJON
- GRENOBLE MONTBONNOT (closed on March 27, 2021)
- IVRY-SUR-SEINE (closed on June 26, 2021)
- LILLE-VILLENEUVE D'ASCQ
- LIMOGES (closed on April 30, 2021)
- LES OLMES
- LYON - SAINT-FOY-LÈS-LYON
- MARSEILLE
- MONTÉVRAIN
- MONTPELLIER PEROLS
- MONTRICHARD (closed on December 31, 2021)
- NANCY
- NANTES ORVAULT
- NIORT CHAURAY (closed on June 17, 2021)
- PANTIN
- PAU (closed on January 30, 2021)
- REIMS
- RENNES
- ROUEN-ISNEAUVILLE (closed on March 20, 2021)
- STRASBOURG ILLKIRCH (closed on June 3, 2021)
- TOULON LA FARLEDE (closed on March 6, 2021)
- TOULOUSE
- TOURS

# 7.6 BOIRON GROUP ORGANIZATIONAL CHART AT DECEMBER 31, 2021

In order to facilitate the reading of this Universal Registration Document, the concordance table presented below allows to identify the main information required by Annexes 1 and 2 of the European Delegated Regulation 2019/980 of March 14, 2019



(1) CEDH = Centre d'Enseignement et de Développement de l'Homéopathie

(2) CDFH = Centre De Formation en Homéopathie

(3) Holding company

(4) Company without activity

(\*) Production, promotion, distribution

(\*\*) Promotion, distribution.

(\*\*\*) Promotion

## 7.7 UNIVERSAL REGISTRATION DOCUMENT CONCORDANCE TABLE

In order to facilitate understanding of this Universal Registration Document, the cross-reference table presented below sets out the main information required by Appendices 1 and 2 of the delegated European Regulation 2019/980 dated March 14, 2019.

SECTION 1	Persons responsible, third party information, expert reports, and approvals from the relevant authority	
1.1	Persons responsible for information	7.1
1.2	Certification of those responsible for the document	7.1
1.3	Expert statement	-
1.4	Other certificates in the event of information supplied by third parties	-
1.5	Statement on the approval of the document	-
SECTION 2	Statutory Auditors	
2.1	Contact details	7.2
2.2	Changes	
SECTION 3	Risk factors	
3.1	Description of major risks	1.4
SECTION 4	Information concerning the issuer	
4.1	Registered name and trade name	5.6
4.2	Registration in the Trade and Companies Register and identification number (LEI)	5.6
4.3	Founding date and term	5.6
4.4	Registered office – Legal form - Applicable laws - Website - Other	5.6
SECTION 5	Overview of activities	
5.1	Primary activities	1.1.6
	5.1.1 <i>Nature of operations and primary activities</i>	1.1.6.2
	5.1.2 <i>New products and/or services</i>	1.1.3
5.2	Main markets	1.1.5
5.3	Significant events	1.1.1
5.4	Financial and non-financial strategy and objectives <sup>(1)</sup>	1.1
5.5	Level of independence	1.2.3.2
5.6	Competitive positioning	1.1.5/1.4.1.1
5.7	Investments	1.2.1.4.2
	5.7.1 <i>Major investments made</i>	1.2.1.4.2 4.1.2 (notes 7 and 8)
	5.7.2 <i>Significant investments in progress or firm commitments</i>	1.2.1.4.2 4.1.2 (notes 7 and 8)
	5.7.3 <i>Joint ventures and significant shareholdings</i>	4.3
	5.7.4 <i>Environmental impact of the use of its tangible capital assets</i>	1.2.3.3.5
SECTION 6	Organizational structure	
6.1	Description of the Group/Organizational chart	7.6
6.2	List of major subsidiaries	4.3

