



2022 UNIVERSAL REGISTRATION DOCUMENT



Your health deserves the greatest respect

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2022 UNIVERSAL REGISTRATION DOCUMENT

This is a free translation into English of the BOIRON 2022 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 144 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 13, 2023, 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) and on that of the company (www.boironfinance.fr/en).

2022: transformation that is starting to bear fruit

Despite the geopolitical context, the COVID-19 pandemic and delisting in France, we have continued our transformation of the company, focusing on a single mission, namely to contribute to more respectful, sustainable and safer medicine.



Valérie Lorentz-Poinsot
General Manager

Homeopathy remains at the core of this mission, which we have further strengthened this year by :

- training over 2,500 healthcare professionals worldwide,
- publishing new research highlighting its therapeutic value and effectiveness,
- supporting our historical products, such as Oscillocoquinum®, Arnigel®, Camilia® and Homéoplasmine,
- launching new medicines, including Varésol®, traditionally used in the symptomatic treatment of chickenpox, LabiaMéo®, traditionally used in outbreaks of localized herpes labialis and ConvaMéo®, traditionally used to treat temporary fatigue during convalescence.

Valuable everywhere and for everyone, homeopathy is a useful, safe and effective therapy.

In 2022, we demonstrated how we could strengthen our original know-how and, at the same time, continue to innovate outside of homeopathy:

- by launching Boiron Immuno+®, a dietary supplement designed to boost the body's natural defenses, and Sinuphyl®, a herbal medicine to treat rhinosinusitis, resulting from our partnership with the German laboratory BIONORICA, European leader⁽¹⁾ in scientifically proven phytotherapy.
- Our partnership with the Breton company NG-BIOTECH, which was started in 2020 for the widespread production of COVID-19 rapid antigenic diagnostic tests, continued to flourish in 2022. We developed a partnership with a Chinese-American laboratory to control its products and market them under the BOIRON® TEST&CARE brand.
- In addition, we remained closely involved in the French experimentation of therapeutic cannabis. This experiment, led by the French Agency for the Safety of Medicine (ANSM), has been extended until March 2024.
- As part of this outreach strategy, we also took over ABBI, a start-up specializing in bespoke cosmetic care using artificial intelligence. In less than a year, we have integrated the new subsidiary and started introducing this new concept in pharmacies.

This momentum enabled us to increase our revenue in 2022 to €534.2 million, compared to 455.2 million in 2021, up 17.4%: +26.1% internationally and +9.4% in France, despite the drop in sales of non-proprietary medicines, access to which is still penalized by the delisting.

This return to growth has been the result of outstanding work by our 2,800 employees, who have shown remarkable resilience and an infallible fighting spirit. The company was once again able to count on their energy, determination and commitment to achieve its goals.

All this in a complex economic context, in which we have also been able to rely on our partnerships with our suppliers to limit increases in the cost of ingredients, transport and energy, in order both to keep our manufacturing in France and control prices for all our customers and patients

In this year, when we celebrated the 90th anniversary of the family business, we strongly and ambitiously reaffirmed our determination to do everything possible to continue to provide healthcare professionals and patients throughout the world with safe healthcare solutions, thanks to our unique scientific expertise, which is resolutely focused on the medicine of tomorrow.



Thierry Boiron
President of the Board of Directors

⁽¹⁾ IMS OTC Herbal Database. Q1 2018



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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 2022 highlights

2022

The Laboratoires BOIRON innovation strategy has resulted in a number of product launches since 2020, generating €77.6 million in sales in 2022. The following products were launched in France in 2022:

- Varésol®, homeopathic medicine for the symptoms of chickenpox,
- the ABBI® customized cosmetics range developed through artificial intelligence, as part of the acquisition mentioned below,
- Boiron immuno+, a dietary supplement designed to support the body's natural defenses throughout winter thanks to a synergy of zinc, elderberry and chokeberry,
- Sinuphyt®, herbal medicine comprising five plants, developed to fight acute uncomplicated rhinosinusitis in adults, in partnership with German laboratory BIONORICA,
- a new range of homeopathic medicines in France: Homéoconseils. LabiaMéo®, for treating cold sores, and ConvaMéo®, for managing symptoms of temporary fatigue during recovery, are the first two products in this range.

At the end of the year, Laboratoires BOIRON officially opened its online store – boiron.fr – after having tested the concept with the Dermoplasmine® kit, Arnicrème® and storage solutions for tubes and doses. This project is part of the Group's desire to offer greater support to patients, understand them better and better meet their needs. The boiron.fr website has been largely optimized since the beginning of the year to better serve user expectations: more mobile-friendly, faster, pared back... The perfect platform for a new online sales service dedicated to the general public.

Thirty-two products are sold across three different ranges: cosmetics, food supplements and storage solutions.

Following their closures in 2021, the Limoges, Pau and Strasbourg distribution sites, as well as the Montrichard production site, were sold in 2022, generating a capital gain of €6,114 thousand.

After years impacted by the delisting of homeopathy from French health insurance, the pandemic, and the uncertain macro-economic context, 2022 saw a return to growth, both in revenues and the Group's profitability.

January 2022

The new "Camp'Us" training platform was created. This e-learning platform lets all Group employees complete training modules at any time, in line with their needs.

February 2022

In order to develop its business, in February 2022 Laboratoires BOIRON purchased a 70% majority stake in ABBI, a start-up specializing in customized cosmetics thanks to artificial intelligence. The amount of the acquisition was €1.75 million, plus earn-outs depending on ABBI's performance, in 2023.

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 war in Ukraine that broke out in February 2022 is of concern to all of our teams and affects Laboratoires BOIRON's Ukrainian distributor. Laboratoires BOIRON is keeping a close eye on the situation, in order to take the necessary actions for organizing its operations. In Russia, investments have been frozen, advertising campaigns and clinical trials stopped, and new product launches have been canceled. The subsidiary nevertheless continues to operate, as the medicines concerned may be essential for certain vulnerable groups, such as pregnant women and children. The Group's employees also took action by hosting Ukrainian refugees and donating basic necessities, food, toothpaste, syrups and lozenges.

Sales generated in Ukraine and Russia in 2022 accounted for less than 4% of Group sales.

May 2022

Launch of a health and fitness program at the Messimy site (Rhône). This encourages employees to integrate physical activity and exercise into their work life, combining walks for all levels and abilities, weights and relaxation areas, while giving them the chance to explore the natural environment surrounding the Messimy site from another perspective.

June 2022

On June 9, 2022, Laboratoires BOIRON celebrated 90 years... The anniversary was celebrated on September 15 with all the Group's employees. 90 years on... the Laboratoires BOIRON adventure continues with the same passion, audacity and drive to produce effective, useful and safe healthcare solutions for more personal, respectful and sustainable medicine.

Laboratoires BOIRON signed an agreement with CVE to fit the Messimy site out with photovoltaic parking lot shades, aiming to cover 13% of the site's annual energy use with green energy.

Laboratoires BOIRON and VERFORA announced the beginning of a distribution partnership in Switzerland. Since October 1, 2022, BOIRON products have been marketed by the country's number one non-prescription drug seller. The Group will be able to benefit from VERFORA's broad market coverage, in particular in the German-speaking part of Switzerland, and VERFORA from Boiron's extensive expertise in its field. Furthermore, the fact that a sole supplier can offer a wide range of products provides added value to pharmacies and patients. The BOIRON Switzerland subsidiary remains the holder of the marketing authorizations for BOIRON products sold in Switzerland and performs regulatory activities, release of drugs on the Swiss market, quality assurance and pharmacovigilance, supported by external service providers. Of the eleven employees, nine joined the VERFORA teams, two resigned, and no redundancies were carried out.

Amid rising inflation and declining purchasing power, company agreements on general wage increases, profit-sharing, performance ratios and the financing of social innovations have been renegotiated for a three-year period. These agreements, signed unanimously by the employee representative bodies, seek to maintain balance between the company's economic and social development.

September 2022

An "Environment Week" was organized in France and at the subsidiaries. It included the launch of a number of actions to limit waste and the use of plastic, a new employee carpooling platform, several conferences on environmental protection, as well as a challenge relating to digital sobriety (making space in email inboxes). Re-usable water bottles were also sold to French employees to help eliminate disposable cups at the company: the proceeds were donated to an association that fights against cancer.

October 2022

During Pink October, the sites and Homeopathic Development Managers (HDMs) took part in a range of events throughout France, in partnership with local associations, including significant involvement by pharmacies.

Immunity week was organized: news on the intranet, conferences, advice and information were provided to employees to help them strengthen their immune defense.

December 2022

Laboratoires BOIRON signed a distribution partnership with GIULIANI S.p.A.. GIULIANI is the Italian leader in haircare and markets a range of natural, effective and safe products. Some of their pharmaceutical-quality food supplements and cosmetics will be distributed in pharmacies in Spain and Portugal from January 2023.

Laboratoires BOIRON decided to close its subsidiary in India and announced this decision to the subsidiary's fifteen employees in December 2022. The Group will withdraw entirely from India in 2023. In 2022, the subsidiary posted revenues of €414 thousand. €1,112 thousand in provisions and asset impairment were recorded at December 31, 2022 under this reorganization.

1.1.2 Laboratoires BOIRON, promoting more caring, respectful and sustainable medicine

1.1.2.1 Business model

Our mission

Promoting more caring, more respectful, and more sustainable healthcare.

Our vision

For every patient in the world to be able to benefit from homeopathy (which is at the heart of our business) and other equally effective, useful and safe healthcare solutions.

Our 4 strategic focuses

- Strengthen homeopathy's credibility and develop BOIRON's leading position.
- Achieve profitable growth.
- Innovate in all of our business lines.
- Take advantage of external growth opportunities and make ABBI a success.

Our three CSR pillars



AN ECOSYSTEM AT THE READY

2,801 EMPLOYEES COMMITTED TO THE COMPANY'S GOALS

- 1,854 in France and 947 abroad.
- 96% permanent contracts.
- Average seniority of 15 years and 8 months for Group employees.

FAMILY SHAREHOLDING (69.9%)

- Long-term vision, an essential foundation for all employees and stakeholders.
- Strong values passed down from one generation to the next and an unwavering commitment to the company's mission.

STRICT REGULATIONS

As required by the pharmaceutical industry, the BOIRON sites are audited every three years on average by the regulatory authorities (European, American and Russian, in particular).

PARTNER SUPPLIERS

- Highly qualified harvesters and producers, local supply chains. 70% of strains are sourced in Europe and 100% of plants are guaranteed GMO-free.
- BOIRON parent company prioritizes French and European suppliers for raw materials, packaging, and most services.

COMMITTED HEALTHCARE PROVIDERS

- In France, nearly 45,000 general practitioners prescribe homeopathic products (i.e. 1/2 practitioners⁽²⁾).
- Around 2,500 healthcare professionals were trained in homeopathy worldwide in 2022⁽³⁾.

PATIENTS VERY SATISFIED WITH THEIR HOMEOPATHY TREATMENTS

- 79% of French people say they've already used homeopathic products⁽¹⁾.
- 60% of French people have used homeopathy in the last twelve months⁽¹⁾.
- 86% of homeopathy users are happy with their treatments⁽¹⁾.
- 7/10 French people plan to keep using homeopathy in the future⁽¹⁾.

HOMEOPATHY BASED ON SCIENCE

- Major advances in basic research are adding to the body of evidence on the biological activity of homeopathic dilutions.
- Homeopathy is a model for the future of integrative medicine, via a holistic patient-based approach.

(1) HARRIS INTERACTIVE study carried out in France, August 2022.

(2) Study of the prescription & delivery of NPH in France, conducted by IQVIA in July 2021.

(3) CEDH and CDFH educational reports.

SUSTAINABLE VALUE-CREATION

INNOVATIVE HEALTHCARE SOLUTIONS

- Healthcare solutions in keeping with our philosophy of treating humans and nature with respect: homeopathic medicines for people and animals, cosmetics, food supplements, in vitro diagnostic devices.
- An innovation strategy including a range of product launches since 2020 (77.6 million euros in revenues in 2022, up from 51.1 million euros in 2021).
- Four major eco-design projects carried out in 2022 on new products or packaging.
- ABBi markets personalized and hand made cosmetics products,

SPECIALISTS IN REGULATORY STRATEGY

- 582 marketing authorizations obtained in 2022.
- Over 10,000 carefully managed files to make sure healthcare solutions remain on the market.

A PRO-ACTIVE INVESTMENT POLICY

- Nearly €190 million in investments between 2016 and 2021.
- An innovative and automated logistics platform created in 2019.

HEALTHCARE SOLUTIONS AVAILABLE IN ALMOST FIFTY COUNTRIES

- In France (49% of revenues), fifteen preparation and distribution sites serving a network of over 20,000 pharmacies - No. 2 in self-medication⁽¹⁾.
- A network of twenty-three subsidiaries and over twenty distributors: 51% of revenues generated abroad.
- Development of e-commerce in four countries.
- Leveraging our pharmacy distribution network by developing partnerships, particularly for the distribution of COVID self-tests and rapid tests.

ONE GOAL: GLOBAL PERFORMANCE

Financial:

- Revenues: €534 million
- Operating income: €63 million
- Cash: €250 million
- Property: €152 million

Non-financial

- CSR forms part of the company's core values.
- A multi-disciplinary CSR steering committee and an international network of contacts devoted to our fourteen commitments.
- A zero-waste manifesto addressed to all employees.

UNIQUE DEVELOPMENT AND MANUFACTURING QUALITY, MADE IN FRANCE

- Wholly-owned industrial equipment (except for non-controlled forms which are mainly subcontracted in France or in Western Europe).
- Compliance with the strictest quality standards, such as Good Manufacturing Practices (GMP).
- 70% of strategic suppliers assessed by EcoVadis.
- Almost 50% of purchases (excluding COVID test purchases) in 2022 were from suppliers having worked with BOIRON parent company for over 10 years.

SKILLS DEVELOPMENT AND WELL-BEING AT WORK AT THE HEART OF OUR EMPLOYEE POLICY

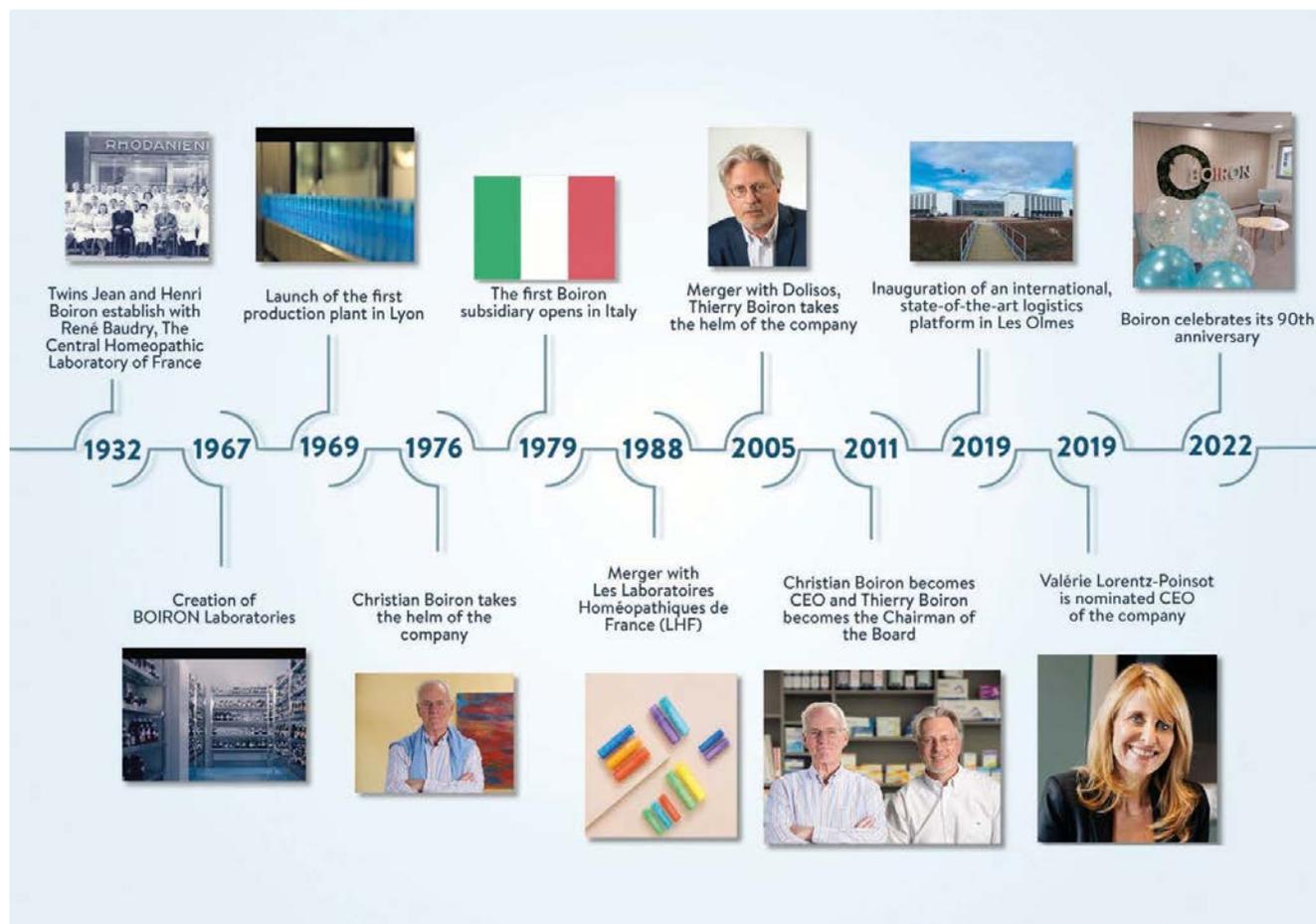
- Company agreements have been signed in relation to preparing for retirement, mobility, working hours, support for personal projects, caring for sick relatives and remote work arrangements.
- Employees involved in the company's economic performance: performance ratio, incentive schemes and profit-sharing.
- 2,655 Group employees trained in 2022.
- A "hospitality" division created over 40 years ago at BOIRON parent company.

⁽¹⁾ IQVIA TOP 10 - TOP 100 OTC market (strict) - Pharmatrend Data | Pharmaone - December 2021.

1.1.2.2 The BOIRON story

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 nine 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.”*¹

In today's world, as public health challenges multiply (increase in chronic diseases including cancer, misuse of medications, drug iatrogenesis², 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.

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 with respect.

¹ Preamble to the Constitution of the World Health Organization - July 22, 1946.

² Harmful side effects caused by drugs or drug interactions.

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, in complete safety,
- 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.

Respect is a **key value and is at the heart of BOIRON's approach**: respect for the identity, individuality and freedom of all.

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 and social aspects of the patient¹.

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 and drug-related iatrogenesis,
- it avoids the risk of drug interactions due to multiple prescriptions,
- it limits overuse of medications.

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 French healthcare professionals and patients, which can now be reached by calling 0 800 10 10 20 (free service and toll-free number). More than 22,000 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.

Des questions sur l'entreprise et ses produits ?
À la recherche d'un médecin pratiquant l'homéopathie ?
Notre **Service Information Boiron** est à votre écoute
du lundi au vendredi, de 9h à 18h au :

0 800 10 10 20 Service & appel
gratuits

BOIRON

¹ NCCIH (National Center for Complementary and Integrative Health - USA).

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.

All of these healthcare solutions (whether drugs, food supplements, cosmetics, medical devices, etc.) have been developed in perfect harmony with the Group's commitment to provide "care with the utmost respect."

There are three main categories of healthcare solutions, in which there were a range of innovations in 2022.

Non-proprietary homeopathic medicines

They are generally presented in the form of tubes of granules or doses of globules, usually with no therapeutic indication or dosage stated on the packaging because it is the healthcare professional who determines the medicine's indication and dosage for each individual patient.



Innovations in non-proprietary homeopathic medicines in 2022 include:

Vaccinotoxinum 15CH

In a pack of four doses, adding to the range of homeoPacks. Convenient and economical format for patients.



A new range of non-proprietary homeopathic medicines: **HoméoConseils**.

LABIAMEO® is a homeopathic medicine traditionally used to treat outbreaks of localized cold sores.



CONVAMEO® is a homeopathic medicine traditionally used to treat physical and mental asthenia (temporary tiredness) during periods of convalescence.



These innovations were launched in December 2022.

Homeopathic specialties

These 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. Their composition (a combination of multiple solutions, in most cases), has been developed to treat a specific problem: colds, coughs, hot flashes, etc. By referring to the leaflet or packaging, the patient can determine the cases in which they should take the medicine. These medicines take the form of tubes, doses tablets, gels, ointments, syrups, eye drops, etc... They have a brand name.

BOIRON's main homeopathic specialties include:



Oscilloccinum®

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

Stodal® and Stodaline®

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.





HoméoptiC® 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.



Homéoplasmine®

Traditionally used in adults and children over 30 months to soothe and repair irritated skin and redness.

Innovations in homeopathic specialties in 2022 include:

Varésol®, a medicine traditionally used to treat the symptoms of chickenpox. It is the only OTC medicine that treats chickenpox symptoms (itchy skin, blisters).

Launched in France in April 2022.



Arnicare® Arthritis, homeopathic medicine traditionally used in the local treatment of pain due to benign trauma: sprain, contusion, muscular and tendon-ligament pain, painful osteoarthritis, after having sought medical advice.

Launched in the US in December 2022.

BOIRON's homeopathic veterinary medicines

Laboratoires BOIRON has worked with animal healthcare professionals to develop easy-to-use solutions to provide concrete answers for a range of pathologies in pets and livestock.

Depending on the condition and clinical signs, homeopathic veterinary medicines can be prescribed alone or in addition to an appropriate treatment. They come in the form of a drinkable solution, tablets, oral powder or ointments.

These homeopathic veterinary medicines have no known side effects, no known drug interactions and are among the preferred medicines for organic farming¹.

All homeopathic veterinary medicines are sold exclusively to veterinarians.

¹ Regulation (EC) no. 889/2008.

Other healthcare products (medical devices, food supplements, cosmetics, phytotherapy)

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 medical devices (in vitro diagnostics, in particular), food supplements, cosmetics and phytotherapy.

ABBI, which stands for "Authenticité, Bien-être, Beauté, Individualité" (Authenticity, well-being, beauty, and individuality).



Combining artificial intelligence and customized cosmetics, ABBI manufactures skin care products suited to each individual's needs. This patented innovation provides a skin diagnosis through a simple selfie. The SkanMySkin technology is able to analyze twenty facial areas based on eight visible criteria: wrinkles, sensitivity, roughness, pimples, spots, shine, radiance and hydration. There are more than 93,000 possible combinations. The brand offers customized and handmade cosmetic products offering maximum naturalness, while eliminating ingredients deemed controversial by R&D and without over-packaging.



ABBI joined the Group in February 2022.

COVID tests and self tests

Laboratoires BOIRON distributes a range of COVID self-tests and rapid antigenic tests. After taking a nasal swab, they provide optimized viral sampling and offer results in just a few minutes.



Phased in from March 2021 in many countries.

COVID-FLU tests

They are reserved for use by healthcare professionals in France, and are used as self-tests in other European countries (Belgium, Italy, Portugal). These tests can determine whether you have influenza A, B, COVID, or none of the three.



Launched in November 2022.

Covid tests and self tests are marketed under the BOIRON® TEST&CARE brand.

Innovations in other healthcare products in 2022 included:

Sinuphyl®, a medicine traditionally used to treat acute uncomplicated inflammation of the paranasal sinuses in adults. It comprises a combination of dry extracts of five plants: yellow gentian root, verbena, elderflower, sorrel and primrose flower.

Sinuphyl®, launched in France in September 2022, is the result of a partnership between BOIRON's parent company and the laboratory BIONORICA, leader in phytotherapy in Germany.



Dermoplasmine® plant-based balm/Homéoplasmine® Natura, a 100% plant-based multi-use balm that repairs and protects irritated and damaged skin. It restores the surface layers of the epidermis, relieves discomfort and protects the skin from external damage.