<b>SECTION 7</b>	<b>Examination of financial position and earnings</b>	
7.1	Financial position	3.1.2
	7.1.1 <i>Development and results of activities</i>	3.1.2.1
	7.1.2 <i>Future changes and research and development activities</i>	1.1.6.1
7.2	Operating income	3.1.2/3.2
	7.2.1 <i>Key factors</i>	1.1.1/3.1
	7.2.2 <i>Major changes in net sales or net proceeds</i>	3.1.1
<b>SECTION 8</b>	<b>Liquidity and capital resources</b>	
8.1	Issuer's capital	4.1.1.5
8.2	Cash flow	4.1.1.4
8.3	Financing requirements and structure	4.1.2 (note 15)
8.4	Restrictions on the use of capital	4.1.2 (note 16)
8.5	Expected source of financing	
<b>SECTION 9</b>	<b>Regulatory environment</b>	
9.1	Description of the regulatory environment and influential external factors	1.1.4/1.4
<b>SECTION 10</b>	<b>Trends</b>	
10.1	a) Main recent trends b) Significant change in the Group's financial performance since closing	3.3/3.4
10.2	Items likely to significantly impact outlook	3.3/3.4
<b>SECTION 11</b>	<b>Earnings forecasts or estimates</b>	
11.1	Earnings forecast or estimates underway	N/A
11.2	Main assumptions	N/A
11.3	Statement on profit forecast or estimate	N/A
<b>SECTION 12</b>	<b>Administrative, executive, supervisory, and General Management bodies</b>	
12.1	Information relating to members of the Company's administrative and management bodies	2.2
12.2	Conflicts of interest	2.2.4
<b>SECTION 13</b>	<b>Compensation and benefits</b>	
13.1	Compensation and benefits paid or awarded	2.6.2.1
13.2	Provisions for retirement or other	2.6.2.1 4.1.2 (note 20)
<b>SECTION 14</b>	<b>Functioning of administrative and management bodies</b>	
14.1	Terms of office	2.2.1/2.2.2.5
14.2	Service contracts	2.2.4/2.6.1.3
14.3	Committees	2.2.3
14.4	Compliance with corporate governance rules	2.1
14.5	Potential significant impacts and future changes to governance	2.2.1/6.1
<b>SECTION 15</b>	<b>Employees</b>	
15.1	Employee breakdown	1.2.2.1.1
15.2	Profit-sharing and stock options	1.2.1.4.1/5.1.2
15.3	Employee share capital ownership agreement	1.1.6.2/1.2.1.4.1
<b>SECTION 16</b>	<b>Main shareholders</b>	
16.1	Breakdown of capital	5.1/5.2
16.2	Various voting rights	5.1/5.2
16.3	Control of issuer	5.2
16.4	Shareholder agreement	5.2

<b>SECTION 17</b>		<b>Related party transactions</b>	
17.1	Breakdown of transactions		2.3
<b>SECTION 18</b>		<b>Financial information on the issuer's assets and liabilities, financial position and earnings</b>	
18.1	Historic financial information		
	18.1.1 Audited historical financial information		1 / 4.1
	18.1.2 Change of accounting reference date		N/A
	18.1.3 Accounting standards		4.1
	18.1.4 Change of accounting framework		4.1
	18.1.5 Minimum content of audited financial information		4.1/4
	18.1.6 Consolidated financial statements		4.1.1
	18.1.7 Date of most recent financial information		12/31/2021
18.2	Interim and other financial information		N/A
	18.2.1 Quarterly or half-yearly financial information		N/A
18.3	Audit of historical full-year financial information		4.2
	18.3.1 Audit report		4.2
	18.3.2 Other audited information		N/A
	18.3.3 Unaudited financial information		N/A
18.4	Pro-forma financial information		N/A
	18.4.1 Significant change in gross values		N/A
18.5	Dividend policy		3.2.2/5.5
	18.5.1 Description		3.2.2
	18.5.2 Dividend per share		3.2.2
18.6	Legal and arbitration proceedings		4.1.2 (note 34)
	18.6.1 Significant proceedings		4.1.2 (note 34)
18.7	Significant changes in the financial position of the issuer		3.4
	18.7.1 Significant changes since year-end		3.4
<b>SECTION 19</b>		<b>Additional information</b>	
19.1	Share capital		5.1
	19.1.1 Capital issued		5.1
	19.1.2 Shares not representative of the capital		N/A
	19.1.3 Treasury shares		5.1
	19.1.4 Securities		N/A
	19.1.5 Conditions of acquisition right and/or any obligations		N/A
	19.1.6 Option or agreement		N/A
	19.1.7 History of share capital		5.1
19.2	Incorporation and Articles of Association		5.6
	19.2.1 Registration and corporate purpose		5.6
	19.2.2 Existing share classes		5.6
	19.2.3 Provision impacting a change of control		-
<b>SECTION 20</b>		<b>Major contracts</b>	
20.1	Summary of each contract		N/A
<b>SECTION 21</b>		<b>Documents available</b>	
21.1	Statement on available documents		7.3

(1) Refer to the statement of non-financial performance.