Launched in September 2022:

- In Poland under the brand name "Dermoplasmine plant-based balm".
- In Hungary & Slovakia under the name Homeoplasmine Natura.

Boiron Immuno +, food supplement to help support the body's natural defenses and aid the normal functioning of the immune system. Capsules with black elderberries, chokeberries and zinc.

Launched in France in September 2022.



Propolis Spray, propolis-based food supplement, with recognised benefits for the treatment of sore throats.

Range comprising two products, one for adults and the other for children over three years old.

Launched in Italy in September 2022.

Respiplant®, a syrup classified as a food supplement, formulated from three plant extracts: plantain leaf (*Plantago lanceolata* L.), marshmallow root (*Althea officinalis* L.) and Scots pine (*Pinus sylvestris* L.). This syrup soothes the respiratory tract, soothes and softens the throat and supports the natural defense mechanisms.

Launched in Italy in December 2022.



1.1.4 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. In 2022, international sales accounted for 51% of business.

In France, BOIRON medicines are distributed to some 20,000 pharmacies through fifteen local distribution centers located across the country. Furthermore, as mentioned in the section on highlights, since the end of 2022 thirty-two products have been sold in three different ranges online: cosmetics, food supplements and storage solutions.

ABBI, a start-up specialized in customized cosmetics, markets its products to pharmacies, beauty salons and through an online sales solution. ABBI has been a BOIRON Group subsidiary since February 2022.

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 Switzerland, BOIRON products have been marketed by VERFORA, the country's number one non-prescription drug seller, since October 1, 2022.

In North America, most sales channels 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 2022.

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

In São Paulo, Brazil and Bogotá, 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 December 2022, Laboratoires BOIRON decided to close its subsidiary in India and announced this decision to the subsidiary's fifteen employees.

The European and Tunisian market positions of BOIRON's top three homeopathic specialties:¹



Countries/market	Flu-like symptom*	Dental pain	Cough
Belgium	3		2
Bulgaria	4	1	
France	1	1	3
Poland		2	
Romania	5	1	2
Slovakia		1	
Czechia	4	1	
Tunisia		1	2

¹ Source: IQVIA country data to October 2022 - MAT / value // #x= position of our brand in the total market

*Market flu-like illnesses (curative symptoms), Camilia (baby teething) / Stodal (Cough drinking form) // France & Belgium: Stodal + Stodiline.

1.1.5 Unique development and manufacturing quality

1.1.5.1 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, as well as a clinical research department.

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.

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.



1.1.5.2 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 two production sites located in France.

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 Food and Drug Administration (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-nine 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), reactovigilance (in vitro diagnostic medical devices), 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. In 2022, this certification was also extended to the Olmes site, the logistics platform for product distribution.

1.2 SUSTAINABLE DEVELOPMENT AT THE HEART OF THE COMPANY'S STRATEGY

“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. The following pages cover the various actions that will be undertaken in 2022.

Alexandra Rivoire - Control and Consolidation Director

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 a 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.

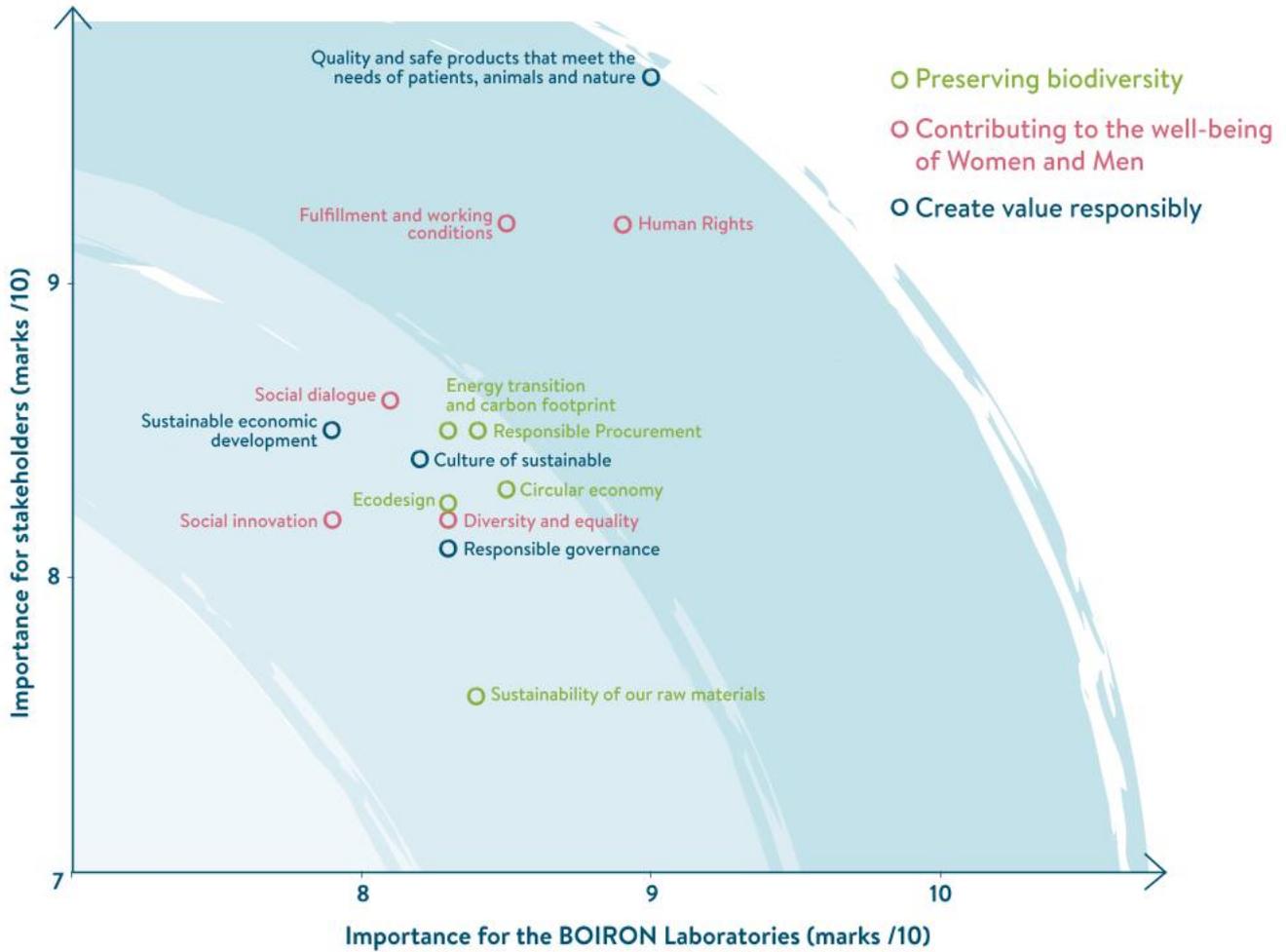
In 2021, a questionnaire was carried out to:

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

The following stakeholders were involved:

- patients: 1,069 women and men, representative of the French population (in terms of 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” (SDGs), 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 MDs and IVDDs distributed by BOIRON are also subject to compliance and performance checks.

The quality management system is reviewed annually by the quality department during the "Annual Quality Management Review" to discuss the findings of key quality indicators, such as responding to patients' needs by monitoring complaints, continuous improvement through the monitoring of deviations, change management and corrective and preventive actions. 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*

Since 2021, each member of the Management Committee has been designing a roadmap that integrates actions reflecting the three pillars of the CSR approach. These actions are passed on to the various departments for roll-out, demonstrating a real collective commitment. For BOIRON, **transparency** and **ethics** in its relationship with all the stakeholders in its ecosystem are of the utmost importance. That commitment binds all group employees, in the extremely regulated context of a publicly traded pharmaceutical Group.

A "good governance" charter signed by all the subsidiary directors shares BOIRON's values and rules with all Group employees.

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 cross-functional working group monitors the "anti-gift" provisions in accordance with the procedures and operating methods governing relations with healthcare professionals, in compliance with 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**. These documents are available on the websites www.boiron.fr and 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.

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 2022, it coordinated a range of initiatives for each of the Group's CSR commitments, as presented in this section.

An international CSR network

2020 was marked by a strong desire to make sustainable development a part of the company's culture and mission.

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

- a network of contacts at the subsidiaries: around 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: around 30 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. In 2021, an awareness-raising campaign on eco-friendly actions, organized by the health, safety and environment (HSE) department, was carried out at BOIRON parent company.

2022 was marked by Environment Week in September, held during the sustainable development weeks. This was an opportunity for BOIRON to present all the environmental commitments it has made to preserve biodiversity. Film debates, sustainable mobility solutions, the acquisition of "zero waste" solutions, discussions with service providers on sustainable approaches, creation of a mural and waste collection were the employees' focus for several days.

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. A monthly newsletter "Eco BOIRON" is circulated among employees and a "sustainable development tree" is in place at the head office, to be fed with ideas.

Intranet, a tool to support the approach

A dedicated section on the Group's intranet 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:



At the end of 2022, BOIRON's CSR commitments were assessed by EcoVadis and received a bronze medal, placing it among the top 27% of companies evaluated. Another evaluation will be organized in 2023, and the company is making every effort to obtain an even greater result than in 2022.



"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"¹.

In 2022, BOIRON's score was 61, compared to 53 in 2021 and 52 in 2020. It improves every year.

¹ Source: *communiqué on the results of the 12th GAÏA RESEARCH campaign*



BOIRON is proud to be one of the “2023 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.

This year, Laboratoires BOIRON was ranked No. 42 (up ten places) and No. 3 in the “Health and Pharma” sector.



In 2020, BOIRON was the winner of the 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?

Work on CSR training was formalized this year to offer interested employees training on sustainable development issues. 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 2023 training plan. An e-learning module has been supplemented by a Group workshop designed to foster collective intelligence on how to apply CSR in the various business lines. A number of workshops were held at the end of the year, which were met with positive and encouraging feedback.

“In my opinion, this CSR training course is as ambitious as it is useful, and is the best way to get employees engaged as responsible citizens every day, both personally and professionally.”

Léo Zanetto - CSR Project Manager

A social contribution throughout France

At BOIRON’s distribution sites, the partnership with the CGénial¹ foundation resulted in constructive and fruitful discussions with more than 160 teachers this year. This gives teachers the chance to discover the realities of business and the diversity of the jobs on offer. For the company, it is a chance to share and highlight the remarkable work of its teams. The goal is the same: raise awareness of scientific and pharmaceutical professions and help young people find their way in the world, through the foundation, industry events and presentations in classrooms.

As part of the “Homeopathy & Sport” program, a whole series of events was held in 2022 in the regions to promote homeopathy through exercise and health (Course des Demains, Marseillaise des femmes, Act’Rose, etc.). In addition, BOIRON has reaffirmed its support for high-level athletes. In conjunction with their medical teams, a preventive approach to sports-related pathologies and the stresses of daily life (stress management, fatigue, sleep disorders, etc.) helps them adapt physically and psychologically to training programs and competitions.

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.

¹ The CGénial Foundation, recognized as a public interest association, was created in 2006 by various companies and with the support of the French Ministry of Research. Its mission is to promote an interest in science, technology and digital technology among middle and high school students, and help them learn more about related professions.

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

SHARE PERFORMANCE WITH EMPLOYEES



BOIRON parent company has defined a performance ratio, which makes it possible to set a budget the company can invest in order to maintain balance between funding employee benefits and the company's performance.

This makes it possible:

- 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.

At BOIRON parent company, pay rises break down as follows:

	2022	2021
Global increase	3.2%	1.3%
Individual increase	1.26%	0.41%

In 2022, in an unprecedented context (inflation and the war in Ukraine), BOIRON parent company made general pay rises in the form of an individual lump sum of €100 (gross) per employee. An additional profit-sharing scheme was also approved, integrating the increase in sales over the last quarter of 2021, which the June 2021 profit-sharing calculation formula did not take into account.

2022 was also marked by the signing of a new performance ratio agreement that better integrates a high inflationary context. The mechanism is innovative as it combines the classic mechanisms with the allocation of a profit-sharing bonus, which varies according to the company's results.

The BOIRON parent company and seven of its subsidiaries have a profit sharing formula. **80.3% of Group employees benefited from profit sharing in 2022 (compared to 83.1% in 2021).**

For the entire Group, profit sharing paid in 2022 in respect of 2021 represented 4.5% of total annual salaries in 2021, equivalent to approximately 0.6 month's salary, compared to 0.8 months in the previous year. Total Group payroll costs are presented in note 26 to the consolidated financial statements.

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 23.6% in 2022.

The dividends BOIRON pays out (close to €17 million in 2022, as in 2021) are taxed and injected back into the economy.

The BOIRON parent company's patronage, sponsorship, and charitable donations amounted to €510 thousand in 2022, compared to €354 thousand in 2021. Major beneficiaries included aid organizations in favor of Ukraine, ASVEL Lyon Féminin, the CGénial Foundation the Strasbourg University Foundation, the non-profit Courir pour Elles, the Fédération Française des Sociétés d'Homéopathie (FFSH) and the Homeopathic Research Institute (HRI).

BOIRON parent company employees benefit from a voluntary employee savings and retirement plan. This offers them the option to invest in seven different investment vehicles, two of which are "Socially Responsible Investments" (SRI). As of December 31, 2022, the amounts invested in these two SRI funds amounted to €16 million and represented 14% of the total scheme.

In 2008, the BOIRON employee investment fund (FCPE) 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.

1.2.1.4.3 Taxonomy

Background

European Regulation (EU) 2020/852 dated June 18, 2020 and the associated Delegated Acts (EU) 2021/2139 and (EU) 2021/2178 known as "Taxonomy" are one of the flagship measures of the European Green Deal, aiming to:

- redirect capital to sustainable investments,
- manage the financial risks generated by climate change and the resulting social issues,
- promote transparency and a long-term vision of economic and financial activities.

The "taxonomy" establishes a classification system for economic activities that can be considered environmentally sustainable, distinguishing between activities carried out on behalf of clients, investments and day-to-day operations.

To date, the economic activities "eligible" for the green taxonomy are defined according to the first two climate-related objectives: mitigation and adaptation (Annex I & II of the climate delegated acts (EU) 2021/2139). Under these two objectives, the business activities targeted are those that significantly contribute to greenhouse gas emissions in the European Union or that offer solutions for adapting to climate change. In 2022, three indicators (revenues, CAPEX and OPEX) were applied, corresponding (since 2021) to the eligible portion, and (as of 2022) to the aligned portion considered sustainable according to the regulation for the two climate objectives.

The green taxonomy will be extended to the other four environmental goals by 2024. BOIRON will review its reporting methodology and the resulting figures in the light of regulatory changes.

Ultimately, an "aligned" economic activity (considered a sustainable activity) will be covered by one or more of the following environmental objectives:

- Climate change mitigation;
- Climate change adaptation;
- Sustainable use and protection of water and marine resources;
- Transition to a circular economy;
- Pollution prevention and reduction;
- Protection and restoration of biodiversity and ecosystems.

The classification of activities is based on a five-step process that is being developed by BOIRON:

- identify the activities that are "eligible" for the taxonomy, based on the Delegated Regulation (EU) 2021/2139 of June 4, 2021,
- qualify the contribution of the economic activity to the environmental objective,
- ensure that the activity does not materially interfere with any of the objectives,
- ensure compliance with the OECD and United Nations guidelines for business, in particular with regard to fundamental labor and human rights,
- calculate the indicator by comparing the aligned activities to total activities.

The identification of eligible activities and the alignment analysis are currently being developed at BOIRON. The information published in the taxonomy will be refined and may change as regulations and market practices evolve.

Green taxonomy indicators

BOIRON has not identified any activity corresponding to its business sector in Annex I and Annex II of the taxonomy.

In accordance with legislation, BOIRON has begun working on a report to identify CAPEX (investments linked to assets) or OPEX (expenses) that are individually eligible for the taxonomy.

As such, the main CAPEX investments targeted are identified in "Climate change mitigation" in Delegated Regulation (EU) 2021/2139 with vehicle fleets (activity 6.5), energy efficiency investments (activity 7.3) and the acquisition and ownership of buildings (activity 7.7).

SALES

To date, sustainable activities are described under the first two climate objectives of mitigation and adaptation (Annex I & II of the climate delegated acts). Annexes I and II provide the definitions of eligible economic activities, as well as the technical criteria for qualifying them as "eligible" and "aligned". As such, activities that do not meet these definitions are considered "undefined" in the framework ("not eligible").

CAPITAL EXPENDITURE (OR CAPEX)

The CAPEX to be considered corresponds to acquisitions of tangible and intangible fixed assets during the year, before depreciation, amortization or revaluation. New rights of use of the leased assets are therefore taken into account as soon as the lease contracts are signed, and not the terms of financing. Capital expenditure also includes new assets acquired following business combinations carried out during the year.

Of the EUR 24.5 million of reported CAPEX, the amount of CAPEX eligible for the taxonomy is EUR 5.7 million.

Eligible capital expenditure includes:

- expenditure relating to potentially sustainable activities,
- expenditure part of a plan to make a business sustainable or improve its sustainability,
- expenditure related to economic activities referred to as "individual eligible measures" in the taxonomy, aiming to reduce the company's environmental footprint, such as expenses related to premises, vehicles and data hosting.

As defined by Delegated Regulation (EU) 2021/2139 of June 4, 2021, BOIRON's business activities are not deemed to make a substantial contribution to the first two environmental objectives and are therefore not eligible. Therefore, only the investment costs of individual measures may be taken into account.

Eligible "taxonomy CAPEX" represents 23.5% of BOIRON's "total taxonomy CAPEX". This mainly relates to vehicles and buildings.

An analysis of the Group's intangible assets, and in particular software-related investments, did not identify any investments eligible for the taxonomy.

Based on the analysis carried out in 2022 of the substantial contribution technical criteria, of the application of "Do no significant harm" and "minimum guarantees", the aligned taxonomy CAPEX represents 3.7% of the total BOIRON taxonomy CAPEX. Aligned taxonomy CAPEX accounted for 18.5% of eligible taxonomy CAPEX.

OPERATING EXPENSES (OR OPEX)

OPEX to be considered includes:

- expenditure related to eligible activities,
- expenditure part of a plan to make a business sustainable or improve its sustainability,
- expenditure related to economic activities referred to as "individual measures" in the taxonomy, aiming to reduce the company's environmental footprint, such as expenses related to premises, vehicles and data hosting.

Not all operating expenses are to be taken into account. The only costs to be considered are research and development costs, building renovation costs, short-term lease expenses, maintenance, upkeep and repair of assets, and any other direct expenses related to the day-to-day upkeep of tangible assets necessary to ensure proper functioning.

As defined by Delegated Regulation (EU) 2021/2139 of June 4, 2021, BOIRON's business activities are not deemed to make a substantial contribution to the first two environmental objectives and are therefore not eligible. Therefore, only the operating costs of individual measures may be taken into account.

The amount of OPEX that meets the definition set out in the taxonomy represents €17.7 million, i.e. less than 10% of the Group's operating expenses. In view of the limited amount and nature of the expenses in question with regard to the company's business model, BOIRON applies the principle of exemption from materiality to taxonomy OPEX.

Given that the Group did not incur any operating expenses under these individual measures in 2022, the rate of the Group's OPEX expenses relating to economic activities aligned with the taxonomy is 0%.

The financial information used as a basis for this analysis was taken from BOIRON's information systems (investment monitoring and consolidation) at 2022 year-end. They were analyzed and verified by the local and central teams, thereby ensuring that they are consistent with consolidated revenues, OPEX and CAPEX for 2022.

The tables are presented in the notes, in section 7.10 of Additional Information.

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. 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 this spirit that BOIRON implements its five guiding principles, the basis of its HR strategy, 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.

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

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. This excludes forced or compulsory labor, child labor, and disregard for human rights.

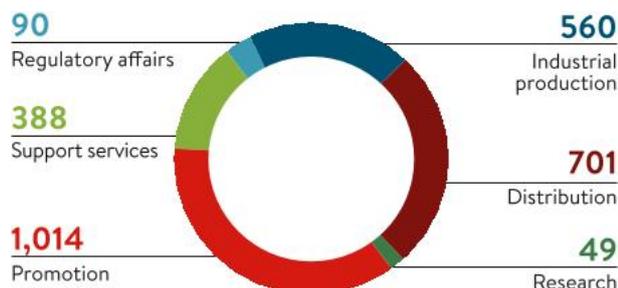
2,801 employees work for the BOIRON Group, of which 96% have permanent employment contracts.

65% of employees work in France.

	2022	2021
GROUP TOTAL	2,801	2,769
France	1,854	1,811
Europe excluding France	643	655
North America	199	193
Other countries	105	110

The number of employees stated does not include the **213 employees** supported under the Employment PSE job preservation plan at the end of December 2022. 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.

45% of employees work in production and preparation/distribution.



The functions shown above are described in the glossary in paragraph 7.11.

1.2.2.1.2 Reorganisation launched in 2021 by BOIRON parent company

Following the reorganization launched in 2020 and continued over 2021, 449 employees were asked to leave the company.

Throughout 2022, BOIRON parent company continued to support employees impacted by the job preservation plan (PSE) with the greatest respect, in particular through:

- the implementation of employment measures provided for in the plan,
- the involvement of a specialized external firm (Right Management) to help them develop a new professional pathway, until they return to work,
- the HR teams' commitment to answering questions and advising each person in which measure to choose,
- regular joint monitoring committee meetings, created for this specific purpose, to provide the clarifications and interpretations necessary for the proper application of the PSE plan. At the end of 2022, 199 people having signed up for external reclassification leave had left the program, 129 of whom had been reclassified: 91 people found a job, including 56 on permanent contracts, and 38 people created or took over a business. Furthermore, 23 people left the external reclassification leave program to retire, and 8 people undertook professional retraining, involving long-term training beyond the end of their reclassification leave.

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 CHSWCs (Committees for Health, Safety, and Working Conditions) and the various SECs (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.

BOIRON is actively involved in risk prevention initiatives, including:

- the use of “near accidents” and “risky situation reports”, in partnership with the CSSCT,
- safety inspections carried out within departments; these are an opportunity to identify areas for improvement, in addition to the work done on assessing workstation risks,
- safety aspects covered by managers during department meetings,
- quarterly publication of safety indicators on the intranet.

Examples of major safety initiatives include:

- 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.

Close attention is paid to ergonomic issues that present a significant risk at employee workstations: in 2022, five ergonomic assessments were carried out. Action plans have been defined and partially prepared. Other studies are under way. A working group also reviewed the movement and posture training courses, in order to keep them up to date and ensure that they effectively meet employee requirements. A member of the HSE department or a contact for equipment purchasing projects is systematically included in the group, to make sure these aspects are taken into account.

Health and safety indicators

	2022		2021	
	Group	BOIRON parent company	Group	BOIRON parent company
Number of workplace accidents ⁽¹⁾	32	28	37	32
Frequency rate ⁽²⁾	8.06	12.10	8.69	12.50
Severity rate ⁽³⁾	0.64	1.08	0.78	1.24

(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.

37% of workplace accidents in 2022 were caused by handling or posture-related issues, and 34% were caused by same-level falls.

1.2.2.1.4 Psychosocial risks (PSRs)

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

As such, BOIRON parent company has set up a specific system to identify difficulties, provide support, raise awareness and communicate through:

- a national contact for PSRs and harassment,
- and PSR contacts at each site.

These contacts are the bridge between employees in difficulty and those who can support and take care of them. In order to effectively welcome, support, advise and guide employees in need, they have all been trained in PSR. A guide was also provided to them at the end of their training to support them in each step of the coaching process.

Furthermore, a monitoring committee, as well as a PSR working group comprising employees and staff representatives, are tasked with working on situations reported by the contact people and deciding how to best offer support, so as to reduce the consequences and impacts on employees, and build and raise awareness of the actions to be taken to mitigate PSRs through tools, methods or processes. They provide a central link with the SEC and CHSWC.