## 7.8 CONCORDANCE TABLE FOR THE ANNUAL FINANCIAL REPORT AND MANAGEMENT REPORT

Items of the annual financial report are cross-referenced in the table of contents using the pictogram **AFR**

<i>Statement by the individuals responsible for the AFR</i>	<b>AFR</b>	7.1
<i>Company financial statements</i>	<b>AFR</b>	
<i>Statutory Auditors' report on the company financial statements</i>	<b>AFR</b>	
<i>Consolidated financial statements</i>	<b>AFR</b>	4.1
<i>Statutory Auditors' report on the consolidated financial statements</i>	<b>AFR</b>	4.2
<i>Management report:</i>		
<b>INFORMATION ABOUT THE COMPANY AND GROUP'S ACTIVITIES</b>		
Situation of the company and group during the previous fiscal year, foreseeable changes and major events since closing		1.1.1/3.1/3.4
Company and group activity and results by sector		3.1
Objective and exhaustive analysis of trends in the company and group's business, results, and financial position (particularly debt)	<b>AFR</b>	3.1/3.2
Key financial and, where relevant, non-financial performance indicators on the company and the group	<b>AFR</b>	1
Key risks and uncertainties facing the company and the group	<b>AFR</b>	1.4
Internal control and risk management procedures used in preparation and processing of the company and group accounting and financial information	<b>AFR</b>	1.4.2
Objective and hedging policy for transactions in which company and group hedge accounting is used		-
Company and group exposure to price, credit, liquidity and cash risks		4.1.2 (note 23.3)
Company and group's use of financial instruments		4.1.2 (note 23)
Financial risks linked to climate change and presentation of the measures taken by the company and group to reduce them (low carbon strategy)	<b>AFR</b>	1.2.3.4
Company and Group research and development	<b>AFR</b>	1.1.6.1 4.1.2 (note 27)
Branches		7.5
<b>LEGAL, FINANCIAL, AND TAX INFORMATION ON THE COMPANY</b>		
Breakdown and changes in share ownership		5.1/5.2
Names of the companies controlled and percentage of share capital held		4.3
Significant acquisitions of stakes in companies headquartered in France during the fiscal year		N/A
Cross-holdings		N/A
Status of employee share capital ownership		5.3
Acquisition and sale by the company of its own shares (share buybacks)	<b>AFR</b>	5.1.3
Adjustment of equities granting access to the share capital in the case of financial transactions		N/A
Adjustment of equities granting access to the share capital and stock-options in the case of buybacks		N/A
Dividends allocated for distribution during the three previous fiscal years		5.5/6.1
Non tax-deductible charges and expenses		6.1
Injunctions or financial sanctions for anti-trust violations		N/A

Payment terms and breakdown of the balance of accounts payable and accounts receivable	
Amount of inter-company loans	N/A
Information on the operation of a SEVESO installation	N/A
<b>INFORMATION ON THE CORPORATE OFFICERS</b>	
Overview of securities transactions conducted during the fiscal year by individuals with executive responsibilities and individuals with close ties to them	5.2.1
<b>INFORMATION ON NON-FINANCIAL PERFORMANCE</b>	
Treatment of the social and environmental impacts of the activity, including its impact on climate change and the use of the goods and services produced, as well as societal commitments to sustainable development, the circular economy, food waste prevention, prevention of discrimination and promotion of diversity.	1
<b>DOCUMENTS APPENDED TO THE MANAGEMENT REPORT</b>	
Report on payments to governments	N/A
Table showing company income for each of the past five fiscal years.	4.4
Corporate governance report	2

## 7.9 CONCORDANCE TABLE FOR THE STATEMENT OF NON-FINANCIAL PERFORMANCE

<b>BUSINESS MODEL</b>	1.1.2.1
<b>DESCRIPTION OF THE MAIN RISKS LINKED TO THE BUSINESS</b>	1.4
<b>EMPLOYEE INFORMATION</b>	1.2.2
<i>Employment</i>	
Total headcount and employee distribution by gender, age and geographical region	1.2.2.1.1 1.2.2.3.1 1.2.2.3.2
New hires and redundancies	1.2.2.2.1
Compensation and compensation trends	1.2.1.4.1
<i>Job organization</i>	
Organization of working hours	1.2.1.4.1 1.2.2.2.4
Absenteeism	1.2.2.2.1
<i>Labor relations</i>	
Organization of employee dialog including procedures for information, consultation and negotiations with staff	1.2.2.4
Overview of collective agreements	1.2.2.5
<i>Health and safety</i>	
Health and safety conditions at work	1.2.2.1.3 1.2.2.1.4
Overview of the agreements on occupational health and safety signed with labor unions or staff representatives	1.2.2.1.3
Workplace accidents (frequency and severity) and occupational illnesses	1.2.2.1.3
<i>Training</i>	
Training policies implemented	1.2.2.2.2 1.2.2.2.3

Total number of training hours	1.2.2.2.3
--------------------------------	-----------

#### Equality

Measures taken to promote gender equality	1.2.2.3.1
Measures taken to promote employment and integration of people with disabilities	1.2.2.3.3
Non-discrimination policy	1.2.2.3

#### Promotion of and compliance with the International Labor Organization's fundamental conventions:

- freedom of association and effective recognition of the right to collective bargaining	1.2.2.4
- elimination of discrimination in employment and occupation	1.2.2.3
- elimination of forced or compulsory labor	1.2.2.1
- effective abolition of child labor	1.2.2.1

### ENVIRONMENTAL INFORMATION

#### General environmental policy

Organization of the company with regard to environmental issues and, where appropriate, the assessment and certification procedures regarding the environment	1.2
Employee training and awareness-raising initiatives on environmental protection	1.2.3.1
Resources dedicated to environmental risk and pollution prevention	1.2.3
Amount of environmental provisions and guarantees, if this information is not liable to cause serious harm to the company due to pending litigation	N/A

#### Pollution

Measures implemented to prevent, reduce or remediate air, water or soil pollution with severe affects on the environment	1.2.3.3.5
Management of sound pollution and any other form of activity-specific pollution	1.2.3.3.5

#### Circular economy

Prevention and waste management: - measures for prevention, recycling, reuse, and other forms of waste reclamation and elimination	1.2.3.3
- food waste prevention measures	1.2.3.4
Sustainable use of resources:	
- water consumption and supply based on local restrictions	1.2.3.3.2
- consumption of raw materials and measures implemented to ensure more efficient use of resources	1.2.3.3.3
- energy consumption, measures implemented to increase energy efficiency and the use of renewables	1.2.3.4

Land use	1.2.3.3.4
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#### Climate change

Major sources of greenhouse gas emissions generated by the business	1.2.3.3.5
Adaptation to the consequences of climate change	1.2.3.4
The protection of biodiversity	1.2.3
Measures taken to preserve or promote biodiversity	1.2.3.3

### INFORMATION RELATING TO CORPORATE COMMITMENTS TO PROMOTE SUSTAINABLE DEVELOPMENT

#### Regional, economic and social impact of the company's business

On employment and regional development	1.2.1.4.2
On surrounding or local populations	1.2.1.4.2

*Relationships with individuals or organizations with an interest in the company's business, particularly employment organizations, schools, environmental organizations, and consumer and neighborhood organizations*

Terms of dialog with these individuals or organizations	1.2.1.4.2
Partnerships and philanthropic initiatives	1.2.1.4.2
<i>Sub-contracting and suppliers</i>	
Inclusion of social and environmental issues in the purchasing policy	1.2.3.2
Scope of sub-contracting and inclusion of social and environmental responsibility in supplier and sub-contractor relationships	1.2.1.1 1.2.3.2
<i>Fair business practices</i>	
Anti-corruption initiatives	1.2.1.2
Consumer health and safety measures	1.1.2.3
<i>Other human rights initiatives</i>	

## 7.10 GLOSSARY

### AGREEMENT ON PREPARATION FOR RETIREMENT (APR)

Company agreement which provides for all BOIRON France staff, a paid number of days to be taken prior to retirement, to prepare for retirement, on the basis of their seniority.