285 managers have been trained at BOIRON parent company since 2021. They are responsible for informing their employees of these risks.

Finally, a hotline has been set up for employees wishing to contact a psychologist by phone (toll-free number), 24/7. This hotline supports, listens and guides those in need (thirteen calls in 2022, with 11 discussions averaging thirty-one minutes).

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

"Provide care..."

"These two words carry a lot of meaning at BOIRON. It starts by taking care of its employees in France and abroad, through a proactive training, development and mobility policy. BOIRON reinvents itself constantly, through an approach based on continuous innovation, established by the founders of the company, allowing it to meet its current and future needs. This innovation approach helps us offer our employees a harmonious work environment in which work-life balance takes on a new dimension".

Juliette Baudry - Human Resources Director

ESTABLISH A WORK ENVIRONMENT THAT PROMOTES WELL-BEING



1.2.2.2.1 2,801 employees committed to the company's goals

Three indicators are used to assess employee engagement:

1. The average seniority of BOIRON parent company employees is 15 years and 8 months.

This figure expresses the long-term relationship that employees have with the company. The average seniority at the subsidiaries varies from one year (at the new ABBI subsidiary) to eighteen years (BOIRON Caribbean). The variations in seniority in the subsidiaries are correlated with their date of creation.

2. At Group level, employee turnover¹ was 12%, down from 13.4% in 2021.

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

	2022	2021
Number of new hires	342	262
Number of departures	324	359
Departures at the employer's initiative	72	98
Retirement	56	86
Other departures at the employee's initiative	176	167
Other reasons	20	8
STAFF TURNOVER	12.0%	13.4%

The turnover rate does not include departures in 2022 as part of the reorganisation launched in 2020.

The staff turnover rate will fall in 2022, due to fewer departures at the employer's initiative (reorganizations carried out in Russia and Belgium in 2021 now being complete) and retirements (specifically in France). As such, there will be a 30% decrease in departures.

Employee-initiated departures increased slightly (up 5%): the impact of the pandemic on the labor market seen in recent years (attractiveness and flexibility) seems to be easing.

A few facts are worth noting at the international level:

- **Tunisia:** re-sectorization has had an impact on the size of sales teams, which explains the 20% reduction in staff numbers,
- **Switzerland:** the change in the business model in Switzerland led the Group to close the entity as it existed, which explains the significant change in headcount. Of the eleven employees, nine joined the VERFORA teams, two resigned, and no redundancies were carried out.

At the same time, there were 342 new hires in 2022 (up 30% compared to 2021). These recruitments were mainly in France, as well as Russia, Brazil and Belgium.

3. The absenteeism rate (excluding maternity)² at the Group was 6.4% in 2022, up from 6.1% in 2021. Despite a few waves of COVID in 2022, the absenteeism rate remained stable and is returning to pre-COVID figures. 5.68% of these absences were due to workplace accidents, occupational illnesses, and commuting accidents.

BOIRON parent company recorded eight cases of occupational illnesses in 2022. 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.

¹ Ratio of the total number of departures and physical headcount as at December 31.

² 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)

1.2.2.2.2 Employee integration

Employees receive support 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.). In 2022, in order to face major production hiring requirements, BOIRON launched a recruitment campaign using the Simulation Recruitment Method (SRM), in partnership with Pôle Emploi and the IMT production training institute. This is an innovative method for broadening the hunt for candidates, focusing on identifying the skills needed for the vacant position. Potential applicants are assessed without applying discriminatory criteria and without taking their degree or professional experience into account.

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

The integration of new employees includes an eighteen-month training program focusing on understanding the company, its culture and its philosophy, and gives them the chance to meet other employees. This program includes meetings with each member of Senior Management, a course on homeopathy, best regulatory practices and guidance on teamwork and efficiency. Training in non-violent communication is also provided in the first year, in order to develop and promote a common language within the company. A dedicated course for managers completes the program.

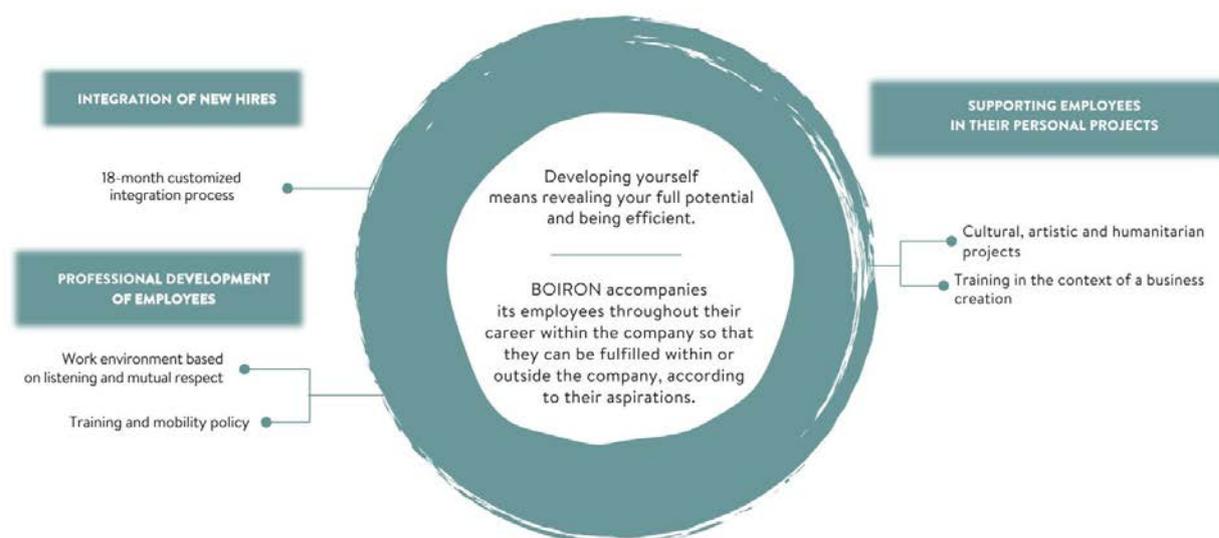
Breakfast gatherings are also held for new arrivals, to give them an opportunity to chat with other employees so they can feel part of the team. An HR staffer also attends these virtual events to answer any questions.

During the first few months, a two-day orientation seminar is organized for all new arrivals at the Lyon sites and for supervisors and managers from other sites. This offers an opportunity to better understand the company's strategy and culture by interacting with the Management Committee, in a friendly and supportive environment.

After one year, an "annual" performance review is organized between the manager and the employee. In 2022, 52% of BOIRON parent company employees had an annual performance review. Group-wide, this figure was also 52%. In a difficult economic and geopolitical context, and following a two-year pandemic having impacted our employees, these reviews are a way to re-motivate teams by instilling them with a sense of purpose, and by providing a framework and the chance to express their needs. They help to build a new working relationship.

1.2.2.2.3 Skills development

SUPPORT EMPLOYEES IN THEIR DEVELOPMENT



Employees are supported on a daily basis, from the moment they arrive at the company and when they leave, through training that builds on their existing technical skills and that immerses them in the company culture.

95% of Group employees received training in 2022, up from 90% in 2021. The average length of training is estimated at a over two days for the BOIRON parent company.

Training costs amounted to €2,018 thousand (€1,839 thousand in 2021), i.e. 1.6% of Group payroll before taxes, compared to 1.4% in 2021.

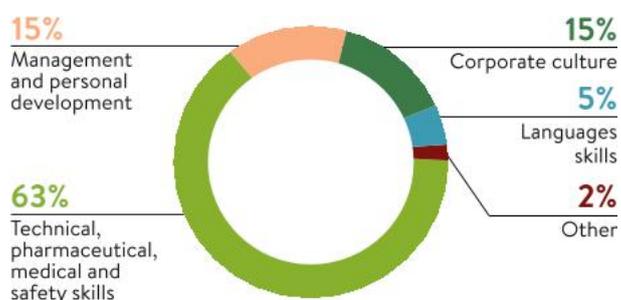
	2022	2021
Number of employees who received training	2,655	2,598
Number of training hours	39,719	43,784

The number of training hours was down roughly 9% compared to 2021, but that average hides very different realities in the different subsidiaries. In 2022, learning methods continued to be diversified with the expansion of the e-learning offer.

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 at the subsidiaries, the Group's working language,
- **management and personal development:** enhancing management skills and realizing personal potential.

Breakdown of training provided in 2022 by subject matter:



It is worth noting that organizing training in the first half of the year was challenging, as it was still subject to health and safety measures, however the digitalization campaign launched at the beginning of the year via LMS platform¹ "Camp'Us" made it possible to continue offering training. The platform has been updated with a wide range of business, cross-disciplinary and personal development content, allowing each employee to develop their skills at any time and according to their needs.

An online language school is also made available to all Group employees.

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 2022, 12% of Group employees worked part-time.

This distribution remained identical compared to 2021, both in France and internationally at the subsidiaries.

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).

In 2022, at Group level, **75% 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% part-time at BOIRON parent company) or were designated as part-time by the Group at the time of hiring (5% at BOIRON parent company).

In order to adapt to changing working methods, BOIRON parent company signed an agreement on teleworking in March 2021, effective since September 2021.

"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

¹ Learning Management System: software that supports and manages a learning process or pathway.

In 2022, 367 employees at BOIRON parent company regular worked from home, and 427 requested occasional telework.

One year after the telework agreement entered into force, BOIRON signed an amendment in September 2022 to adapt teleworking arrangements to the company's realities.

Through this amendment and its implementation, BOIRON highlights the importance of the four founding principles of hybrid work:

- transparency, help us work with confidence, while effectively steering operations,
- accountability,
- a potential organizational method, which meets the needs of the company and employees,
- balance between the collective organization of the team and individual working methods must be respected.

In 2022, 169 BOIRON parent company employees (versus 236 in 2021) 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.

Meanwhile, agreements on "assistance for employees with a seriously ill relative" and "support for employee personal projects" enable company employees to get assistance, mostly in the form of time off.

1.2.2.2.5 Mobility

For almost forty years, the company has been implementing a practice of internal and external mobility through company agreements: an agreement to support business creation in 1984, an agreement to support personal projects in 1987, the launch of the employment letter in 1988 and an agreement on mobility in 2009.

Through the agreement on mobility, the company reaffirms its commitment to encouraging all forms of permanent or temporary mobility (assignments) and to position mobility as one of the main success factors of our human resources management policy and the forward-looking management of jobs and skills.

This helps to:

- respond to changing business needs regarding employment;
- simplify career advancement and skills development;
- meet employees' aspirations for their careers and, more broadly, their personal development.

This approach can result 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.

There are several types of mobility:

- Geographical mobility includes transfers to another BOIRON site (establishment, production site, head office) located in a different employment area,
- Professional mobility is a change of job, together with a significant change in the nature of the employee's duties and responsibilities,
- External mobility is a temporary or permanent departure from the company, when employees wish to pursue a project outside the company.

In 2022, 64 transfers were recorded at BOIRON parent company.

The Professional Review (PR) and the Evaluation and Progress Interview (EPI) provide opportunities for discussion and reflection to support employees prior to a possible move.

Support measures are set out in the agreement and may be provided on a case-by-case basis, depending on needs.

1.2.2.2.6 "Hospitality" center

From 1983, BOIRON made the innovative decision to focus on employee well-being and performance, by creating a position known at the time as the "House Mother." Over the years, the scope of this role has expanded to become the "Hospitality & Internal Communication" division.

Hospitality has therefore been **a core part of the company's DNA for forty years** as a **prerequisite for employee well-being** and the **company's performance**. This division has continued to organically evolve alongside employees and the company, but the goal remains the same: **contribute to employee well-being by developing an inspiring work environment in which employees and guests feel good.**

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 2022 she organized a series of successful breakfasts with employees wishing to meet with her.

Special meeting places have been created at the Messimy and Sainte-Foy-lès-Lyon sites. Known as “Homéocafés”, these friendly places give employees the chance to spend time together and discuss ideas over a coffee.

In 2022, employees also celebrated the Group's ninetieth anniversary. The event was celebrated in style and provided an opportunity to get all the teams together in a friendly atmosphere.

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.

In co-operation with its catering service provider, BOIRON parent company is committed to the “**Mon Restau Responsable**” (responsible eating) approach, which aims to promote healthy, sustainable and quality food based on **four key pillars: a responsible meal, well-being, eco-friendly actions and a commitment to society and the region.**

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

Since June 2022, weekly deliveries of market garden baskets have been organized at the Messimy and Sainte-Foy-lès-Lyon sites. Each employee is therefore able to get seasonal, organic and local vegetables and even have a chat with the farmers.

RESPONSIBLE ACTIVITIES

A range of actions were implemented in 2022, to bringing this approach to life:

- 
- Following the placement of beehives at the Messimy and Olmes sites, introductory workshops were organized for employees on beekeeping and honey harvesting. This year's harvest brought in 65 kg of honey, which all the site's employees had the opportunity to taste at the canteen,
 - In addition to BOIRON's donations for Ukraine, meetings have been organized with employees to collect basic necessities and food,
 - the #PRENDRESOINDENOUS initiative was carried out in 2022, including on site, remote and recorded workshops, activities and conferences, in addition to monthly well-being tutorials on the intranet,
 - a fitness trail has been set up at the Messimy site. This trail is also used for “walk & run” sessions in partnership with the association “Courir pour Elles”.

The BOIRON parent company also has a very active Works Council. With a **€1,333 thousand budget in 2022**, it was able to fund a broad range of social, cultural, and athletic activities for employees.

QUALITY OF LIFE ON SITE

Most BOIRON sites are adorned with color, decoration, works of art, which get discussion going between employees!

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



Welcoming visitors is a priority; 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 Spain offers a wellness program to provide personalized psychological care for employees and their families, if needed. An information and content platform on mental health is also available,
- 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,
- BOIRON Poland 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.

PROMOTE DIVERSITY, EQUITY AND GENDER EQUALITY



1.2.2.3.1 Gender equality in the workplace

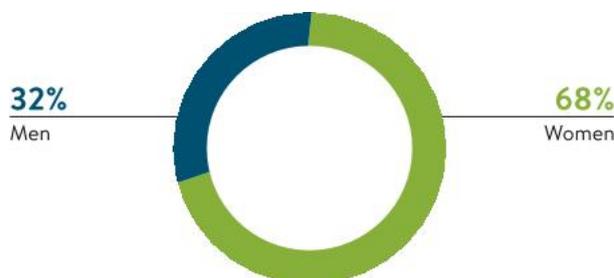
A specific company agreement relating to gender equality between at work is in force at the parent company BOIRON. It covers the conditions for access to employment, work-life balance, remuneration and classification.

In 2022, BOIRON earned a score of 94/100 on the workplace gender equality index, above the national average of 86. The index covers indicators including the pay gap, promotions and annual raises, and the number of women among the top 10 earners.¹

At the Group, 53% of the 469 managers are women.

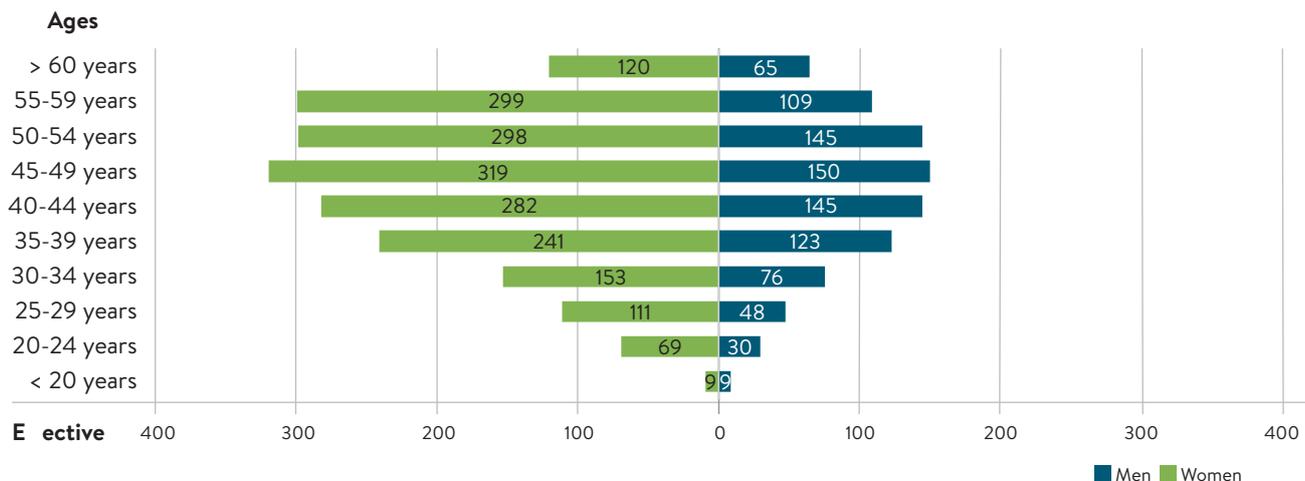
Women represent 51% of Management Committees, which consists of almost seventy people.

	2022	2021
GROUP TOTAL	2,801	2,769
Women	1,901	1,883
Men	900	886



¹ Workplace gender equality index: 2022 global trends and leading companies' results

1.2.2.3.2 Age pyramid



18% of the Group's workforce is under 35 years of age, 45% is between 35 and 49, and 37% is over 49. The average age at BOIRON parent company is 45 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.

BOIRON parent company's apprenticeship policy is bearing fruit, exceeding 2% of payroll in 2021. In 2022, this represented 121 work-study trainees and interns.

1.2.2.3.3 Disability

The BOIRON parent company's disability employment rate was 9.1% as at December 31, 2021.

This rate is well above the statutory minimum and well above average, as the overall employment rate in France is currently 3.1%.¹

Data for 2022 will not be available until the end of Q1 2023 at the earliest.

Since 1987, BOIRON has implemented an active policy of professional integration and job retention for people with disabilities, through the application of three-year employee agreements covering the period from 1989 to 2023, all of which were approved by the Direction Régionale des Entreprises, de la Concurrence, de la Consommation, du Travail et de l'Emploi (DIRECTE), and by the Direction Départementale de l'Emploi et des Solidarités (DDETS).

These agreements have two guidelines:

- promote the integration of people with disabilities through a philosophy of ensuring that disabled and non-disabled employees enjoy identical employment contracts, classification, compensation, training, and career opportunities.
- guarantee (to the extent possible) that disabled employees remain in employment and are supported, by:
 - monitoring their working conditions and raising awareness of teams and managers,
 - helping them adapt to technological changes,
 - guiding them along their career paths and their search for employment elsewhere, if necessary.

Close to 76% of disabled BOIRON parent company employees are over 50 years old.

An employee trained as a social worker and in charge of disability matters coordinates this effort, in conjunction with the disability contacts at each of the French sites. Their role is to liaise with employees with disabilities as closely as possible in order to help them express their needs, integrate into work teams and talk about disabilities more generally, thereby normalizing disabilities at work.

¹ DARES, November 2022.

Some highlights over the past few years, excluding funding from AGEFIPH, include:

- the hiring of five disabled employees in 2021,
- job retention actions, including sign language translation services and funding for skills assessments,
- technical adaptation of workstations (variable height desks, adapted seats, computer stands, etc.).

1.2.2.4 Fostering employer-employee dialog.

PURSUE EFFECTIVE DIALOGUE IN THE INTERESTS OF EMPLOYEES AND THE COMPANY



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), various SECs (Social and Economic Committees), labor unions, and Senior Management.

Since 2008, an agreement on employer-employee dialog has established a framework at BOIRON parent company, which facilitates negotiation via a multi-level consultation system. 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) made up 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.

1.2.2.5 Advancing social innovation

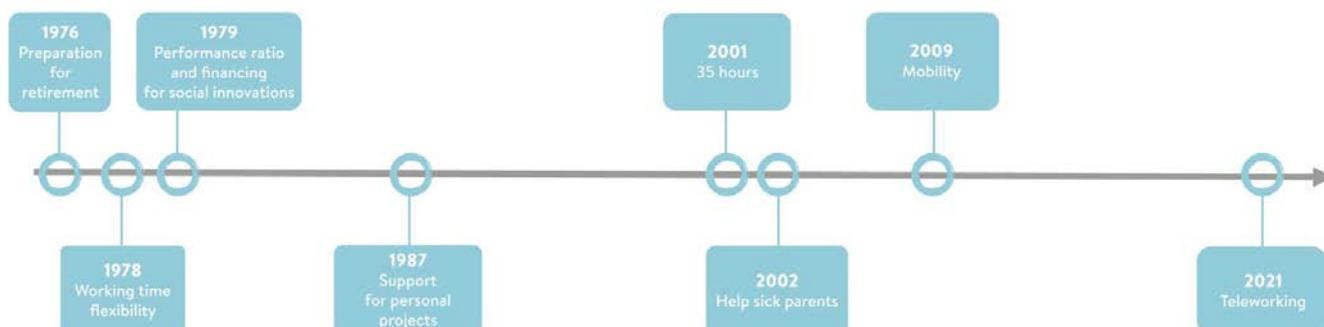
“50 years ago, I changed the nature of hierarchical relationships. Here, it’s the managers who have to be available to the other employees, and not the other way around. This approach has led to thirty-two company agreements, all based on the premise that the company’s performance as an employer is key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

Christian Boiron

BOIRON parent company’s employee policy is reflected in more than thirty-two company agreements, renewed every three years: The chart below presents the major agreements:



Below are the main agreements of BOIRON parent company:



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

The "assistance for an employee with a seriously ill relative" agreement allows company employees to benefit from assistance at the end of a loved one's life or when a loved one is affected by a sudden and unexpected health problem (an accident, for example). Most of the time, this assistance is provided in the form of time off, without any financial impact for the employee, but can also take the form of money (purchase of a plane ticket, for example).

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.

This year, employee dialog bodies met almost forty times at BOIRON parent company, resulting in the monitoring of ordinary agreements and the preparation of new agreements.

Ten BOIRON parent company agreements were reviewed and four amendments were signed in 2022 by the three trade unions. This made it possible to:

- offer complementary healthcare protection via an optional supplementary insurance plan financed by employees, at an attractive rate. This complementary insurance plan enhances reimbursements for excess fees for specialists or hospitalization (70% of employees have voluntarily signed up for this plan),
- offer supplementary and additional retirement savings investments in "Socially Responsible Investment" (SRI) funds, and through a wider selection of managed portfolios, allowing everyone to find a management profile adapted to their needs and goals (conservative, balanced or dynamic management profile),
- further adapt teleworking arrangements.

Establishment of a digital learning campus

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.

The creation of a new e-learning platform “Camp’Us” for the whole Group has given rise to a genuine ecosystem of learning: training at any time and in keeping with learners’ specific needs.



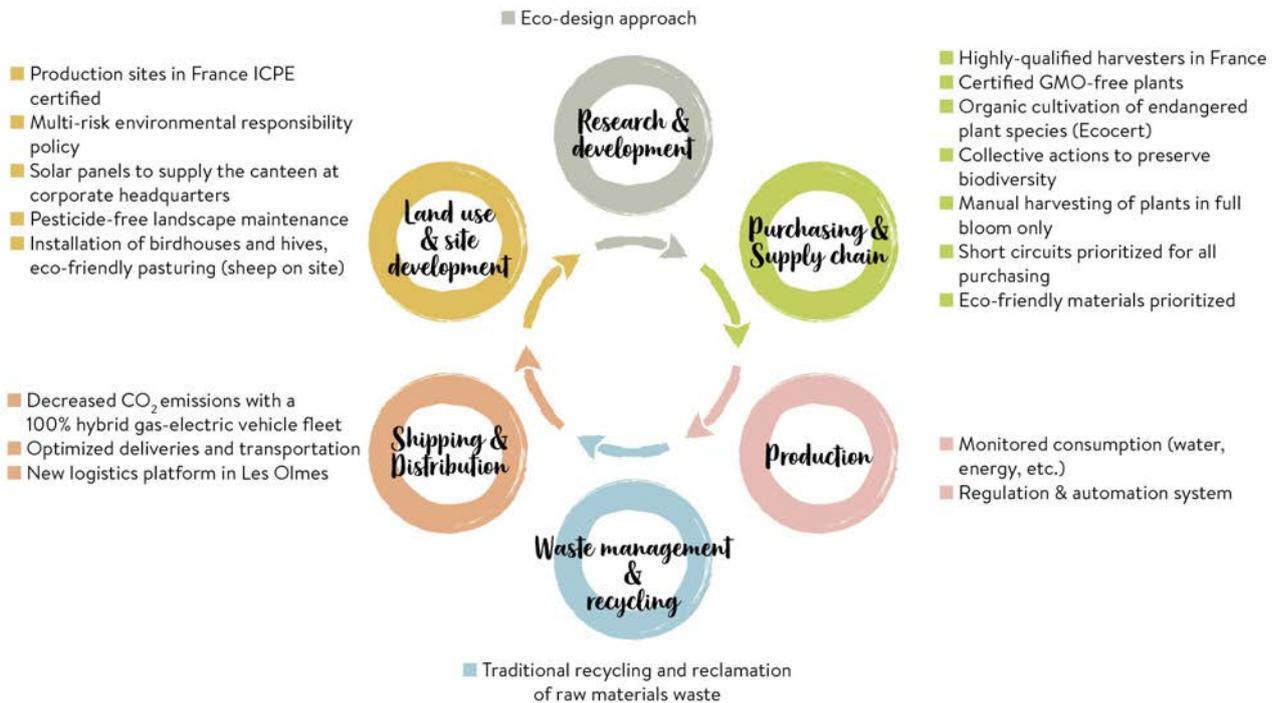
Out of necessity and by making use of its flexibility, BOIRON has transformed its training into virtual classes or e-learning modules, resulting in a rapid transformation from almost exclusively face-to-face training to digital learning, offering new learning approaches:

- shorter course formats with webinars, micro-learning, and tutorials for ongoing, on-demand, highly targeted learning,
- hybrid in-person and e-learning content, MOOCs¹ on topics related to current issues,
- remote coaching via Teams or virtual classes (e.g.: English, office automation, etc.),
- remote management and discussion workshops called “Simple, Direct Conversations” were held throughout the year.

Innovation is at the heart of the Group’s HR actions, and it aims to keep this as a core focus in 2023 and the years to come.

1.2.3 Preserving Biodiversity

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



¹ 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 two production sites in France, which account for the highest energy consumption.

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

2022 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.

The main actions carried out in 2022 as part of this approach were:

- the large-scale sale and donation of equipment and small laboratory materials following the consolidation of activities at Montrichard, following the site's closure. This action was carried out in collaboration with CAP-LAB, a service provider specializing in the repair and sale of second-hand equipment, with whom BOIRON has been working for several years to give a second life to unused equipment,
- the donation of short-life products to associations,
- the sale of lactose having expired for pharmaceutical use but that can still be used for other purposes, to a raw material broker,
- set-up of the recycling hub, aiming to offer furniture and equipment no longer used by a department to others in the company,
- the elimination of disposable cups outside the production area, cans and plastic water bottles and yogurt pots at the Messimy company restaurant,
- the distribution of water bottles to employees at BOIRON parent company, in exchange for a financial contribution donated to an oncology center,
- decision taken with the catering company to provide "imperfect" fruit.

Other actions carried out at the Group prior to 2022:

- in 2021, sorting of material at the Sainte-Foy-lès-Lyon site following the relocation of production activities in 2016: This has resulted in the following actions:
 - 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, Restos du Cœur, and ActForRef,
 - 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 was brought in during site closures in 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 and Spain,
 - use of reusable dishes in the subsidiaries in Poland, Hungary, and Réunion. 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 printers¹ 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,



- the work begun in 2018 at BOIRON parent company 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,
- BOIRON Belgium has been working on the elimination of paper invoices, with a target implementation date in early 2023,
- BOIRON Spain is a member of the SIGRE program, a pharmaceutical industry initiative for the management of packaging waste from marketed products, in keeping with packaging directives.

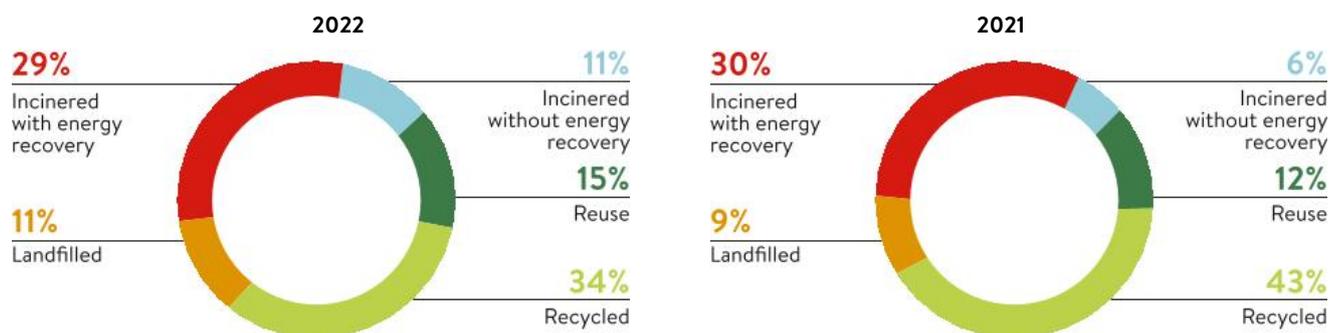
Waste reduction

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.

	2022	2021
Amount of waste (in tonnes)	2,178	2,248
Hazardous waste	378	369
Non-hazardous waste	1,800	1,879
Share of hazardous waste (%)	17.4	16.4
Ratio tons of waste / million units produced	5.65	6.67
Number of units produced (in millions)	385.4	337

The challenge of recycling production waste



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

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.

Since 2021, the Group has partnered with EcoVadis to enhance its supplier assessments. In 2021, this made it possible for BOIRON to assess over 70% of strategic suppliers in France, thereby making purchasing even more responsible. In 2022, the EcoVadis approach was deployed at the Italian subsidiary, with the ultimate goal to apply it at other subsidiaries.

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

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

Dashboards and indicators are used to monitor these categories, including coverage and the EcoVadis rating, supplier location and payment times.

Sustainable purchasing

In 2022, CSR criteria were integrated into risk analyses and a responsible purchasing charter, (published on the company’s website) was drawn up for suppliers, to ensure that these aspects are taken into account as part of purchasing.

CSR provisions in tenders and contracts have been strengthened. CSR expectations are defined in advance with each strategic supplier, and CSR reviews are organized at each annual meeting to help them improve their practices.

Internally, all buyers have undergone specific training in responsible purchasing, in order to strengthen the process over the years to come.

With regard to ethics and compliance, 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

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, excluding trade purchases, 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 Goodeed¹ 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 the “Forest Stewardship Council (FSC) or PEFC sustainably-managed forests for packaging,
- the deployment of the “Mon Restau Responsable” (responsible meals) approach with the company’s catering partner, in order to improve the sustainability of meals served, comfort, consideration for disabilities, reduction of energy consumption and waste reduction,
- 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,

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. A specific CSR questionnaire was introduced in 2022.

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 was 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 and was renewed this year.

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.

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

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 1,175 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.

Only a few of the stocks used are covered by the Convention on International Trade in Endangered Species of Wild Fauna and Flora, also known as the Washington Convention (or CITES). 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.

In order to manage risks of supply disruption, indoor cultivation trials on certain threatened or hard-to-find plant varieties have been launched.

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.

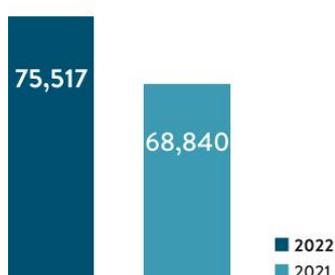
The water used on the sites comes from the drinking water network.

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

Pharmaceutical standards impose certain water-intensive practices which can limit the possibilities of reducing consumption: use of purified water for the production process but also for cleaning, for example. However, any relevant solutions identified to reduce water consumption are implemented:

- control and monitoring of consumption with research into the causes of any over-consumption,
- 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 m³ of water per day. Biopercolators 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 (m³)



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

The increase in water consumption relates to:

- the resumption of production activities,
- employees returning to site (end of teleworking arrangements),
- two leaks that took some time to identify and resolve.

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)	2022	2021	Change	
Saccharose syrup	2,022	579	+1,443	+249.2%
Sugar	644	485	+159	+32.8%
Ethanol	277	242	+35	+14.5%
Lactose	213	155	+58	+37.4%
Vaseline	150	118	+32	+27.1%
Maltitol	93	60	+33	+55%
Sorbitol	53	40	+13	+32.5%

Changes in the quantities of the main raw materials used are directly linked to activities: after a significant decline in business in 2021, there has been a sharp recovery, particularly in the production of syrups.

Although BOIRON's subsidiaries only operate administrative and commercial activities, they also take a number of specific actions:

- 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 among 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 type of management creates a favorable environment for some birds and insects. This 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 basin¹ was also built on the Messimy site. This encourages amphibian and dragonfly reproduction.



A swallow tower, bat shelters and two kestrel nesting boxes have been installed at the Messimy site. One of them is already inhabited. In 2022, an educational event on birdlife at the Messimy site was organized by enthusiastic employees, and offered to all the site's staff in order to raise awareness.

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 A wide and shallow planted ditch with gently sloping banks that temporarily collects runoff.

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 2021, these emissions represented approximately five 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/m³).

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. For 2022, these losses are estimated at 201 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 was carried out to switch to amber LEDs for some lights, and remove a number of other lights. Implementation is underway.

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. Actions taken are designed to reduce this impact on activities and associated 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 Bilan Carbone scope 1 and 2 emissions have been calculated every 3 years. In September 2022, a plan to calculate the Scope 3 carbon footprint was launched. The BOIRON teams are assisted by an external partner in efficiently and accurately calculating the company's indirect emissions. Substantial work is being carried out due to the rigor of the data selected and the relevance of the year examined (exclusion of 2021 due to the restructuring of activities). The initial findings will be released in mid-2023 before being published on the Group's website. The analysis will then enable us to identify areas for reduction as part of a concrete carbon trajectory.

The actions already launched are 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.

	2022	2021	2020	Change between 2022 and 2021	
T CO ² equiv. (Scopes 1 & 2)	6,420	6,528	7,160	-108	-1.68%
TCO ² (Scopes 1 & 2) / millions €	12.02	14.35	13.94	-2.33	-19.38%

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 energy consumption.

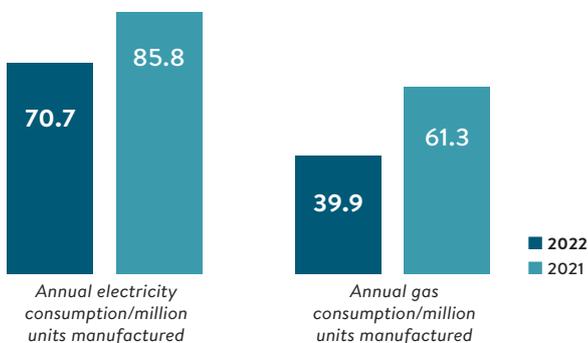
A few initiatives are listed below as examples:

- 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 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. The installation of variable speed drives since 2021 on certain pumps resulted in savings of 582 MWh over 2022, i.e. forty-nine tons of CO² avoided,
- 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 system has been created to adjust the production of compressed air, chilled water or cold to actual need, For example, this has made it possible to decommission a compressor,
- the production of hot water for a production building was decarbonized by recovering the heat from a compressor and linking it to a heat pump,
- a building permit application has been filed for the installation of photovoltaic parking lot shades at the Messimy site,
- Studies are also under way:
 - on continuing the implementation of smaller air handling units outside of operations. The challenge is to maintain levels required by pharmaceutical standards,
 - on heat and cold production to assess options for implementing energy recovery,
 - 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.

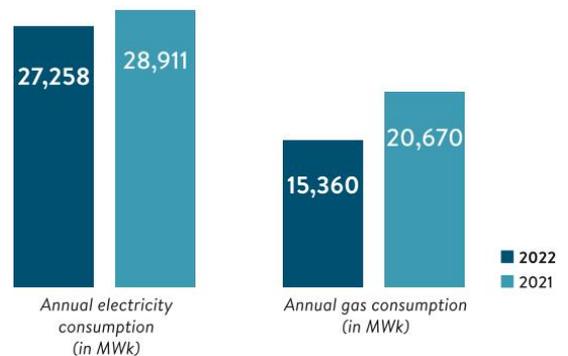
In 2021, HVAC meters were installed, making it possible to record energy consumption for heating and air conditioning installations. Accurate data tracking is necessary in order to identify potential optimizations.

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.

Evolution of energy consumption per million units manufactured (kWh/million units)



Change in the production sites' energy consumption (MWh)



A decrease was observed in the production sites' energy consumption, despite the recovery in activity and employees' return to on-site work. This is due to the closure of the Montrichard site in December 2021 and the continued implementation of measures to improve energy performance at the sites. It should be noted that, in relation to the quantities of units produced, these ratios have significantly declined.

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,



The newly built BOIRON USA site in the Philadelphia suburb of Newtown Square received subsidies thanks to its eco-friendly features.



Solar panels installed on the roof of the California site reduced its electricity consumption by two thirds.

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 system 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.

In 2022, the policy related to laptop lifespans was revised to extend their useful life from three to five years. Reflections are underway to improve the recycling of IT equipment and reduce consumption linked to their use.

1.2.3.4.2 Distribution, promotion and sustainable mobility

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, subsidiaries 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 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.

At the end of 2022, an e-commerce store was launched on the boiron.fr website. The goal is to reconcile this new distribution channel with BOIRON's values, in particular by reducing the related carbon footprint and by adopting solidarity practices.

In order to limit the environmental impact of this new activity as much as possible, many aspects have been addressed from the outset, while maintaining the same BOIRON standards:

- selection of the carrier based on CSR specifications,
- use of eco-designed cardboard boxes and limiting empty spaces for deliveries,
- good communication to limit product returns,
- optimization of the digital footprint.

This project is part of a continuous improvement process. A number of advancements are already planned for 2023.

	2022		2021		Change in tonnage		Change in proportion
	Amounts in tons	as a %	Amounts in tons	as a %	in tons	as a %	in % points
TOTAL	6,334	100%	3,759	100%	+2,575	+69%	
Land	3,348	53%	2,056	55%	+1,292	+63%	-2%
Sea	2,455	39%	1,296	34%	+1,159	+89%	+5%
Air	531	8%	407	11%	+124	+30%	-3%

There is a difference compared with data reported in 2021. This is due to the inclusion of shipments to Russia and Italy, which were previously excluded as they were paid for directly by these subsidiaries.

Despite a period of strong sales growth in the United States, BOIRON parent company reduced its use of air transport in favor of sea freight in 2022. This is part of better planning by BOIRON USA, which has increased its inventory levels to reduce 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 CO² emissions of 105 grams (correlated NEDC¹), compared to the average of 119 grams across similar companies.

In 2021, the BOIRON parent company deployed an electric car sharing project at the Messimy site to further reduce the carbon impact of business travel.



In the same year, 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.

2022 was marked by the introduction of a carpooling scheme offered to all employees at French sites. Easy to use thanks to a dedicated application, the system is financially beneficial. Already used by nearly 15% of employees in just a few months, it also reduces the number of individual commutes and the associated carbon emissions.

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

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 aiming to increase naturalness, 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”.

¹ New European Driving Cycle

Since 2020, BOIRON has chosen to include recycling instructions in compliance with the AGEC Act.

By 2023, all BOIRON products marketed in France will include this information, regardless of their classification.



The anticipation and synchronization of changes in packaging, in conjunction with other projects, will help reduce waste.

2022 also saw the market launch of several eco-designed products:

- Homéoplasmine Natura: this product has been launched in Hungary and Slovakia, as well as in Poland under the name Dermoplasmine Multi-Purpose Balm. It is BOIRON's first **100% eco-designed specialty**, with a natural formula and recyclable packaging. The tube is made of 50% recycled material and the case of 40% recycled fiber,
- Respiplant: a syrup with a formula based on **100% natural** active ingredients (preservative free), and with recyclable packaging,
- “My first diaper cream”: product marketed in Asia, with a natural formula and recyclable packs.



Eco-design also applies to point-of-sale advertising

In order to reduce the amount of “Point of Sale Advertising” (POS) materials produced, range-specific materials (pediatrics, arnica, immunity, stress and sleep) are set up at “partner” pharmacies. This ensures long-term use and helps reduce waste. Meanwhile, the centralization of storage has resulted in greater visibility over inventories. The management is more precise and avoids potential waste.

The goal is also to limit the number of temporary point-of-sale displays. A new, higher quality range made from wood has been created. Generally speaking, eco-design is integrated into the manufacturing process: use of plant-based inks, elimination of lamination and use of mono- materials to facilitate sorting and recycling.



1.3 REPORT BY THE INDEPENDANT THIRD PARTY

FINEXFI

96, Boulevard Marius Vivier Merle

69003 LYON

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

537 551 434 RCS Lyon

This is a free translation into English of the Statutory Auditor's report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Year ending December 31, 2022

To the Shareholders,

In our capacity as Statutory Auditor of Boiron (hereinafter the "entity"), appointed as an independent third party and accredited by Cofrac Inspection (Cofrac Inspection Accreditation n°3-2013, whose scope is available at www.cofrac.fr), we conducted our work in order to provide a report expressing a limited assurance conclusion on the historical information (observed and extrapolated) of the consolidated non-financial information statement (hereinafter respectively the "Information" and the "Statement"), prepared in accordance with the Entity's procedures (hereinafter the "Guidelines"), for year ended on December 31, 2022, included in the management report pursuant to the legal and regulatory provisions of articles L. 225 102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (Code de commerce).

Conclusion

Based on the procedures performed, as described in the "Nature and scope of our work" section, and the elements that we have collected, nothing has come to our attention that causes us to believe that the consolidated non-financial information statement is not compliant with the applicable regulatory provisions and that the Information, taken as a whole, are not presented fairly in accordance with the Guidelines.

Preparation of the non-financial performance statement

The absence of a generally accepted and commonly used framework or established practices on which to evaluate and measure the Information permits the use of different, but acceptable, measurement techniques that may affect comparability between entities and through time.

Consequently, the Information needs to be read and understood with reference to the Guidelines, significant elements of which are available upon request from the entity's headquarters.

The entity's responsibility

The Board of Directors is responsible for:

- selecting or establishing suitable criteria for preparing the Information;
- the preparation of the Statement in accordance with the legal and regulatory provisions, including a presentation of the business model, a description of the principal non-financial risks, a presentation of the policies implemented considering those risks and the outcomes of those policies, including key performance indicators and if applicable the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- designing, implementing and maintaining internal control over information relevant to the preparation of the Information that is free from material misstatement, whether due to fraud or error.

The Statement has been prepared in accordance with the entity's Guidelines as mentioned above.

Responsibility of the independent third party

On the basis of our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the provisions of article R. 225-105 of the French Commercial Code;
- the fairness of the information provided in accordance with article R. 225-105 I, 3 and II of the French Commercial Code, i.e., the outcomes, including key performance indicators, and the measures implemented considering the principal risks (hereinafter the “Information”);

As we are engaged to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information as doing so may compromise our independence.

It is not our responsibility to comment on :

- the entity's compliance with other applicable legal and regulatory provisions (in particular with regard to the due diligence plan and the fight against corruption and tax evasion);
- the compliance of products and services with applicable regulations.

Regulatory provisions and professional standards applicable

The work described below was performed in accordance with the provisions of articles A. 225-1 et seq. of the French Commercial Code and with the professional guidance of the French Institute of Statutory Auditors (“CNCC”) applicable to such engagements, as well as with ISAE 3000 (Revised).

Independence and quality control

Our independence is defined by the provisions of article L. 822-11-3 of the French Commercial Code and the French Code of Ethics (Code de déontologie) of statutory auditors. In addition, we have implemented a system of quality control including documented policies and procedures to ensure the compliance with the ethical requirements, French professional guidance and applicable legal and regulatory requirements.

Means and resources

Our work was carried out by a team of 3 people between December 15, 2022 and April 12, 2023 and took a total of 9 days.

We were assisted in our work by our specialists in sustainable development and corporate social responsibility. We conducted 5 interviews with people responsible for preparing the Statement, representing among general management, administration and finance, risk management, compliance, human resources, health and safety, environment and purchasing.

Nature and scope of our work

We planned and performed our work considering the risk of material misstatement of the Information.

We consider that the procedures we performed were based on our professional judgment and allowed us to provide a limited level of assurance conclusion :

- we obtained an understanding of all the consolidated entities' activities, the description of the social and environmental risks associated with their activities;
- we assessed the suitability of the Guidelines with respect to their relevance, completeness, reliability, objectivity and understandability, with due consideration of industry best practices, when appropriate;
- we verified that the Statement includes each category of social and environmental information set out in article L. 225-102-1 III, as well as information regarding compliance with human rights and anti-corruption and tax evasion legislation;

We have verified that the Statement presents the information required by II of Article R. 225-105 when relevant to the principal risks and includes, where appropriate, an explanation of the reasons for the absence of the information required by the second paragraph of III of Article L. 225-102-1 ;

- we verified that the Statement presents the business model and the principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships and products or services, as well as their policies, measures and the outcomes, including key performance indicators related to the principal risks;

- we referred to documentary sources and conducted interviews to:
 - assess the process used to identify and confirm the principal risks and the consistency of the outcomes and the key performance indicators used with respect to the principal risks and the policies presented, and
 - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in the appendix. Our work was performed at the consolidation entity level. Our work was carried out at the level of the consolidating entity and in a selection of entities¹;
- we asked what internal control and risk management procedures the entity has put in place and assessed the data collection process implemented by the entity to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in the appendix¹,
- we implemented :
 - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
 - tests of details based on sampling or other selection methods, consisting of verifying the correct application of definitions and procedures and reconciling the data with supporting documents. This work was carried out on a selection of contributing entities and covered between 51% and 100% of the consolidated data selected for these tests;
- we assessed:
 - the presence and fair presentation of the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy)
 - the overall consistency of the Statement with our knowledge of all the entities included in the scope of consolidation.

The procedures performed in a limited assurance engagement are less extensive than those required for a reasonable assurance engagement performed in accordance with the professional guidance of the French Institute of Statutory Auditors (“CNCC”); a higher level of assurance would have required us to carry out more extensive procedures.

Lyon, April 13, 2023

FINEXFI
Isabelle Lhoste
Partner

¹ Social indicators: Boiron SA scope

Environmental indicators: Boiron SA with the exception of the following indicators: Water consumption, Annual consumption of electricity, Annual consumption of gas for the Messimy site.

APPENDIX 1

Verified quantitative information:

Social indicators :

- Number of employees in France
- Percentage of permanent contracts
- Number of work-related accidents
- Frequency rate
- Severity rate
- Number of new hires
- Number of departures
- Average length of service
- Absenteeism rate (excluding maternity)
- Number of occupational illnesses
- Percentage of absences due to work-related accidents, occupational illnesses and commuting accidents
- Total number of training hours (process verification)
- Percentage of part-time employees
- Number of managers
- Number of female managers
- Number of women
- Number of men
- Age pyramid

Environmental indicators :

- Quantity of waste
- Quantity of hazardous waste
- Quantity of non-hazardous waste
- Landfill share
- Incineration without energy recovery
- Incineration with energy recovery
- Share of recycling
- Share of reuse
- Number of units produced
- Ratio tons of waste / million units produced
- Annual water consumption
- Annual consumption of raw materials
- Electricity consumption/million units produced
- Gas consumption/million units produced
- Annual electricity consumption
- Annual gas consumption
- T CO₂ equivalent (scope 1 & 2) (process verification)

Societal indicators :

- Amount of patronage, sponsorship and committed donations

Verified qualitative information:

- Company agreement on general salary increases
- Agreement on the performance ratio and financing of social innovations
- Supplementary Retirement Savings Plan
- Agreement on teleworking
- Agreement relating to the provident fund and health expenses
- Good governance" charter
- Ecovadis rating
- Gaïa Rating
- Socially responsible company" rating result
- Partnership with the CGénial Foundation
- Gender equality index
- Responsible purchasing charter
- Energy Performance Contract (EPC)

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 European Securities and Markets Authority (ESMA) guidelines, only clear, material and specific 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

- impact of geopolitical and economic tensions in the current context,
- increase in class actions,
- challenges to and denigration of homeopathy,
- dependence on winter illnesses.