### OTHER OPERATING REVENUE AND EXPENSES

This includes unusual items which are non-recurring and material, exchange gains and losses on operating transactions, the income on derivative instruments on trade transactions as well as the research tax credit and the tax credit competitiveness employment.

### OTHER HEALTHCARE PRODUCTS

This include the medical devices, nutritional supplements, cosmetics, phytotherapy. These additional the homeopathic range to provide patients new healthcare products, naturals, safe and effective, wich meet their needs, aiming to treat with respect.

### INCOME STATEMENT BY FUNCTION

Presentation used by the Group for the consolidated income statement. Expenses are reported by function (industrial production, preparation and distribution, marketing, research, regulatory affairs, support function, other operating revenue and expenses...).

### INDUSTRIAL PRODUCTION COSTS

All expenses recorded against production performed by our production sites including production, production management, quality assurance and control.

### PREPARATION AND DISTRIBUTION COSTS

All expenses attributed to the distribution of products and to the preparation activity in distribution branches.

### PROMOTION COSTS

All expenses attributed to product promotion (marketing, advertising and sales promotion in particular).

### RESEARCH COSTS

Expenses related to research on OTC specialties and non-proprietary homeopathic medicines.

### REGULATORY AFFAIRS COSTS

All expenses attributed to the regulatory affairs function, in particular, personnel expenses, fees, registration taxes and expenses.

### SUPPORT FUNCTION COSTS

The costs of management and support functions not directly attributed to production or any other specific functions such as sales or R&D. Support function costs may include costs related to general management, financial, legal, IT and human resource departments.

### EMPLOYEE BENEFITS

Employee benefits are provided to employees pursuant to laws applicable in the countries where the companies that employ them are located, or to agreements signed with local authorities or stakeholders. In France, BOIRON Group employee benefits include the agreement on preparation for retirement, retirement indemnities and the bonuses granted.

### HOMEOPATHIC REGISTRATION (HR) AND MARKETING AUTHORIZATION (MA)

In 1992, a European Directive established the regulatory framework for the market for industrially produced homeopathic medicines:

- Homeopathic Registration (HR) sets out the rules for homeopathic medicines that meet the following criteria: the absence of any therapeutic indication, a controlled level of dilution, oral or external administration,
- Marketing Authorization (MA) concerns homeopathic specialties that claim a traditional homeopathic self-medication therapeutic indication or that cannot fulfill the three criteria provided above for Registration.

### CHANGE AT CURRENT EXCHANGE RATES / CHANGE AT CONSTANT EXCHANGE RATES

"Change at current exchange rates" provides the change, in euros, of a financial indicator between two periods, which results following each period's respective exchange rate being used for the conversion of that indicator. This change therefore also takes into account the impact of changes in exchange rates on that indicator.

"Change at constant exchange rates" is estimated by the Group (especially for sales) by using the same exchange rate for the current year as for the period under comparison. This enables the elimination of any impact related to changes in exchange rates.

### RETIREMENT BENEFITS

Compensation paid to an employee when they retire, governed in France by the pharmaceutical industry collective agreement.

### SENIORITY AWARDS

Bonus paid to an employee at an anniversary date, aimed at rewarding their professional seniority.

### NON-PROPRIETARY HOMEOPATHIC MEDICINES

Non-proprietary homeopathic medicines are generally presented in the form of tubes of granules or doses of globules.

Generally, there is no therapeutic indication or dosage stated on the packaging, because it is the healthcare professional who determines the indication and dosage for the medicine depending on the individual patient. Any laboratory may sell non-proprietary homeopathic medicines. Their names cannot be protected as trademarks, as these are non-proprietary names.

## OTC SPECIALTIES

Each laboratory may also develop its own “specialties”. These branded homeopathic medicines are developed to treat a specific issue (colds, coughs, hot flushes, for instance) and generally come with a therapeutic indication and dosage. Detailed instructions are presented on each packet to facilitate their use and self-medication.

Unlike non-proprietary homeopathic medicines, these brands can be protected, as they are invented names.

## OPERATING INCOME

Performance indicator used by the group. This corresponds to income of the consolidated group prior to taking into account:

- the cost of net long-term debt,
- other financial revenue and expenses,
- the group’s share of the net income or loss of companies accounted for under the equity method,
- income from activities held for sale,taxes.

It includes the result of group activities and other operating revenue and expenses.

Design and production

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