INDUSTRIAL AND IT SYSTEM RISKS

- total unavailability of information systems,
- an operating site shutdown,
- leaks of confidential and strategic information,

REGULATORY RISKS

- changes in the status of homeopathic medicines,
- increasingly stringent and complex regulatory and pharmaceutical constraints related to products.

ORGANIZATIONAL RISKS

- delayed provision or shortage of raw materials or finished products,
- ability to recruit and retain employees in the current context.

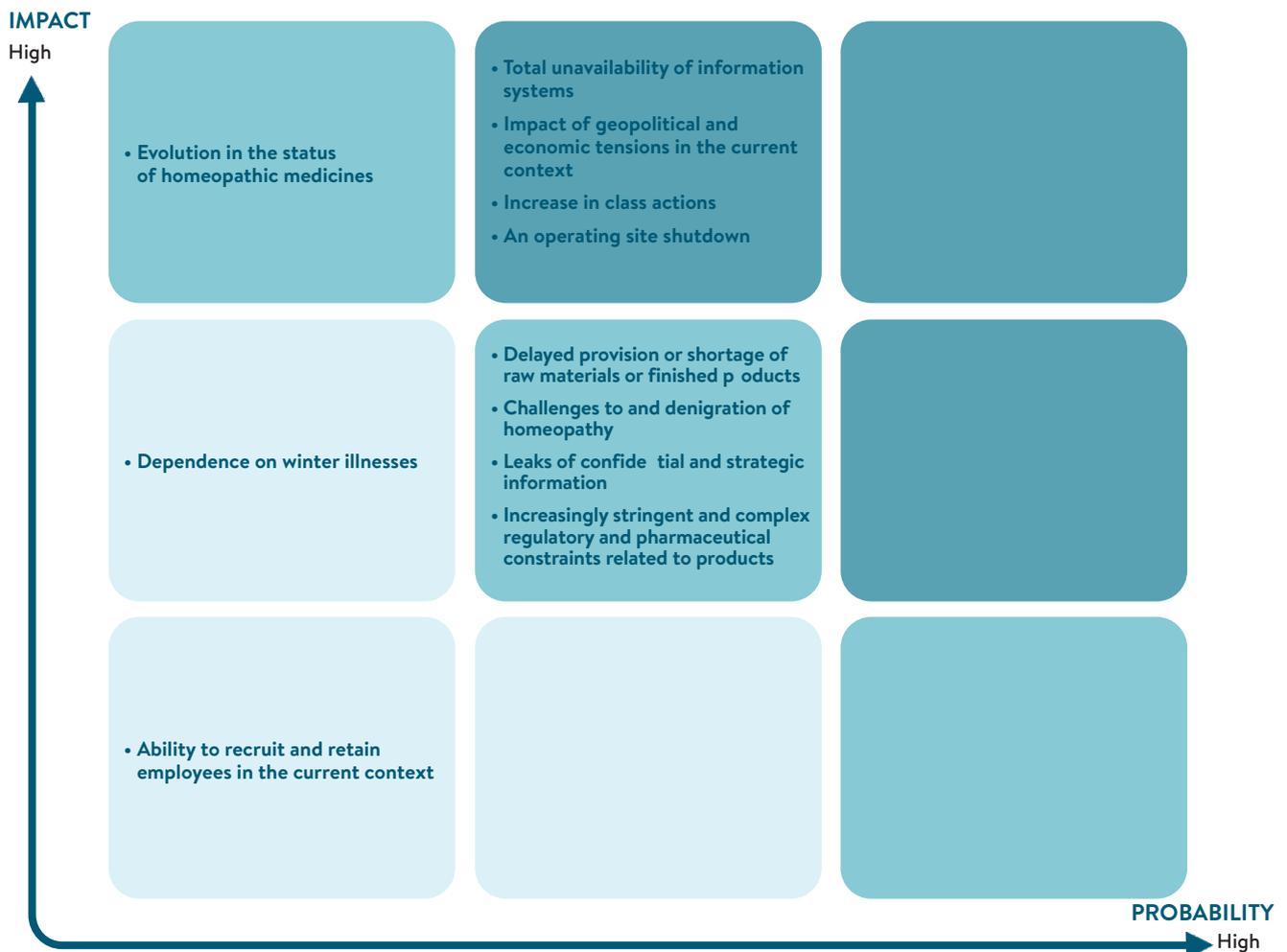
The primary risks presented here are those that can affect the Group’s business, financial position, reputation, results, or outlook.

In order to identify and assess these risks, the risk map is updated annually for the next year by Senior 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 prepare action plans.

The 2023 risk map below shows the risks to which BOIRON is exposed, based on probability and their potential financial, organizational, and reputation impacts.

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



The risk map was updated in the fourth quarter of 2022.

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

- “decline in the attractiveness of the company and its ability to retain employees” was renamed “ability to recruit and retain employees in the current context”, and the impact of this risk has also been lowered to a low level. For example:
 - if the market is tight, BOIRON has no more difficulty than other employers in finding staff. Recruitment times are simply longer due to the market,
 - BOIRON’s brand image has suffered as a result of the delisting of homeopathy from French health insurance, and the job protection plan. As time passes and we gain distance from these events, the company’s image is improving, aided by external communication efforts,
- the probability of a “delayed provision or shortage of raw materials or finished products,” has increased, particularly due to global disruptions in the supply of certain raw materials that have affected BOIRON. For example, in 2022, the unavailability of maltitol resulted in finished product shortages in the BOIRON sugar-free syrup range,
- “total production site shutdown” was renamed “an operating site shutdown” due to the geographic separation of the sites.

It also led BOIRON to eliminate the “Number and complexity of the Group’s markets” risk and to replace it with two separate risks:

- “Impact of geopolitical and economic tensions in the current context”,
- “Increase in class actions”.

Impact of the current macro-economic context on risk factors

BOIRON has successfully maintained its operations despite the successive crises since 2020 (delisting of homeopathy from French health insurance, the coronavirus pandemic (COVID), and the global crisis stemming from the Russian-Ukrainian conflict). Nevertheless, the entire Group and its partners have been affected by this uncertain macro-economic context. Particular attention must be paid to emerging risks and to existing risk factors likely to be exacerbated. These risks are detailed in the following paragraphs:

- delayed provision or shortage of raw materials or finished products,
- impact of geopolitical and economic tensions in the current context,
- unavailability of information systems.

1.4.1.1 Business risks

Impact of geopolitical and economic tensions in the current context

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.

Given its international scope, the Group is exposed to a range of political and economic circumstances that are becoming increasingly tense in the current macroeconomic context.

Risks and potential effects

Geopolitical tensions, the rise of protectionism, the risk of currency devaluation and customer default are all risks that may adversely impact the Group. Regions to which the Group pays close attention are Russia (3.3% of revenues), Asia (1.1% of revenues) and Latin America (1.8% of revenues).

The potential effects of these risks range from a decrease in revenues to a total inability to recover assets, estimated at several million euros.

Increase in class actions

Background

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

Currently, the majority of ongoing class actions or requests for class actions against BOIRON involve subsidiaries BOIRON USA (19.8% of revenues) and BOIRON CANADA (2.8% of revenues).

Risks and potential effects

These class actions are legal proceedings which, in addition to the time that must be dedicated to them over several years, incur significant defense costs, independent of any potential judgments or settlement agreements.

Challenges to and denigration of homeopathy

Background

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

In parallel, 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 delisting of homeopathic medicines from French health insurance and attacks on this therapeutic 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 France, 2022 non-proprietary homeopathic medicine (NPHM) revenues decreased by 9.9% compared to 2021.

In response to this situation and the related risks, the company decided to reorganize its sales force, in particular by keeping a team of medical sales representatives and creating a network of Homeopathic Development Managers (HDM) in January 2021. Secondly, the "Research and Development, Scientific and Medical Affairs Department" was set up and is now fully operational.

BOIRON has also decided:

- to maintain a broad offer and low recommended sale prices to ensure its medicines remain affordable to the greatest number,
- to continue marketing OTC homeopathic medicines ⁽¹⁾ (Labiaméol[®], Convaméo[®], Prélium[®]...) meeting consumers' expectations (naturalness, efficacy and no expected side effects) and filling therapeutic gaps, especially for children and pregnant women.

(1) Over The Counter.

Dependence on winter illnesses

Background

Since its beginnings, BOIRON has primarily manufactured, distributed and sold homeopathic medicines. The Group's sales have always been relatively dependent on winter illnesses.

Since 2020, the Group has stepped up the launch of new products to diversify its product range and expand its treatments to different ailments and illnesses.

Risks and potential effects

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

- the impact of climate change on winter illnesses over the longer term,
- the variability of winter illness numbers from one year to the next.

In 2023, 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).

1.4.1.2 Industrial and IT system risks

Total unavailability of 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 2022.

However, given the considerable use of IT systems as part of industrial and administrative processes⁽¹⁾, these information systems are highly exposed.

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.

An operating site shutdown

Background

In the event of a problem, the geographic network and IT systems in place at distribution sites in France enable the transfer of activities from one facility to another, for the management of compounding preparations, orders and deliveries.

As such, the risk of a total shutdown of a Group site mainly affects the Messimy and Montévrain production sites and the Les Olmes storage facility. For both production sites, a transfer of activities within BOIRON or to an external manufacturer cannot be envisaged quickly without prior authorization from the relevant authorities, particularly with regard to regulatory aspects, equipment and premises.

⁽¹⁾ Use of Cloud solutions, links with subsidiaries, use of collaborative tools, mobility solutions and teleworking.

Risks and potential effects

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.

Depending on its scale, the shutdown of one of the production or storage sites would lead to a temporary inability to manufacture or sell.

In 2022, the production percentage, expressed as a number of sales units, was 94% for the Messimy site and 6% for the Montevrain site.

BOIRON is committed to complying with regulatory obligations in terms of health and safety. The Health, Safety, Environment and Security (HSES) division implements procedures that apply to all employees at production and storage sites. The Messimy and Les Olmes sites are also certified as Authorized Economic Operators (AEOs). A business continuity plan has also been prepared to limit the impact of 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, for example, 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).

1.4.1.3 Regulatory risks

Changes in the status of homeopathic medicines

Background

In each country, the regulatory authorities impose, within restrictive deadlines, regulatory requirements for market access [Marketing Authorization (MA), Homeopathic Registration (HR)], marketing (packaging), promotion, and even the manufacture of homeopathic medicines and the compliance of manufacturing sites.

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 market access 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 MAs 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 for 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.

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 2022, 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 2022, 6% of filings were yet to be evaluated.

Other countries have started this re-registration process (Italy, Spain, Belgium) or plan to do so in the coming years (South Africa).

Risks and potential effects

In accordance with its commitments, in 2022 the European Commission reactivated Directive 2001/83 regulating medicinal products for human use, which includes homeopathic medicines. At the beginning of 2023, the ordinary legislative process involving examination of the document by the Parliament and the Council will begin. The final text is expected to be published in 2024 for subsequent implementation.

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 related to products

Background

BOIRON is subject to strict constraints and numerous requirements relating to the development, production and distribution of medicines and other healthcare products.

These regulatory requirements in relation to Good Manufacturing Practices (GMP), Good Preparation Practices (GPP) and Good Distribution Practices (GDP) (for example) are constantly evolving, especially 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 based on its own quality system (nearly seventy audits conducted by BOIRON's quality assurance teams each year), the Group is regularly subject to inspections by the health authorities.

Different countries' pharmaceutical regulations 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 (for example, Food and Drug Administration (FDA) in the United States).

In France, inspections are performed by the ANSM, which periodically inspects each BOIRON production or distribution site. Furthermore, BOIRON is also audited in relation to the regular renewal of its GMP certificate on Raw Materials for Pharmaceutical Use.

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. At the Messimy site, the most recent French inspections carried out by ANSM in March 2021 (GMP Parts 1 and 2) found that the site was compliant with GMP.

In 2022, at the Messimy production site, BOIRON obtained renewal of its ISO 22716 certification on the application of GMPs for cosmetic products.

Risks and potential effects

The risks inherent to manufacturers and/or distributors of healthcare products are:

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

The potential effects of this risk are:

- recall of one or more batches or withdrawal of one or more products 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,
- the temporary or permanent closure of a site (see "An operating site shutdown"),
- increased production costs due to new requirements.

BOIRON's quality teams take action and work in collaboration with other departments to combat these major risks.

These regulatory changes also provided an opportunity to launch innovation and digitalization projects for the manufacturing and quality control processes:

- electronic batch record with a Manufacturing Execution System (MES). This system was launched in March 2021,
- deployment of a new Laboratory Information Management System (LIMS) in 2022, with a view to digitizing analytical documents using a Laboratory Execution System (LES).

1.4.1.4 Organizational risks

Delayed provision or shortage of raw materials or finished products

Background

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

Since 2021, the health crisis has disrupted logistics chains, both in terms of time (sea freight) and cost (air and sea freight), and has also resulted in pressure on the supply of certain materials. Lead times for high-demand packaging items and raw materials have increased significantly. Shortages even affected the production of certain BOIRON product range in 2022. One example is maltitol, an excipient used to make sugar-free syrups, the supply of which has been impacted by a worldwide shortage.

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 other causes of delays are linked to difficulties 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 2022 has reduced the risk of product availability delays and shortages.

BOIRON continues to improve internal processes, business models, customer service, and production organization. The company has acquired new sales forecasting software, which is now deployed at all subsidiaries and distributor sites. This software offers a more collaborative and efficient management of the entire supply chain.

Ability to recruit and retain employees in the current context

Background

Since 2020, BOIRON has been impacted by a major reorganization of its distribution networks, resulting in an Job Protection Plan and the delisting of homeopathy from the French Social Security system since January 1, 2021.

The company is now in the Job Protection Plan follow-up phase and has a solid diversification and development strategy.

Facing significant external repercussions in terms of brand image, the company is now facing labor market challenges, amid changing views on the place and meaning of work for individuals. For some generations, the desire for a career change was amplified by the COVID health crisis. The decline in unemployment over the last few quarters has also made it easier for employees in France to change jobs. As a result, there has been a tightening of the labor market and a depletion of available skills.

Risks and potential effects

Given the internal reorganization and changing views of work, risks related to attractiveness and employee retention are present within the company and may result in employee departures, or even in longer recruitment times. These changes could have an impact on the productivity of teams or the ability to deliver projects.

In response to these risks, the company:

- develops communications to promote the corporate culture and a sense of belonging, both internally and externally,
- adapts and improves its employee agreements, and employee benefit policies and practices,
- steps up its skills development, integration and mobility programs,
- preserves the quality of life at work,
- gives meaning to the company's transformation.

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. The BOIRON parent company's internal control procedures, both with regard to its own operations and controls of its subsidiaries, are presented below.

1.4.2.1 Internal control framework

Objectives and limitations

The internal control process is based on the reference framework and applicable AMF⁽¹⁾ (French financial markets regulation authority) guideline.

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 Senior 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 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.

Since 2014, a good governance charter was signed by each of the subsidiary directors and administrative and financial officers. It formalizes the internal rules of good governance with respect to assets, customer risk, and cash flow monitoring, as well as the management and marketing policy. This charter was updated in 2022.

The charter and local subsidiary organization 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,
- stringent application of the Group's strategy.

(1) Reference framework on risk management and internal control systems for small and medium-sized companies.

However, as is the case with any control system, the measures applied cannot guarantee total control of all risks or the achievement of BOIRON parent company's goals. The probability of achieving those goals depends on factors outside its 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 Secretary General,
- 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 effectiveness 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, Senior 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 employees' awareness regarding risks such as 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 Data Protection Officer (DPO), 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. It was last updated in 2023.

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 to evaluate the internal control systems. BOIRON parent company complies with the Infrastructure Qualification and Information Systems Validation processes and the 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 processing 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 International Financial Reporting Standards (IFRS),
- 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 remit:

- 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 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 risks committee meets half-yearly to evaluate 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 statutory consolidation and Group reporting process includes the following main steps:

- collection of the subsidiaries' financial data and analysis of the data compared to the previous year, budget or most recent budget updates;
- control of the data collected,
- 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 for the reporting of consolidated financial statements every six months.

The following documents are circulated throughout the Group and are regularly updated:

- Account closing best practices,
- Accounting and financial standards manual.

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, which is 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.

Procedure for the review of social liabilities

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

The consolidation department compiles employee-benefit 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.

The Group is assisted by a specialized firm for the implementation of the European Single Electronic Format (ESEF) reporting system. This approach is 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.

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

BOIRON also has an environmental liability policy covering environmental damage that may result from the operation 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. General Management was also consulted and asked for its approval.

This report was examined by the Audit Committee and Compensation Committee and approved by the Board of Directors on March 21, 2023. It was also provided to the Statutory Auditors, to assist them in their work.

2.1 CORPORATE GOVERNANCE GUIDELINES AND RULES

BOIRON parent company has taken note of the provisions of the corporate governance codes published by MIDDLENEXT in September 2021 and by AFEP-MEDEF in December 2022, 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.
- 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 transparency of communication between the various governing bodies (the Board of Directors, Audit Committee and Compensation Committee, 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 applies 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;
- pursuant to the Articles of Association, the definition of a three-year term of office for Board members, including the Chairman and Committee members, with staggered renewal of their terms of officer in order to renew them more regularly,
- the presence of independent Board Members in accordance with the criteria set out in the Board of Directors' internal regulations, which are described 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 accordance with the internal regulations of the Board of Directors. 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 section 2.2.5,
- the annual assessment by the Board of Directors of its work, in particular to review its operating procedures, composition and organization, as well as that of its Committees, and to verify that important issues are effectively prepared and discussed.

2.2 COMPOSITION, ORGANIZATION AND FUNCTIONING OF THE BOARD OF DIRECTORS

2.2.1 Composition of the Board of Directors

2.2.1.1 Principles relating to the 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 has been composed of seventeen members since the Annual General Meeting of May 19, 2022, including one Board member representing the employee shareholders and two Board members representing the employees.

According to Article 17 of the Articles of Association, a Board Member's 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. Outgoing Board members are eligible for re-appointment and the renewal of their term of office is staggered, so as to renew them more regularly and not all at once.

More than one-third of Board members (i.e. 35.7%), excluding the Board member representing employee shareholders and Board members representing employees, are independent, in accordance with the criteria set out in the Board of Directors' internal regulations, which are described in section 2.2.3.1.1.

Excluding the Board member representing employee shareholders and the Board members representing employees, 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.

The Board of Directors comprises eight women of a total seventeen Board members, i.e. 47% women. However, in accordance with statutory provisions, if the Board member representing employee shareholders and the Board members representing employees are excluded from the calculation, the Board of Directors includes eight women out of a total of fourteen Directors, i.e. 57% women. 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.

2.2.1.2 Diversity on the Board of Directors and its Committees

Pursuant to Article L.22-10-10 2° of the French Commercial Code, the company seeks to ensure its Board of Directors, Committees, and management bodies are diverse in terms of gender, age, skills and experience, in order to ensure complementarity between the various members and dynamic, innovative and effective operation.

The composition of the Board of Directors is very diverse in terms of gender equality, with eight women out of a total of fourteen members (if the Board member representing employee shareholders and the Board members representing employees are excluded from 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, directors and corporate administrators, managers, accountants, financial and scientific 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.

The Audit Committee comprises four members, including three women, and the Compensation Committee is made up of four members, including two women.

Women are also represented on the Management Committee with the presence, alongside the General Manager, of the Director of Human Resources and the Director of R&D-Scientific and Medical Affairs, representing 33% of the members of the Management Committee.

2.2.1.3 Independent Board members and independence criteria

The Board of Directors includes five independent Board Members: Ms. Anne Borfiga, Mr. Philippe Brun, Mr. Jean-Marc Chalot, Mr. Stéphane Legastelois and Mr. Jordan Guyon.

The independence criteria applied are as follows:

- 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.

These five Board members do not have any business dealings with the company.

2.2.1.4 Board Members representing the employees and Board Members representing shareholder employees

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 Shareholders' Meeting to be held on May 25, 2023 to approve the financial statements for the previous fiscal year.

2.2.1.5 Terms of office expiring at the end of the Annual General Meeting on May 25, 2023

The terms of office as Board Members of Mr. Thierry Boiron, Ms. Valérie Lorentz-Poinsot, Ms. Michèle Boiron, Ms. Anabelle Flory-Boiron, Ms. Laurence Boiron, Mr. Jacky Abécassis and the term of office as the Board Member representing employee shareholders of Mr. Grégory Walter will expire at the end of the next Shareholders' Meeting.

A proposal will be made to the Shareholders' Meeting of May 25, 2023 to renew their terms of office for a period of three years, with the exception of Ms. Michèle Boiron and Mr. Jacky Abécassis, who have stated that they do not intend to renew their terms of office as Board members, bringing the number of members of the Board of Directors to fifteen, taking into account the Board member representing employee shareholders and the two Board members representing employees.

Composition of the Board of Directors and General Management

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
Thierry Boiron Director, Chairman of the Board of Directors 62 years A French national	As a Board member: BoD meeting of 09/18/1996	2023 Ordinary Shareholders' Meeting	Chairman of the Board of Directors	None	Board Member, Chairman and Chief Executive Officer of SODEVIA ⁽¹⁾ Manager of SOFABI ⁽³⁾ Manager of SODEGE ⁽³⁾ Manager of SCI SOKYE ⁽³⁾
	As Chairman of the Board of Directors: BoD meeting 05/19/2011 effective 07/01/2011	2023 Ordinary Shareholders' Meeting			Brother of Michèle Boiron, cousin of Christine Boyer-Boiron, uncle of Stéphanie Chesnot, Virginie Heurtaut and Anabelle Flory-Boiron
Valérie Lorentz-Poinsot Board member, General Manager 54 years A French national	As Board member: AGM 05/22/2014	2023 Ordinary Shareholders' Meeting	General Manager	None	Board member, Chairman and Chief Executive Officer of LES EDITIONS SIMILIA ⁽²⁾ Board Member and Chairman of BOIRON ⁽²⁾ (Switzerland) Board member of BOIRON USA ⁽²⁾ (USA), BOIRON ⁽²⁾ (USA), BOIRON CANADA ⁽²⁾ (Canada), Laboratoires BOIRON ⁽²⁾ (Italy), BOIRON MEDICAMENTOS HOMEOPATICOS ⁽²⁾ (Brazil), Board member of BOIRON USA ⁽²⁾ (USA), BOIRON ⁽²⁾ (USA), BOIRON CANADA ⁽²⁾ (Canada), LABORATOIRES BOIRON ⁽²⁾ (Italy), BOIRON MEDICAMENTOS HOMEOPATICOS ⁽²⁾ (Brazil), Manager of BOIRON ⁽²⁾ (Germany) Chairman of ONDINE ⁽³⁾ Board member of Université Jean Moulin Lyon III Board member of Fondation OL Board member of MARE NOSTRUM Group
	As Managing Director: BoD meeting of 09/05/2018 effective 01/01/2019	Unlimited term			Manager of BOIRON ⁽²⁾ (Germany) Chairman of ONDINE ⁽³⁾ Board member of Université Jean Moulin Lyon III Board member of Fondation OL Board member of MARE NOSTRUM Group
Jean-Christophe Bayssat Deputy General Manager 60 years A French national	BoD meeting 12/16/2015 effective 01/01/2016	Unlimited term	Chief Pharmacist Pharmaceutical Development Director (employee)	None	Chairman Board Member of AFIPRAL (association, France)
Jacky Abécassis Board Member 81 years A French national	OSM of 05/06/1987	2023 Ordinary Shareholders' Meeting	None	None	Member of the BOIRON Compensation Committee until May 19, 2022
Michèle Boiron Board Member 78 years A French national	BoD meeting of 09/18/1996	2023 Ordinary Shareholders' Meeting	None	Pharmacist Advisor	Board member of SODEVIA ⁽¹⁾ and BOIRON ⁽²⁾ (Switzerland). Sister of Thierry Boiron, cousin of Christine Boyer-Boiron, aunt of Stéphanie Chesnot, Virginie Heurtaut and Anabelle Flory-Boiron

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
Christine Boyer-Boiron					
Board Member 79 years A French national	OSM of 05/22/2003	2024 Ordinary Shareholders' Meeting	None	None	Board Member of Société Henri Boiron (SHB) ⁽¹⁾ Cousin of Michèle and Thierry Boiron, aunt of Laurence Boiron
Stéphanie Chesnot					
Board Member 51 years A French national	BoD meeting of 03/10/2010	2024 Ordinary Shareholders' Meeting	None	Management and administration consulting	Member of the BOIRON Audit Committee Director of SODEVA ⁽¹⁾ Manager of La Suite Architecture ⁽³⁾ Niece of Thierry and Michèle Boiron, sister of Virginie Heurtaut and Anabelle Flory-Boiron
Virginie Heurtaut					
Board Member 48 years A French national	Combined Shareholders' Meeting of 05/23/2013	2025 Ordinary Shareholders' Meeting	None	Architect	Member of the BOIRON Audit Committee Board member of SODEVA ⁽¹⁾ Manager of La Suite Architecture ⁽³⁾ Niece of Thierry and Michèle Boiron, sister of Stéphanie Chesnot and Anabelle Flory-Boiron
Grégory Walter					
Board Member representing shareholder employees 45 years A French national	Combined Shareholders' Meeting of 05/18/2017	2023 Ordinary Shareholders' Meeting	Senior pharmaceutical technician	None	Chairman of the FCPE BOIRON supervisory board
Anabelle Flory-Boiron					
Board Member 45 years A French national	Combined Shareholders' Meeting of 05/28/2020	2023 Ordinary Shareholders' Meeting	None	None	Member of the BOIRON Compensation Committee Director of SODEVA ⁽¹⁾ Board Member of the EM Lyon Foundation Niece of Thierry and Michèle Boiron, sister of Stéphanie Chesnot and Virginie Heurtaut
Laurence Boiron					
Board Member 47 years A French national	Combined Shareholders' Meeting of 05/28/2020	2023 Ordinary Shareholders' Meeting	None	Emergency physician	Director, Chairman and Chief Executive Officer of SHB ⁽¹⁾ , Niece of Christine Boyer-Boiron
Sylvain Mossaz					
Board Member representing employees 46 years A French national	Central Works Council 12/10/2020 (recognized by the BoD meeting of 12/17/2020)	12/10/2023	Finance and management application administrator	None	Member of the BOIRON Compensation Committee
Anne Borfiga					
Independent Board Member 51 years A French national	Combined Shareholders' Meeting of 05/27/2021	2024 Ordinary Shareholders' Meeting	None	Director of Change Management Secretary General of the Board of Directors	Member of the BOIRON Audit Committee Chair 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
Philippe Brun Independent Board Member 62 years A French national	Combined Shareholders' Meeting of 05/27/2021	2024 Ordinary Shareholders' Meeting	None	Member of the Management Board	Chairman 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 ⁽³⁾ Board member of SERGE FERRARI Tersuisse ⁽³⁾ Board member of SERGE FERRARI AG ⁽³⁾ Director of SERGE FERRARI India Private Limited ⁽³⁾ Director of SERGE FERRARI Shanghai Co ⁽³⁾ Director of SERGE FERRARI Tekstil Sanayi Ve Ticaret Anonim Sirketi ⁽³⁾ Director of Ferramat Sanayi Ve Ticaret Anonim Sirketi ⁽³⁾ Geschäftsführer of SERGE FERRARI Deutschland GmbH ⁽³⁾ Board member of GIOFEX Group srl ⁽³⁾ Geschäftsführer of GIOFEX Deutschland GmbH ⁽³⁾ Board member of GIOFEX Bulgaria ⁽³⁾ Board member of GIOFEX Slovakia ⁽³⁾ Board member of GIOFEX France ⁽³⁾ Board member of Plastitex SpA ⁽³⁾ Board member of SERGE FERRARI AB ⁽³⁾ Director of FIT Industrial Co ⁽³⁾
Jean-François Hénaux Board Member representing employees 52 years A French national	Central Works Council 12/09/2021 (recognized by the BoD meeting of 12/17/2021)	12/09/2024	IT Project manager	None	
Jean-Marc Chalot Independent Board Member 65 years A French national	Combined Shareholders' Meeting of 05/19/2022	2025 Ordinary Shareholders' Meeting	None	Company Chairman and Chief Pharmacist	Chairman of Pharmatis ⁽³⁾
Stéphane Legastelois Independent Board Member 62 years A French national	Combined Shareholders' Meeting of 05/19/2022	2025 Ordinary Shareholders' Meeting	None	Company President	President of 33 Californie ⁽³⁾ Chairman of the Mexbrain Board ⁽³⁾ President of Simba Santé 3 ⁽³⁾ Board member of Biocorp ⁽³⁾ Board member of association Mabdesign
Jordan Guyon Independent Board Member 33 years A French national	Combined Shareholders' Meeting of 05/19/2022	2025 Ordinary Shareholders' Meeting	None	Pharmacist	
Jean-Pierre Boyer Board Member 77 years A French national	Combined Shareholders' Meeting of 05/18/2000	05/19/2022 ⁽⁵⁾	None	None	Board Member of Société Henri Boiron (SHB) ⁽¹⁾

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
Bruno Grange					
Board Member 70 years A French national	Combined Shareholders' Meeting of 05/23/2002	05/19/2022 ⁽⁵⁾	None	None	Member of the BOIRON Compensation Committee until 05/19/2022
Michel Bouissou					
Independent Board Member 81 years A French national	OSM of 06/07/1989	05/19/2022 ⁽⁶⁾	None	Chairman and Chief Executive Officer	Chairman of the BOIRON Audit Committee until 05/19/2022 Member of the BOIRON Compensation Committee until 05/19/2022 Chairman and Chief Executive Officer of CITA SA ⁽³⁾

(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 2.2.1.3.

(5) Jean-Pierre Boyer and Bruno Grange have informed the Board of Directors of their intention to resign as Board members at the end of the Shareholders' Meeting of May 19, 2022.

(6) Mr. Michel Bouissou has informed the Board of Directors of his intention not to seek reappointment as a Board member at the close of the Shareholders' Meeting on May 19, 2022.

Offices (excluding subsidiaries) held by members of a management or administrative body over the past five years that are no longer held

Jean-Marc Chalot	Chairman and Chief Executive Officer of Péters Surgical (until 2018)
Jordan Guyon	President of Gaoma Therapeutics (until February 2023)

No other 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 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.

Furthermore, in accordance with the Board of Directors' internal regulations, at the General Manager's request, who is solely responsible for the executive and operational management of the company, the Chairman may also carry out the following specific tasks, in close coordination with the General Manager:

- represent the company, in conjunction with the General Manager and at the latter's exclusive request, in high-level national and international dealings, in particular with public authorities, major partners of the company and its subsidiaries, and other strategic company stakeholders,
- without prejudice to the prerogatives of the Board of Directors and its Committees, be consulted by the General Manager on any material events relating to the company's strategy and development projects that she considers necessary.

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 nine times in 2022. The average duration of Board meetings was around three hours. The Board Members' attendance rate was 99% in 2022. In 2022, the Board of Directors was informed of, examined, or made decisions concerning the following points: the BOIRON Group's strategy and business, the development and launch of new products, the launch of a more environmentally friendly BOIRON tube and an online sales site for BOIRON products other than medicines, the external growth strategy and the acquisition of ABBI, the international organization and the impact of the war in Ukraine on the Russian subsidiary, the strategy for teaching homeopathic therapeutics, the recapitalization of subsidiaries, the annual and half-year consolidated financial statements, quarterly activity, financial notices, provisional management documents, the Company's gender equality and equal pay policy, the compensation of the corporate officers, the implementation of the buyback program, regulated agreements, plans for the replacement of Board and Committee members, and authorizations to be granted to General Management for the approval of security interests, endorsements and guarantees.

2.2.2.4 Internal 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.

2.2.2.5 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 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.

2.2.2.6 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.

Mr. Jean-Christophe Bayssat also performs, under an employment contract, technical duties not related to his term of office, namely those of Chief Pharmacist and Director of Pharmaceutical Development, in accordance with the requirements of the French Public Health Code, as set out in the company's Articles of Association, according to which a pharmacist must be a member of General Management.

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 composed of:

- the Deputy General Manager/Chief Pharmacist and Director of Pharmaceutical Development, Mr. Jean-Christophe Baysat,
- the Secretary General/Chief Financial and Administrative Officer, Mr. Eric Lambert,
- the Human Resources Director, Ms. Juliette Baudry,
- the Director of Operations, Mr. Patrice Varraut,
- the Director of Regulatory Affairs, Mr. Frédéric Ducher,
- the Director of Research and Development for Scientific and Medical Affairs, Ms. Isabelle Chanel,
- the Director of IT Services, Mr. Hervé Couplier,
- the Director of Industrial Performance and Innovation, Mr. Frédéric Riou.

In addition, a General Management Attaché, Mr. Quentin Hua, has been appointed to support General Management on issues of importance to the Group.

2.2.3 Specialized Board committees

2.2.3.1 Audit Committee

The Audit Committee is composed of four members:

- Mr. Philippe Brun, since the Board of Directors meeting of May 27, 2021, Chairman of the Committee since the Board of Directors meeting of May 19, 2022 and independent Board member,
- Ms. Stéphanie Chesnot, since the Board of Directors meeting of May 17, 2018,
- Ms. Virginie Heurtaut, since the Board of Directors meeting of April 7, 2020,
- Ms. Anne Borfiga, since the Board of Directors meeting of May 27, 2021, independent member.

The term of office of the members of the Audit Committee is three years, which may not exceed the remainder of their term as Board members.

Each of them has specific expertise in light of his or her education and professional work experience:

- Mr. Philippe Brun (independent Board member) has special skills in corporate management and finance: a graduate of EM Lyon and 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,
- 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 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,

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. Philippe Brun, as well as Ms. Anne Borfiga, with at least one member with skills in finance and accounting and who is deemed to be independent with regard to the criteria set out under 2.2.1.3.

2.2.3.1.2 Audit Committee responsibilities

The duties of the Audit Committee are set out in the Board of Directors' internal regulations. Furthermore, a charter first prepared in March 2000 and last updated on June 14, 2018, describes the responsibilities and functioning of the Audit Committee, in accordance with the statutory audit reform.

The Audit Committee has studied the guides published in November 2018 on the statutory auditing reform and services other than financial statement certification, 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 and any major changes. 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 examines and assesses 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. It provides its opinion on the amount of their fees for their statutory audit assignments. The most recent call for tenders for the selection of new Statutory Auditors took place between 2022 and 2023, as their renewal or appointment must take place at the Shareholders' Meeting of May 25, 2023,
- 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 assignments other than certification of the financial statements carried out by the statutory auditors in 2022 were immaterial (see note 36 in the notes to the consolidated financial statements), as the amount did not exceed 15% of the total fees received by DELOITTE & ASSOCIÉS and MAZARS during each of the past three fiscal years.

The Audit Committee's findings and recommendations are exclusively intended for the Board.

In 2022, the Audit Committee met five times and its meetings lasted seven hours on average.

Two meetings were devoted to examining the financial statements (one for the annual financial statements and one for the half-year financial statements) and to the preparation of the statutory auditors' report. On this occasion, the Audit Committee takes part in Risk Committee meetings (an ad hoc committee that assesses risks liable to have a financial impact at Group level) in the presence of the Finance Department, the Legal Department and the Human Resources Department.

The Audit Committee is provided with the Statutory Auditors' findings on the half-year and annual financial statements and on the Group's internal control system. Lastly, the Audit Committee sets aside time at each of its meetings to discuss the Group's operational, organizational and financial issues with the General Manager.

With the participation and support of the company's related business units, two meetings were devoted to risk mapping, reporting on the work of the internal audit department, the implementation of the CSR strategy and the energy mix, as well as the presentation of new statutory measures to protect whistleblowers.

Following each of these meetings, a report is provided to the Chairman of the Board and to General Management.

In the last quarter of 2022, the Audit Committee took part in specific meetings relating to the Statutory Auditor selection process.

Furthermore, the Chairman of the Audit Committee provides regular reports to the Board of Directors.

In 2022, the participation rate of Audit Committee members was 100%.

2.2.3.2 Compensation Committee

The Compensation Committee is composed of four members:

- Ms. Anne Borfiga, appointed as member and Chair of the Committee by the Board of Directors meeting of May 19, 2022, independent member.
- Mr. Philippe Brun, appointed by the Board of Directors Meeting of May 27, 2021 independent member,
- Ms. Anabelle Flory-Boiron appointed by the Board of Directors meeting on May 19, 2022,
- Mr. Sylvain Mossaz, appointed by the Board of Directors Meeting of May 19, 2022, Board member representing the employees.

The term of office of the members of the Compensation Committee is three years, which may not exceed the remainder of their term as Board members.

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 one-off or deferred compensation, for the Chairman, General Manager and Deputy General Managers. Its operating procedures and powers are described in the Board of Directors' Internal Regulations, as well as in an updated charter approved by the Board of Directors on December 15, 2022.

In 2022, the members of the Compensation Committee had various discussions by telephone and three videoconference calls. The Compensation Committee member attendance rate was 100% in 2022. The main topic addressed during these meetings was the updating of the Compensation Committee's charter, changes to the compensation policy and the compensation to be granted to executive corporate officers.

2.2.4 Assessment of the works of the Board of Directors and its Committees

The Board of Directors has set up a working group to prepare a questionnaire to assess the work of the Board, which will be completed some time during 2023.

2.2.5 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 section 2.5 of this Universal Registration 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, 2022, after being reviewed by the Board of Directors on January 20, 2022. 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 19, 2023, which found that it continued to meet the criteria which had led to its initial approval, and will continue throughout 2023. 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 2022 and 2023 was authorized by the Board of Directors at its September 8, 2021 and September 7, 2022 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 2022 and 2023 was authorized by the Board of Directors at its September 8, 2021 and September 7, 2022 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 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 2022 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 REGULATED AGREEMENTS

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, 2022

To the Shareholders' Meeting of Boiron SA,

In our capacity as your company's statutory auditors, we hereby report to you on 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 8, 2021 authorized the renewal of this contract for one year from January 1, 2022.

Compensation: In 2022, Ms. Michèle Boiron's compensation was € 1,600 (excluding tax) per day of work. The total amount of compensation recognized as an expense for 2022 was € 0 (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 7, 2022 decided, for the same reasons as those set out above, to authorize the renewal of the contract with Ms. Michèle BOIRON for the year 2023 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 8, 2021 authorized the renewal of this contract for one year from January 1, 2022.

Compensation: Compensation under the contract is € 1,200 (excluding tax) per day of work. The total amount of compensation recognized as an expense for 2022 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 7, 2022 decided to authorize renewal of the contract with LA SUITE ARCHITECTURE for the year 2023 under the same terms and conditions as those laid out above.

Agreements 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, 2022**

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 and purpose: 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, 2022. The Board of Directors, at its meetings of January 20, 2022 and January 19, 2023, re-examined the company's interest in maintaining this agreement for the 2022 and 2023 financial years, respectively.

Compensation: The amount of the services accounted as income for the 2022 fiscal year was € 8.388,00 including tax.

Lyon, April 13, 2023

The Statutory Auditors

French original signed by

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, in its twentieth extraordinary resolution, authorized the Board of Directors to cancel shares purchased by the company under the terms 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	05/27/2021	24 months	None	05/26/2023

2.5 FACTORS LIKELY TO HAVE AN INFLUENCE IN THE EVENT OF A PUBLIC TENDER OFFER

Pursuant to Article L.22-10-11 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

(signed on January 2, 2020 and published by the AMF in notice no. 221C0309 dated February 8, 2021):

This agreement provides for 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 commitment as of the signature date	Percentage of voting rights covered	Name of signatories who are 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	07/29/2005	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	06/14/2013	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	09/23/2013	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	12/06/2016	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 commitment as of the signature date	Percentage of voting rights covered	Name of signatories who are 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	04/17/2019	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

Please also note:

- 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 financial and non-financial criteria for their variable compensation based on the Group's strategic development objectives, 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 performance criteria, 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 1.2.1.4.1). 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 annual 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 primarily 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.

The Shareholders' Meeting of May 25, 2023 will be asked to approve the compensation policy for corporate officers presented in this section, by means of the seventeenth, eighteenth, nineteenth, and twentieth resolutions.

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 financial and non-financial criteria in line with the Group's strategic development goals,
- the General Manager and Deputy General Managers may receive multi-year variable compensation, the purpose of which is to align their interests with those of the shareholders while encouraging motivation and loyalty to the Group, and which is essentially based on the allocation of bonus shares,
- no executive corporate officer may be awarded share subscription options and/or purchase options,
- no executive corporate officer may be given a golden hello or golden parachute,
- no executive corporate officer may be awarded compensation for a non-compete clause,
- no executive corporate officer may be awarded a top-hat pension, a defined-benefit retirement pension, or a defined-contribution retirement plan.

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 as members of the Board and the resulting 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 three performance criteria in line with the Group's strategic development objectives.

- **A financial performance criterion to measure profitable growth**

In 2023, this criterion is subject to the following conditions:

- for the General Manager to be eligible for variable compensation, the Group's operating income for the 2023 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 2023.

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.

To determine the extent to which this financial performance criterion for variable compensation has 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.

- **Two non-financial criteria to measure the sustainable development of homeopathy and the CSR approach**

In 2023, the non-financial criteria related to the Group's strategic development goals are:

- the sustainable development of homeopathy; in 2023 it will be necessary to identify and implement new indicators within the Group,
- the CSR approach, which will take into account the Scope 3 carbon assessment and environmental impact reduction trajectory; the improvement in the attrition rate of employees who have been with the company for less than three years; the rate of employees who complete CSR training.

The variable compensation for non-financial criteria that can be awarded to the General Manager is capped at 10% of his or her fixed compensation and breaks down as follows:

- two thirds for the criterion related to the development of homeopathy,
- one third for the criterion related to the CSR approach.

The Board of Directors, on the proposal of the Compensation Committee, examines the achievement of non-financial objectives set for variable remuneration.

The financial and non-financial criteria of the variable compensation policy comply with the objectives of the compensation policy in that they are linked to the Group's strategic performance objectives, which, over time, contribute to the company's interest and sustainable development.

Multi-year variable compensation: the General Manager may also receive multi-year variable compensation, the objective of which is to align his or her interests with those of the shareholders while encouraging motivation and loyalty to the Group. Multi-year variable compensation is primarily based on the allocation of bonus shares. On the recommendation of the Compensation Committee, the Board of Directors sets the performance conditions for multi-year compensation. Allocations are also subject to the beneficiary being present at the Group at the end of the vesting period, and are accompanied by a minimum lock-in obligation until the end of the term as General Manager.

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, multi-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 enjoys the benefit of a company car and payment of premiums for GSC-type executive job loss insurance.

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 as Board members and the resulting 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 the company, 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.

Multi-year variable compensation: the Deputy General Managers may also receive multi-year variable compensation, the objective of which is to align their interests with those of the shareholders while encouraging motivation and loyalty to the Group. Multi-year variable compensation is primarily based on the allocation of bonus shares. On the recommendation of the Compensation Committee, the Board of Directors sets the performance conditions for multi-year compensation. Allocations are also subject to the beneficiary being present at the Group at the end of the vesting period, and are accompanied by a minimum lock-in obligation until the end of their term as Deputy General Managers.

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 as Board members and the resulting responsibilities, and not for attendance at meetings. The budget allocated for Board Member compensation is distributed as described in section 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 annual variable compensation exclusively in respect of their employment contracts, based on two performance criteria in line with the Group's strategic development objectives:

- **A financial performance criterion to measure profitable growth**

In 2023, this criterion is subject to the following conditions:

- 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;
- if this prerequisite is met, the Deputy General Managers' variable compensation will be based on 0.20% of the Group's operating profit for 2023.

- **A non-financial criterion to measure the CSR approach**

The criterion relating to the CSR approach will take into account the Scope 3 carbon assessment and environmental impact reduction trajectory; the improvement in the attrition rate of employees who have been with the company for less than three years; the rate of employees who complete CSR training.

The variable compensation for non-financial criteria that can be awarded to the Deputy General Managers is capped at 5% of their fixed compensation.

Finally, 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).

Extraordinary compensation: in the event of exceptional events, an extraordinary bonus may be paid to the Deputy General Managers.

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.

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.

In its eighteenth ordinary resolution, the Ordinary Shareholders' Meeting of May 19, 2022 set the annual compensation of the members of the Board of Directors at €325,000 for the 2022 fiscal year.

The Board of Directors will ask the Shareholders' Meeting of May 25, 2023, to set the new compensation budget to be allocated to the members of the Board of Directors at €325,000 for the 2023 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
Thierry Boiron	Chairman of the Board of Directors	2023 Ordinary Shareholders' Meeting	No	No		Revocation of mandates in accordance with the law and case law
	Board Member	2023 Ordinary Shareholders' Meeting				
Valérie Lorentz-Poinsot	General Manager	Unlimited term	No	No		Revocation of mandates in accordance with the law and case law
	Board Member	2023 Ordinary Shareholders' Meeting	(Employment contract suspended)			
Jean-Christophe Bayssat	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 term of office in accordance with the law and case law Termination of employment contract in compliance with the law and case law
Michèle Boiron	Board Member	2023 Ordinary Shareholders' Meeting	No	Yes	Termination of the service provision contract, with 3 months' notice before December 31 each year	Revocation of term of office in accordance with the law and case law
Grégory Walter	Board Member representing shareholder employees	2023 Ordinary Shareholders' Meeting	Yes (Open-ended employment contract for position as a senior pharmaceutical technician)	No	3 months' notice for employee positions	Revocation of term of office in accordance with the law and case law Termination of employment contract in compliance with the law and case law
Sylvain Mossaz	Board Member representing employees	10/12/2023	Yes (Open-ended employment contract for position as Finance and management application administrator)	No	3 months' notice for employee positions	Revocation of term of office in accordance with the law and case law Termination of employment contract in compliance with the law and case law
Jean-François Hénaux	Board Member representing employees	09/12/2024	Yes (Open-ended employment contract for duties as IT Project Manager)	No	3 months' notice for employee positions	Revocation of term of office 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.

2.6.2 Information on each corporate officer required by Article L.22-10-9 of the French Commercial Code

(Thirteenth resolution of the Shareholders' Meeting of May 25, 2023)

The information provided in this section will be submitted to a vote by the next Shareholders' Meeting (thirteenth resolution of the Shareholders' Meeting of May 25, 2023); 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	2022 fiscal year		2021 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	247,852	247,852	245,659	245,659
Annual variable compensation				
Multi-year variable compensation				
Extraordinary compensation				
SUB-TOTAL	247,852	247,852	245,659	245,659
Compensation as a Member of the Board of Directors	13,025	13,025	13,025	13,025
Benefits in kind:	4,076	4,076	4,495	4,495
• relating to company car	4,076	4,076	4,495	4,495
• 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				
TOTAL	264,953	264,953	263,179	263,179
Employee benefits:	19,570		19,185	
• of which preparation for retirement				
• of which retirement indemnities				
• of which long service awards	19,570		19,185	

Valérie Lorentz-Poinsot General Manager	2022 fiscal year		2021 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	547,184	547,184 ⁽¹⁾	372,853	372,853
Annual variable compensation	285,517 ⁽³⁾	405,420 ⁽²⁾	405,420 ⁽²⁾	425,424
Multi-year variable compensation				
Extraordinary compensation	100,000 ⁽⁴⁾			
SUB-TOTAL	932,701	952,604	778,273	798,277
Compensation as a Member of the Board of Directors	13,025	13,025	13,025	13,025
Benefits in kind:	42,503	42,503	51,613	51,613
• relating to company car	6,327	6,327	6,447	6,447
• relating to retirement and personal protection scheme	1,920	1,920	10,910	10,910
• relating to job loss insurance ⁽⁵⁾	34,256	34,256	34,256	34,256
Valuation of stock options allocated during the year				
Valuation of performance shares allocated during the year				
Valuation of other long-term compensation plans				
TOTAL	988,229	1,008,132	842,911	862,915
Employee benefits:	73,412		47,541	
• of which preparation for retirement				
• of which retirement indemnities				
• of which long service awards	73,412		47,541	

(1) It has been decided that the fixed portion of the General Manager's compensation for 2022 will be increased in order to balance it with the variable compensation portion, the basis of which has been reduced for 2022 as described in notes 2 and 3 below.

(2) This amount corresponds to variable compensation awarded in respect of 2021 and paid in 2022 (following approval by the Shareholders' Meeting of May 19, 2022), 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 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 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 corresponded to 108.7% of the fixed compensation allocated and paid during 2021. The compensation components paid during or awarded in respect of 2021 were approved by the Shareholders' Meeting of May 19, 2022 (ex post vote).

(3) This amount corresponds to variable compensation awarded in respect of 2022, 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 Shareholders' Meeting of May 19, 2022, namely:

- The payment of variable compensation is conditional on the Group's operating income for 2022 reaching at least 5% of the Group's sales for said fiscal year: as the Group's operating income for 2022 equaled 11.88% of the Group's 2022 sales, the precondition was met,
- if this prerequisite is met, the General Manager's variable compensation is based on 0.45% of the Group's operating profit for 2022.

The variable compensation awarded in respect of 2022 corresponds to 52.2% of the fixed compensation allocated and paid during 2022.

The payment of annual variable compensation allocated in respect of 2022 is subject to approval by the Shareholders' Meeting of May 25, 2023 of compensation paid during or allocated in respect of 2022 (ex post vote).

(4) Since she took office, Valérie Lorentz-Poinsot has had to manage major and unprecedented crises at the company, including the delisting of homeopathy from French health insurance and the COVID pandemic. All of the initiatives and actions implemented by Valérie Lorentz-Poinsot since 2019 have borne fruit over 2022 with a return to growth in revenues and profitability. In recognition of this remarkable result, the Board of Directors decided, on the proposal of the Compensation Committee, to pay her exceptional compensation of €100,000.

(5) 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	2022 fiscal year		2021 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	30,000 ⁽¹⁾	30,000 ⁽¹⁾	30,000 ⁽¹⁾	30,000 ⁽¹⁾
Annual variable compensation under an employment contract ⁽³⁾	207,184 ⁽²⁾	207,184 ⁽²⁾	205,096 ⁽²⁾	205,096 ⁽²⁾
Multi-year variable compensation				
Extraordinary compensation	32,000 ⁽⁴⁾			
SUB-TOTAL	403,141	355,632	333,580	363,296
Benefits in kind:	8,826	8,826	5,990	5,990
• relating to company car	8,477	8,477	5,640	5,640
• relating to retirement and personal protection scheme	349	349	350	350
Valuation of stock options allocated during the year				
Valuation of performance shares allocated during the year				
Valuation of other long-term compensation plans				
TOTAL	411,967	364,458	339,570	369,286
Employee benefits:	535,769		628,858	
• of which preparation for retirement	327,048		393,307	
• of which retirement indemnities	195,824		222,725	
• of which long service awards	12,897		12,826	

(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 2021 corresponds to 41.9% of the fixed compensation allocated and paid during 2021.

The variable compensation awarded in respect of 2022 corresponds to 56.5% of the fixed compensation allocated and paid during 2022.

(4) In recognition of Jean-Christophe Bayssat's particularly noteworthy management results in 2022, and in light of the extremely tense employment and supply context, extraordinary compensation corresponding to 0.05% of the Group's operating income in 2022 has been awarded to him under his employment contract, rounded to €32,000.

2.6.2.2 Summary of the compensation, stock options and shares allocated to the executive corporate officers

Executive corporate officers	Employment contract	Contributions to a supplemental retirement plan	Compensation or benefits due or likely to be due following termination or change of functions	Compensation for a non-compete clause
Thierry Boiron				
Chairman of the Board of Directors 07/01/2011 ⁽¹⁾ OSM 2023 ⁽²⁾	No	Yes ⁽³⁾	No	No
Valérie Lorentz-Poinsot				
General Manager 01/01/2019 ⁽¹⁾ Undetermined ⁽²⁾	No ⁽⁶⁾	No ⁽³⁾	No	No
Jean-Christophe Bayssat				
Deputy General Manager 01/01/2016 ⁽¹⁾ Undetermined ⁽²⁾	Yes ⁽⁷⁾	Yes ⁽⁴⁾	Yes ⁽⁵⁾	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) 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	2022	2021	2020	2019	2018
Company performance					
Net income (Group share)	44,673,349	28,555,482	26,208,858	40,629,797	57,459,133
Change compared to previous year	56%	9%	-35%	-29%	-27%
Employee compensation					
Mean employee compensation ⁽¹⁾ excluding corporate officers	48,183	47,462	46,644	48,915	48,187
Change compared to previous year	2%	2%	-5%	2%	-1%
Median employee compensation ⁽¹⁾ excluding corporate officers	41,872	40,833	40,087	41,727	41,004
Change compared to previous year	3%	2%	-4%	2%	0%
Chairman of the Board of Directors					
Compensation of Thierry Boiron ⁽³⁾	264,953	263,179	260,825	258,174	255,383
Change compared to previous year	1%	1%	1%	1%	1%
Ratio to mean employee compensation ⁽⁴⁾	5	6	6	5	5
Change compared to previous year	-1%	-1%	6%	0%	2%
Ratio to median employee compensation ⁽⁵⁾	6	6	7	6	6
Change compared to previous year	-2%	-1%	5%	-1%	2%
General Manager⁽²⁾					
Compensation of Christian Boiron ⁽³⁾	N/A	N/A	N/A	N/A	958,006
Compensation of Valérie Lorentz-Poinsot ⁽³⁾	1,008,132	862,915	788,599	868,413	N/A
Change compared to previous year	17%	9%	-9%	-9%	8%
Ratio to mean employee compensation ⁽⁴⁾	21	18	17	18	20
Change compared to previous year	15%	8%	-5%	-11%	8%
Ratio to median employee compensation ⁽⁵⁾	24	21	20	21	23
Change compared to previous year	14%	7%	-5%	-11%	8%
Deputy General Manager					
Compensation of Valérie Lorentz-Poinsot ⁽²⁾⁽³⁾	N/A	N/A	N/A	N/A	808,019
Change compared to previous year					30%
Ratio to mean employee compensation ⁽⁴⁾					17
Change compared to previous year					31%
Ratio to median employee compensation ⁽⁵⁾					20
Change compared to previous year					31%
Deputy General Manager					
Compensation of Jean-Christophe Bayssat ⁽³⁾	364,458	369,286	362,621	431,007	468,531
Change compared to previous year	-1%	2%	-16%	-8%	6%
Ratio to mean employee compensation ⁽⁴⁾	8	8	8	9	10
Change compared to previous year	-3%	0%	-12%	-9%	7%
Ratio to median employee compensation ⁽⁵⁾	9	9	9	10	11
Change compared to previous year	-4%	0%	-12%	-10%	6%

(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 ⁽¹⁾ in respect of 2022	Amounts paid ⁽¹⁾ in 2022	Amounts allocated ⁽¹⁾ in respect of 2021	Amounts paid ⁽¹⁾ in 2021
Christian Boiron ⁽²⁾ Compensation for service as a Member of the Board of Directors				3,488
Jacky Abécassis Compensation for service as a Member of the Board of Directors	14,233	16,219	16,219	15,608
Michèle Boiron Compensation for service as a Member of the Board of Directors Other compensation ⁽³⁾	13,025	13,025 4,904	13,025	13,025 12,351
Michel Bouissou ⁽⁴⁾ Compensation granted for membership of the Board of Directors, Chairman of the Audit Committee and member of the Compensation Committee	17,253	45,631	45,631	45,631
Christine Boyer-Boiron Compensation for service as a Member of the Board of Directors	13,025	13,025	13,025	13,025
Jean-Pierre Boyer ⁽⁵⁾ Compensation for service as a Member of the Board of Directors and member of the Audit Committee	4,925	20,574	20,574	31,770
Stéphanie Chesnot Compensation for service as a Member of the Board of Directors and member of the Audit Committee	31,770	31,770	31,770	31,770
Bruno Grange ⁽⁶⁾ Compensation for service as a Member of the Board of Directors and member of the Compensation Committee	6,133	16,219	16,219	16,219
Virginie Heurtaut Compensation for service as a Member of the Board of Directors and member of the Audit Committee	31,770	31,770	31,770	28,185
Grégory Walter ⁽⁷⁾ Compensation for service as a Member of the Board of Directors Other compensation ⁽⁸⁾	13,025 46,345	13,025 43,478	13,025 42,008	13,025 43,038
Christine Boutin ⁽⁹⁾ Compensation for service as a Member of the Board of Directors Other compensation ⁽⁸⁾		5,246	5,246 80,751	13,025 82,773
Anabelle Flory-Boiron ⁽¹⁰⁾ Compensation for service as a Member of the Board of Directors and member of the Compensation Committee Other compensation ⁽⁸⁾	15,011	13,025	13,025	7,758 371,933 376,650
Laurence Boiron Compensation for service as a Member of the Board of Directors	13,025	13,025	13,025	7,758
Aurore Serral ⁽¹¹⁾ Compensation for service as a Member of the Board of Directors Other compensation ⁽⁸⁾		4,389	4,389 66,974	69,151
Sylvain Mossaz ⁽¹²⁾ Compensation for service as a Member of the Board of Directors and member of the Compensation Committee Other compensation ⁽⁸⁾	15,011	13,025	13,025	534 69,433
Anne Borfiga ⁽¹³⁾ Compensation granted for membership of the Board of Directors, as member of the Audit Committee and Chair of the Compensation Committee	34,569	19,062	19,062	
Philippe Brun ⁽¹⁴⁾ Compensation granted for membership of the Board of Directors, Chairman of the Audit Committee and member of the Compensation Committee	38,850	20,978	20,978	
Jean-François Hénaux ⁽¹⁵⁾ Compensation for service as a Member of the Board of Directors Other compensation ⁽⁸⁾	13,025 73,282	821 68,689	821 66,781	68,561
Jean-Marc Chalot ⁽¹⁶⁾ Compensation for service as a Member of the Board of Directors	8,100			
Jordan Guyon ⁽¹⁶⁾ Compensation for service as a Member of the Board of Directors	8,100			
Stéphane Legastelois ⁽¹⁶⁾ Compensation for service as a Member of the Board of Directors	8,100			
TOTAL	493,188	477,915	986,916	962,778

(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). Compensation granted to Board members and roles on their Committees does not exceed the total amount voted by the annual General Shareholders' Meeting.

(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 2022 amounted to €4,904 including tax, versus €12,351 including tax in 2021.

(4) Michel Bouissou served as a Board member, Chairman of the Audit Committee and member of the Compensation Committee until May 19, 2022.

(5) Jean-Pierre Boyer served as a member of the Audit Committee until May 27, 2021 and stepped down as a Board member on May 19, 2022.

(6) Bruno Grange's term of office as Board member and member of the Compensation Committee will end on May 19, 2022.

(7) 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 €32,020 as of December 31, 2022.

(8) 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.

(9) Christine Boutin served as the Board member representing employees between June 21, 2018 and June 21, 2021.

(10) Anabelle Flory-Boiron held salaried positions at the company until December 31, 2021 and has been a member of the Compensation Committee since May 19, 2022.

(11) 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.

(12) Mr. Sylvain Mossaz has been a member of the Compensation Committee since May 19, 2022. As an employee of the company, he enjoys the benefit of long service awards, retirement indemnities, and the agreement on preparation for retirement. The amount of these benefits amounted to €48,008 as of December 31, 2022. He has been a member of the Compensation Committee since May 19, 2022.

(13) Anne Borfiga has been a Board member and member of the Audit Committee since May 27, 2021, and Chair of the Compensation Committee since May 19, 2022.

(14) Philippe Brun has been a Board member and member of the Audit Committee since May 27, 2021, and Chairman of the Audit Committee and member of the Compensation Committee since May 19, 2022.

(15) 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 €83,910 as of December 31, 2022.

(16) Jean-Marc Chalot, Jordan Guyon and Stéphane Legastelois have served as Board members since the General Shareholders' Meeting of May 19, 2022.

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 2022 fiscal year to the executive corporate officers

(Fourteenth resolution, fifteenth resolution and sixteenth resolution of the Shareholders' Meeting of May 25, 2023)

2.6.3.1 Compensation for fiscal year 2022 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

(Fourteenth resolution of the Shareholders' Meeting of May 25, 2023)

Items of compensation	2022 fiscal year	
	Amounts allocated	Amounts paid
Fixed compensation ⁽¹⁾	247,852	247,852
Compensation for service as a Member of the Board of Directors	13,025	13,025
Book value of benefits-in-kind	4,076 ⁽²⁾	4,076 ⁽²⁾
TOTAL	264,953	264,953

(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 2022 due or paid to Ms. Valérie Lorentz-Poinsot, General Manager, in respect of her term of office (Fifteenth resolution of the Shareholders' Meeting of May 25, 2023)

Items of compensation	2022 fiscal year	
	Amounts allocated	Amounts paid
Fixed compensation ⁽¹⁾	547,184	547,184
Annual variable compensation	285,517 ⁽³⁾	405,420 ⁽²⁾
Extraordinary compensation	100,000 ⁽⁴⁾	
Compensation for service as a Member of the Board of Directors	13,025	13,025
Book value of benefits-in-kind:	42,503	42,503
• relating to company car	6,327 ⁽⁵⁾	6,327 ⁽⁵⁾
• relating to retirement and personal protection scheme	1,920 ⁽⁶⁾	1,920 ⁽⁶⁾
• relating to job loss insurance	34,256 ⁽⁷⁾	34,256 ⁽⁷⁾
TOTAL	988,229	1,008,132

(1) Amount paid during year N and granted in respect of year N. It has been decided that the fixed portion of the General Manager's compensation for 2022 will be increased in order to balance it with the variable compensation portion, the basis of which has been reduced for 2022 as described in notes 2 and 3 below.

(2) Variable compensation awarded in respect of 2021 and paid in 2022 in accordance with the ex-post vote of the Combined General Meeting of May 19, 2022 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 27, 2021, namely:

- The payment of variable compensation was conditional on the Group's operating income for 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 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 was 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 2021.

(3) Variable compensation awarded in respect of 2022 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 Shareholders' Meeting of May 19, 2022, namely:

- The payment of variable compensation is conditional on the Group's operating income for 2022 reaching at least 5% of the Group's sales for said fiscal year: as the Group's operating income for 2022 equaled 11.88% of the Group's 2022 sales, the precondition was met,

- if this prerequisite is met, the General Manager's variable compensation is based on 0.45% of the Group's operating profit for 2022. The variable compensation awarded to Ms. Valérie Lorentz-Poinsot in respect of 2022 corresponds to 52.2% of the fixed compensation allocated and paid during 2022.

The payment of annual variable compensation allocated in respect of 2022 is subject to approval by the Shareholders' Meeting of May 25, 2023 of compensation paid during or allocated in respect of 2022 (ex post vote).

(4) Since she took office, Valérie Lorentz-Poinsot has had to manage major and unprecedented crises at the company, including the delisting of homeopathy from French health insurance and the COVID pandemic. All of the initiatives and actions implemented by Valérie Lorentz-Poinsot since 2019 have borne fruit over 2022 with a return to growth in revenues and profitability. In recognition of this remarkable result, the Board of Directors decided, on the proposal of the Compensation Committee, to pay her exceptional compensation of €100,000.

(5) Benefit in kind: company car.

(6) Benefit in kind: provident pension scheme.

(7) Benefit in kind: job loss insurance.

2.6.3.3 Compensation for fiscal year 2022 due or paid to Mr. Jean-Christophe Bayssat, Deputy General Manager, in respect of his term of office

(Sixteenth resolution of the Shareholders' Meeting of May 25, 2023)

Items of compensation	2022 fiscal year	
	Amounts allocated	Amounts paid
Fixed compensation ⁽¹⁾	30,000	30,000
Annual variable compensation ⁽²⁾	-	-
Book value of benefits-in-kind ⁽²⁾	-	-
TOTAL	30,000	30,000

(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 modalities for the participation of shareholders in Shareholders' Meetings are set out in Articles 29 to 33 of the articles of association.



3 2022 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 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 (in thousands of euros)	2022	2021	Change at current exchange rates	Change at constant exchange rates
France	261,020	238,506	9.4%	
Mainland France	248,821	228,840	8.7%	
Caribbean	6,243	4,634	34.7%	
Réunion	3,981	2,969	34.1%	
Others France	1,975	2,063	-4.3%	
Europe (excluding France)	129,851	115,401	12.5%	10.1%
Italy	32,485	31,315	3.7%	
Russia	17,780	15,803	12.5%	-4.5%
Spain	14,121	13,421	5.2%	
Belgium	13,433	15,329	-12.4%	
Romania	10,694	8,090	32.2%	32.5%
Poland	7,897	6,650	18.7%	21.9%
Bulgaria	7,521	5,426	38.6%	
Czech Republic	6,704	5,116	31.0%	25.5%
Portugal	6,087	4,584	32.8%	
Switzerland	4,264	2,885	47.8%	38.8%
Slovakia	4,186	2,409	73.7%	
Hungary	2,155	1,864	15.6%	26.1%
Others Europe	2,524	2,509	0.6%	
North America	120,504	83,850	43.7%	28.6%
USA	105,603	73,135	44.4%	28.6%
Canada	14,901	10,715	39.1%	28.5%
Other countries	22,864	17,444	31.1%	21.8%
Brazil	7,791	5,449	43.0%	24.1%
Hong Kong / China	5,372	3,258	64.9%	48.3%
Tunisia	5,290	5,148	2.8%	
Colombia	1,499	1,053	42.3%	42.7%
Morocco	824	690	19.3%	
India	414	509	-18.8%	-23.2%
Other	1,674	1,337	25.2%	
BOIRON GROUP	534,239	455,201	17.4%	13.6%

Sales (in thousands of euros)	Non-proprietary homeopathic medicines		Change at current exchange rates	Homeopathic specialties		Change at current exchange rates	Other healthcare products ⁽²⁾		Change at current exchange rates
	2022	2021		2022	2021		2022	2021	
BOIRON GROUP	184,666	194,967	-5.3%	279,720	206,220	35.6%	69,853	54,014	29.3%
France ⁽¹⁾	122,303	135,677	-9.9%	92,137	69,103	33.3%	46,580	33,727	38.1%
Europe (excluding France)	32,079	32,253	-0.5%	81,569	67,649	20.6%	16,203	15,499	4.5%
North America	28,148	24,526	14.8%	90,178	57,259	57.5%	2,178	2,065	5.5%
Other countries	2,136	2,511	-14.9%	15,836	12,209	29.7%	4,892	2,723	79.7%

⁽¹⁾ Mainland and overseas departments and territories

⁽²⁾ "Other healthcare products" include non-homeopathic products (medical devices, dietary supplements, cosmetics, phytotherapy), which were presented under "specialties" until 2021.

Group sales amounted to €534,239 thousand in 2022, an increase of 17.4%⁽¹⁾ over 2021. This increase was due to a 13.9% rise in volumes, and a favorable exchange rate effect (+3.8%), offset by an unfavorable price effect (-0.3%):

- the impact of the increase in volumes sold was €63,256 thousand, primarily in mainland France (€23,272 thousand) on other healthcare products (COVID tests) and on winter specialties, despite a decline in non-proprietary homeopathic medicines still impacted by the delisting from French health insurance. Volumes increased in almost all other Group countries, mainly in the United States (+€21,864 thousand), and to a lesser extent in Canada, Romania and Bulgaria. This growth is due to a favorable basis for comparison, linked to low sales of winter specialties in 2021, a sharp rise in pathology sales in 2022, and sales of COVID tests,
- the positive exchange rate effect amounted to €17,124 thousand, mainly due to the strengthening of the US Dollar (€11,568 thousand), the ruble (€2,688 thousand), the Canadian dollar (€1,137 thousand) and the Brazilian real (€1,030 thousand). At constant exchange rates, the Group's revenues were up 13.6%,
- the negative price effect (-€1,343 thousand) was exclusively related to COVID tests. Excluding tests, the price effect was positive (+€11,064 thousand) and related to most countries, primarily mainland France (+€6,502 thousand) for both non-proprietary medicines and homeopathic specialties.

In France, revenues increased by €22,514 thousand (up 9.4%). Homeopathic specialty sales increased 33.3%, particularly Oscillocoquinum® and the other winter specialties. Revenues in other healthcare products were up 38.1%, primarily from COVID tests. New product launches in 2022 generated revenues of €9,588 thousand, mainly in Sinuphyll®, Immuno+, Homéoconseils, COVID/flu tests and Varésol®.

Conversely, sales of non-proprietary medicines fell 9.9%, impacted by the delisting of homeopathy from French health insurance on January 1, 2021.

In the "Europe excluding France" zone, revenues increased €11,644 thousand (+10.1%)⁽²⁾. Sales of non-proprietary medicines were stable (-0.9%)⁽²⁾ while those of homeopathic specialties and other healthcare products rose (+16.6%)⁽²⁾ and +4.6%, respectively⁽²⁾:

- 2022 pathologies generated an increase in sales, particularly in Romania (+32.5%)⁽²⁾, Bulgaria (+38.6%), Slovakia (+73.7%), the Czech Republic (+25.5%)⁽²⁾, Portugal (+32.8%) and Poland (+21.9%)⁽²⁾, mainly in winter specialties (Oscillocoquinum® and Stodal®) and COVID tests,
- the increase in revenues in Switzerland (+38.8%)⁽²⁾ was due to the change in the distribution model and the sale of all inventories in September to the new distributor VERFORA,
- conversely, sales in Belgium fell by 12.4%, mainly in COVID tests and non-proprietary medicines.

In North America, sales increased €28.6%⁽²⁾, mainly in winter specialties:

- Sales were up in the United States (up 28.6%)⁽²⁾ primarily in Stodal®, Oscillocoquinum® and Coryzalia® related to a high rate of pathologies in 2022 and the favorable basis for comparison due to low demand in 2021,
- Revenues in Canada rose (+28.5%)⁽²⁾, primarily in Stodal®.

"Other countries" sales were up 21.8%⁽²⁾:

- this increase primarily relates to Hong Kong and China (+48.3%)⁽²⁾, particularly in Cicaderma® and the Calendula® cream), Colombia (+42.7%)⁽²⁾, primarily Oscillocoquinum®) and Brazil (+24.1%)⁽²⁾, primarily Oscillocoquinum®, Stodal® and COVID tests).
- conversely, revenues in India fell by 23.2%⁽²⁾, mainly in non-proprietary medicines.

¹ At constant exchange rates, 2022 revenues amounted to €517,115 thousand, €61,914 thousand higher than 2021 revenues, as reported. The change in revenue at constant exchange rates consists of applying to the current year the exchange rates used for the comparative period, in order to neutralize the effects of exchange rate fluctuations. Any changes presented at constant exchange rates are followed by a ⁽²⁾

3.1.2 Group financial position

<i>in thousands of euros</i>	2022	2021	Change
Sales	534,239	455,201	17.4% ⁽¹⁾
Operating income	63,448	46,842	35.5%
Net income – Group share	44,673	28,556	56.4%
Cash flow ⁽²⁾	65,170	55,639	17.1%
Net investments	15,277	11,921	28.2%
Net cash	249,660	234,082	6.7%

(1) +13.6% at constant exchange rates.

(2) Before cash income, financing costs and taxes.

3.1.2.1 Impacts of the ABBI integration

The BOIRON Group took control of ABBI on February 28, 2022, a start-up specializing in personalized cosmetics thanks to Artificial Intelligence, located in Sainte-Foy-lès-Lyon.

For simplification purposes, ABBI was consolidated from January 1, 2022.

• Initial evaluation at January 1, 2022

- Acquisition of 70% of the share capital, including a fixed portion of €1,750 thousand paid at the time of purchase and financed through equity (presented in the cash flow statement) and earn-outs payable in the event of performance targets being met at December 31, 2022 and December 31, 2023, estimated at €6,784 thousand (consideration in financial debt). Goodwill calculated using the partial goodwill method relating to the 70% purchased amounted to €8,324 thousand.
- Reciprocal purchase and sale commitment for 30% of the share capital, to be completed by June 30, 2025. The related price will be determined based on objectives to be achieved by December 31, 2024. Given that minority shareholders will retain their rights and benefits relating to the shares held, reciprocal commitments have been recognized under financial liabilities by applying the formula for calculating the price on the purchase date, with a corresponding entry in reserves. Subsequent changes in debt are recognized in the income statement. Borrowings relating to this commitment were initially valued at €6,295 thousand.

The various earn-outs in place and the purchase price for the 30% may be settled in BOIRON shares, as decided by the transferors, up to a maximum of 150,000 shares; as such, a €1,000 thousand derivative was recognized on January 1, 2022. Subsequent changes are recognized in the income statement.

• Revaluation at December 31, 2022

Taking into account achievements as of December 31, 2022 and the timetable for the roll-out of the development strategy, the analysis gave rise to a downward revision of the earn-outs on December 31, 2022 to €2,143 thousand and the price of the 30% buyback commitment to €5,924 thousand, in addition to a write-down of goodwill by €4,027 thousand. In addition, the earn-out derivative was re-estimated at €1,600 thousand at December 31, 2022, in particular in relation to changes in the BOIRON share price. Goodwill impairment, the decrease in the earn-out liability and the revaluation of the related derivative instrument, all relating to the same event, were recognized under other operating expenses and other operating income in the amounts of -€4,027 thousand, +€5,012 thousand and -€600 thousand, respectively.

The impact of the acquisition on the Group's main line items (revenues, operating income, and net cash, in particular) was not material as of December 31, 2022.

3.1.2.2 Group profit and loss statement

The Group's **operating income** amounted to €63,448 thousand, compared to €46,842 thousand in 2021. It represented 11.9% of sales, versus 10.3% in 2021. It benefited from the increase in revenues, however was impacted by the rise in operating expenses (advertising costs, transport costs, travel, outsourced services, and employee profit-sharing expenses).

The cost of products sold amounted to €154,513 thousand, compared to €127,579 thousand in 2021, up 21.1%. The gross margin rate represented 71.1% of revenues, versus 72.0% in 2021. This decrease is mainly due to the change in the product mix, as well as the increase in production costs due to inflation relating to the cost of materials.

Preparation and distribution costs were stable at +0.8%, and amounted to €85,623 thousand, due to:

- a decrease in staff costs of €4,734 thousand: the savings linked to the gradual closure of the twelve sites in the first half of 2021 as part of the reorganization in France were offset in part by the increase in profit-sharing (+€2,379 thousand),
- the decrease in the net depreciation of fixed assets (-€1,223 thousand) linked to the closure of establishments in 2021, as well as the end of the amortization plan for the IT tool at said establishments,
- the increase in transport costs (+€3,213 thousand), in line with the increase in business and energy costs,
- an increase in outsourced services (+€1,238 thousand), mainly subcontracted storage and distribution expenses, due to the increase in business.

Promotion costs amounted to €151,279 thousand, up 18.3% from €127,862 thousand in 2021, mainly due to:

- the resumption of advertising expenses, travel and outsourced services (+€14,300 thousand) at most companies (unfavorable basis for comparison due to the numerous cancellations and postponements in 2021, during the health crisis),
- an increase in staff costs of €5,440 thousand, due to general increases to offset inflation, impacted by the increase in profit-sharing expenses linked to 2022 performance (€3,309 thousand) mainly in France and the United States.

Research and development costs amounted to €6,093 thousand, up €3,105 thousand, mainly in France, due to the consolidation of the research and development, scientific and medical affairs departments and the launch of new studies.

Regulatory affairs costs decreased €1,996 thousand to €8,673 thousand, in connection with the consolidation mentioned above and the drop in regulatory registration costs.

Support function costs increased 14.2% to €72,806 thousand, up from €63,744 thousand in 2021, due to:

- an increase in staff costs of €1,525 thousand, due to general increases to offset inflation, impacted by the increase in profit-sharing expenses linked to 2022 performance (€1,990 thousand) mainly in France and the United States.
- an increase in outsourced services of €2,960 thousand, mainly in France, as well as in the United States (legal fees),
- the recognition of ABBI's expenses, integrated in early 2022.

Other operating income amounted to €14,458 thousand compared to €12,560 thousand in 2021. In 2022, this mainly included:

- capital gains on the sale of three sites and the Montrichard site (€6,114 thousand), which will be closed in 2021 as part of the reorganization,
- €4,412 thousand related to the revaluation of debt and derivatives linked to earn-outs that would be payable by BOIRON parent company to ABBI (described under "Impacts of the ABBI integration"),
- a €1,627 thousand net reversal of the provision for reorganization in France, in particular in relation to the return to work of employees before the end of their rights,
- the research tax credit in France (€1,234 thousand versus €1,266 thousand in 2021),
- foreign exchange losses on operating transactions (€437 thousand).

In 2021, this mainly included:

- capital gains on the sale of eight establishments (€8,426 thousand),
- 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 losses on operating transactions (€678 thousand).
- an additional reversal of a provision of €437 thousand in respect of the reduction in employee benefits as a result of the reorganisation.

Other operating expenses totaled €6,263 thousand compared to €3,145 thousand in 2021. In 2022, this mainly included:

- €4,027 thousand impairment in ABBI's goodwill (described under "Impacts of ABBI integration" above),
- the net impact of the estimated costs of the closure of the BOIRON India subsidiary in 2023 (€1,112 thousand),
- the exchange gain on derivative instruments related to operating hedges (€529 thousand)

In 2021, this included:

- internal reclassification and other expenses relating to the reorganization, which could not be provisioned in 2020 under accounting standards (€1,727 thousand),
- the exchange gain on derivative instruments related to operating hedges (€430 thousand)

Investment income amounted to €1,817 thousand in 2022, up from €590 thousand in 2021 and mainly relates to income from financial investments in France, Brazil and Russia.

Financing costs amounted to €607 thousand, up from €359 thousand in 2021, primarily consisting of interest charges on rental liabilities.

Other financial income and expenses amounted to a net expense of €5,459 thousand versus €960 thousand in 2021. They primarily comprise:

- foreign exchange losses on financial transactions, mainly in rubles (-€2,284 thousand versus -€188 thousand in 2021),
- net amortization on financial investments of the Fonds Commun de Placement dans l'Innovation (-€1,130 thousand compared to -€67 thousand in 2021),
- the decrease over time of the impact of the interest cost related to employee benefits (-€1,002 thousand versus -€542 thousand in 2021).

The **effective tax rate** amounted to 25.2%, versus 38.1% in 2021. In particular, this decrease is due to the 2021 impact of the change in the tax rate applicable in France on estimated deferred taxes.

Net income (Group share) amounted to €44,673 thousand, versus €28,556 thousand in 2021. Earnings per share amounted to €2.57 in 2022, up from €1.63 in 2021.

3.1.2.3 Consolidated cash flow

Group net cash amounted to €249,660 thousand at 2022 year-end, compared to €234,082 thousand at the end of 2021.

The change in cash (including the impact of foreign currency fluctuations) amounted to an inflow of €15,578 thousand in 2022, compared to an outflow of €231 thousand in 2021.

Cash flow from operating activities amounted to €58,690 thousand, compared to €33,317 thousand in 2021, up €25,373 thousand. This change was due to:

- An increase in free cash flow (+€9,531 thousand): €21,334 thousand was disbursed in 2022 as part of the reorganization (compared to €15,510 thousand in 2021). Adjusted for these impacts, cash flow would increase by €15,355 thousand, in line with the increase in profitability impacting cash flow. It represented 12.2% of sales, as in 2021.
- An increase in taxes paid (+€8,137 thousand) mainly due to improved profitability in most companies, especially in France (+€5,232 thousand).
- The increased change in working capital (€23,979 thousand). In 2022, the decline in working capital positively impacted cash in the amount of €5,961 thousand, primarily due to:
 - An increase in inventories (€9,801 thousand) mainly at the BOIRON parent company, notably for homeopathic specialties, COVID tests and raw materials,
 - an increase in social security liabilities of €10,111 thousand, mainly in France and the United States for bonuses, incentives and profit-sharing (in line with the increase in profitability in 2022),
 - a €5,180 thousand decrease in advances and down payments in France, linked to the settlement in 2022 of advances paid at the end of 2021 to COVID test suppliers.

Cash flows related to investment activities resulted in a net outflow of €15,277 thousand, compared to €11,921 thousand in 2021. In 2022, cash flows mainly related to:

- Acquisitions of property, plant and equipment for €10,237 thousand, mainly in France, at the Messimy and Montévrain sites: investments in industrial tools and packaging equipment, work on and modification of premises and production lines to integrate Montrichard site production, which was closed at the end of 2021.
- Proceeds of €7,480 thousand from the sale of four sites (including the Niort site at the end of 2021) and the Montrichard site.
- Investments in intangible fixed assets in France in the amount of €7,745 thousand relate to Group IT projects: the SYMPHONY (CRM) project, the creation of a professional website for doctors and pharmacists, the implementation of a financial forecasting tool, and the digitization of the laboratory.
- Acquisitions of investments in the amount of €3,001 thousand relate to calls for new FCPI investments.
- The acquisition of a 70% equity stake in ABBI by BOIRON parent company at the end of February 2022 (€1,750 thousand, described in the section "Impacts of the ABBI integration" above), net of the cash available at the date of acquisition, i.e. €1,706 thousand.

Cash flows from financing activities resulted in a net outflow of €27,577 thousand, compared to €21,995 thousand in 2021. These mainly include:

- dividend payments of €16,502 thousand (compared to €16,643 thousand in 2021),
- the purchase of 150,000 BOIRON shares outside the liquidity contract for €6,079 thousand, in connection with the ABBI acquisition (discussed in the section "Impact of the ABBI integration"). No share purchase outside the liquidity contract was carried out in 2021,
- the change in rental liabilities and related interest of €5,177 thousand, resulting from the application of IFRS 16 relating to real estate and vehicle leases,
- €1,465 thousand of investment income received, mainly in France, Russia and Brazil,
- the payment of the frozen employee profit-sharing liability in France for €915 thousand.

3.1.2.4 Consolidated balance sheet

The **balance sheet** totaled €789,493 thousand at 2022 year-end, versus €770,700 thousand at the end of 2021, up €18,793 thousand.

Note the inclusion of ABBI's balance sheet as of January 1, 2022 in the changes in the consolidated balance sheet, mainly trade receivables (€2,283 thousand) and trade payables (€3,344 thousand), which were settled in the first half of 2022.

Under assets, the main points to note are:

- the increase in cash (+€16,441 thousand), inventories (+€11,368 thousand) and the decrease in other current assets (-€3,456 thousand), presented above under cash flow,
- the increase in goodwill (+€4,367 thousand) linked to the takeover of ABBI (+€8,324 thousand) and the depreciation of said goodwill (-€4,027 thousand) (see "Impacts of ABBI integration" above),
- the decrease in tangible fixed assets (-€10,302 thousand) due to depreciation, and sales of assets exceeding annual investments,
- changes in deferred tax assets (-€2,764 thousand) mainly on BOIRON parent company employee benefits in connection with the increase in the discount rate.

Under liabilities, the following should be noted:

- the increase in other current liabilities (+€10,048 thousand) (described above under cash flow),
- the increase in shareholders' equity (Group share) of €25,881 thousand, due to:
 - consolidated net income (Group share) (€44,673 thousand),
 - the increase in actuarial gains and losses net of tax on employee benefits (+€7,944 thousand),
 - the positive impact of changes in exchange rates (+€2,839 thousand),
 - the dividend pay-out by BOIRON parent company (-€16,502 thousand),
 - ABBI's commitment to buy back 30% of the capital in 2025 (-€6,295 thousand) and the recognition of a derivative in respect of the option to pay the earn-outs in shares (-€1,000 thousand) (described under "Impacts of ABBI integration"),
 - the negative impact of the change in treasury shares (€5,495 thousand), mainly due to the repurchase of 150,000 treasury shares outside the liquidity contract (discussed under "Impacts of the ABBI integration" above),
- the increase in non-current borrowings and financial debts (+€9,217 thousand), mainly linked to financial debt and derivatives relating to the earn-outs that may be payable by BOIRON parent company to ABBI (described under "Impacts of the ABBI integration"),
- the decrease in current provisions (-€20,495 thousand) mainly relating to the reorganization in France (-€22,815 thousand), following disbursements made in 2022,
- a decrease in employee benefit liabilities in France (-€10,805 thousand), linked to the increase in actuarial differences due to the 2.5 point discount rate increase, partially offset by the 1.5 point increase in the wage growth rate, due to inflation.

3.2 FINANCIAL PERFORMANCE OF BOIRON PARENT COMPANY

3.2.1 Profit and loss statement of BOIRON parent company

Full-year sales amounted to €381,729 thousand, up 19% from €320,671 thousand in 2021.

Sales in mainland France increased €19,125 thousand, including €32,033 thousand for specialties; non-proprietary medicines were down €13,166 thousand. Subsidiary sales rose €38,506 thousand, driven by growth in the Americas.

Operating income amounted to €54,740 thousand, up €30,694 thousand. This is the result of the overall increase in revenues and changes in operating income and expenses:

- Other income mainly relates to foreign exchange gains net of expenses on commercial transactions in the amount of €550 thousand,
- production inventories increased by €4,903 thousand, while capitalized production fell €695 thousand,
- purchased goods, raw materials and supplies increased €24,862 thousand, in line with the overall recovery in business,
- External services were up €15,432 thousand, with the main changes relating to:
 - energy costs, up €375 thousand,
 - rentals, up €975 thousand, of which €907 thousand in software,
 - fees and consultancy, up €5,328 thousand,
 - research studies, up €890 thousand,
 - advertising costs, up €1,026 thousand,
 - travel and hospitality costs, up €1,099 thousand (business recovery),
 - transport costs, up €4,354 thousand, including export shipping costs, up €2,891 thousand,
- taxes were down €834 thousand, including the apprenticeship tax (-€457 thousand) and environmental taxes (-€380 thousand),
- Personnel costs increased €1,297 thousand. A reclassification of €19,848 thousand, with an expense transfer to non-recurring items recorded as part of the 2020 reorganization (€14,216 thousand in 2021).

Financial items amounted to net income of €5,043 thousand, compared to €428 thousand in 2021. The impact mainly relates to an increase in investment income of +€6,339 thousand and net foreign exchange losses of -€2,108 thousand.

Net non-recurring items rose €805 thousand, due to:

- an additional provision for the reorganization recognized in 2021 in the amount of -€2,272 thousand, against an unused reversal this year of +€1,487 thousand,
- the increase in raw materials prices impacted the provision for price increases by +€765 thousand,
- the overall decrease in capital gains on disposals by -€2,215 thousand versus 2021 (the sale of three distribution sites and the Montrichard production site in 2022, versus the sale of eight distribution sites in 2021).

Incentive schemes increased €6,720 thousand, in line with changes in operating profit and the renegotiation of new performance sharing agreements.

Profit-sharing amounted to €1,417 thousand in 2022, and was nil in 2021.

Corporate income tax was up €3,198 thousand, impacted by the increase in profit.

Net income amounted to €46,412 thousand versus €21,633 thousand in 2021.

Under the provisions of Article 39.4 of the French Tax Code, the Company recorded amortization of €357,574 (compared to €329,483 in 2021) 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

Profit for the 2022 fiscal year	46,412,031.22
+ Profit carried forward	17,753,416.20
= Distributable income	64,165,447.42
Dividend of €1.10 per share on the basis of 17,545,408 shares	-19,299,948.80
= Remainder	44,865,498.62
- Other reserves	-25,000,000.00
= Carried forward	19,865,498.62

3.3 MAJOR POST-CLOSING EVENTS

No post-closing events liable to have a material impact on the Group's financial statements have been identified.

3.4 OUTLOOK

This section contains BOIRON Group's outlook, which reflects its forecasts and convictions.

Actual results may differ from this outlook, in particular in terms of risks and uncertainties mentioned in note 1.4.

In 2023, the Group's sales growth will potentially be impacted by the decline in COVID test sales, pressures on the supply of raw materials and energy, and the geopolitical situation in certain regions of the world.

We continue to put all our energy and determination into ensuring that every patient in the world can take advantage of homeopathy and our other healthcare solutions, thereby supporting a more humane, efficient and sustainable healthcare system.



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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	2022	2021
Sales	24	534,239	455,201
Other sales revenue	24	1	1
Cost of products sold		(154,513)	(127,579)
Preparation and distribution costs		(85,623)	(84,933)
Promotion costs		(151,279)	(127,862)
Research and development costs		(6,093)	(2,988)
Regulatory affairs costs		(8,673)	(10,669)
Support function costs		(72,806)	(63,744)
Other operating revenue	28	14,458	12,560
Other operating expenses	28	(6,263)	(3,145)
Operating income		63,448	46,842
Cash revenue		1,817	590
Financing expenses		(607)	(359)
Other financial revenue and expenses		(5,459)	(960)
Share in net earnings (losses) of companies at equity		0	
Income before tax		59,199	46,113
Income tax	30	(14,919)	(17,554)
Consolidated net income		44,280	28,559
Net income (minority share)		(393)	3
Net income (Group share)	31	44,673	28,556
Earnings per share⁽¹⁾ (in euros)	31	2.57	1.63

(1) 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	2022	2021
Consolidated net income		44,280	28,559
Other items of comprehensive income that will be subsequently reclassified to profit or loss		2,647	2,929
Currency translation adjustments		2,839	2,885
Other movements		(192)	44
Changes in the fair value of financial instruments			
Other items of comprehensive income that will not be subsequently reclassified to profit or loss		7,944	3,428
Actuarial differences relating to post-employment benefits ⁽¹⁾	19	7,944	3,428
Other items of comprehensive income ⁽²⁾		10,591	6,357
Consolidated comprehensive income		54,871	34,916
Comprehensive income (minority share)		(302)	4
Comprehensive income (Group share)		55,173	34,912

(1) In 2022: +€10,689 thousand in gross actuarial differences and -€2,745 thousand in deferred taxes.

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).

(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	12/31/2022	12/31/2021
Non-current assets		311,660	318,336
Goodwill	6	94,002	89,635
Intangible fixed assets	7	31,887	30,993
Tangible fixed assets	8	152,491	162,793
Rights of use relating to leases	9	7,974	8,607
Investments	10	6,137	4,373
Other non-current assets	14	39	41
Deferred taxes assets	30	19,130	21,894
Current assets		477,833	452,364
Assets held for sale	11	1,693	2,384
Inventories and work in progress	12	96,924	85,556
Accounts receivable and other assets linked to customer accounts	13	100,536	97,340
Income tax receivables	14	1,394	2,783
Other current assets	14	26,341	29,797
Cash and cash equivalents	15	250,945	234,504
TOTAL ASSETS		789,493	770,700
EQUITY & LIABILITIES (in thousands of euros)			
Shareholders' equity (Group share)		557,616	531,735
Capital	16	17,545	17,545
Additional paid-in-capital		79,876	79,876
Retained earnings		460,195	434,314
Minority interests		(270)	36
Total shareholders' equity		557,346	531,771
Non-current liabilities		78,960	80,691
Non-current borrowings and financial debts	17	11,564	2,347
Non-current rental liabilities	18	5,174	5,372
Employee benefits	19	60,759	71,557
Non-current provisions	20	143	143
Other non-current liabilities	22	1,320	1,272
Deferred taxes liabilities	30	0	
Current liabilities		153,187	158,238
Current borrowings and financial debts	17	2,232	1,311
Current rental liabilities	18	3,196	3,576
Current provisions	20	29,389	49,884
Accounts payable	21	48,250	44,180
Income tax liabilities	22	2,113	1,328
Other current liabilities	22	68,007	57,959
TOTAL LIABILITIES		789,493	770,700

4.1.1.4 Statement of consolidated cash flows

<i>(in thousands of euros)</i>	Notes	2022	2021
NET CASH FLOWS RELATED TO OPERATING ACTIVITIES	32	58,690	33,317
Net income (Group share)		44,673	28,556
Amortization of rights of use relating to leases		4,694	4,357
Other amortization and provisions (excluding current assets)		12,520	13,767
Other items (including income on asset disposals)		(10,426)	(8,364)
Cash revenue and financing expenses		(1,210)	(231)
Tax charge (including deferred taxes)		14,919	17,554
Consolidated cash flow before investment income, financing expenses and taxes	32	65,170	55,639
Tax paid / tax repayment	32	(12,441)	(4,304)
Changes in working capital, including:	32	5,961	(18,018)
Changes in inventories and work in progress		(9,801)	1,255
Changes in accounts receivable		1,350	(6,578)
Change in accounts payable		(959)	4,941
Change in other trade receivables and operating debts		15,371	(17,636)
NET CASH FLOWS RELATED TO INVESTMENT ACTIVITIES	32	(15,277)	(11,921)
Acquisitions of tangible fixed assets	32	(10,237)	(10,988)
Acquisitions of intangible assets	32	(8,354)	(9,430)
Disposals of tangible fixed assets	32	7,582	10,340
Disposals of intangible fixed assets		0	10
Acquisitions of investments		(3,001)	(1,937)
Disposals of investments		439	84
Impact of changes in scope - acquisitions	32	(1,706)	
Impact of changes in scope - disposals		0	
NET CASH FLOWS RELATED TO FINANCING ACTIVITIES	32	(27,577)	(21,995)
Dividends paid to parent company shareholders	32	(16,502)	(16,643)
Dividends paid to minority holders of consolidated companies		(4)	(2)
Capital increases and reductions, additional paid-in capital and reserves		(283)	(12)
Buyback of treasury shares (excluding the liquidity contract)		(6,079)	
Disposals of treasury shares (excluding the liquidity contract)		0	
Loan issues	17	22	3
Repayment of loans	17	(963)	(1,171)
Interest paid		(53)	(28)
Repayment of rental liabilities	18	(4,623)	(4,401)
Interest on rental liabilities		(554)	(331)
Cash revenue		1462	590
CHANGE IN CASH POSITION	32	15,836	(599)
Impact of exchange rate fluctuations		(258)	368
Net cash position at January 1	32	234,082	234,313
Net cash position December 31	32	249,660	234,082

4.1.1.5 Change in consolidated shareholders' equity at December 31, 2022

Before allocation of net income (in thousands of euros)	Number of shares	Capital	Share premium	Treasury shares	Consolidated reserves	Actuarial differences related to post-employment benefits	Currency translation adjustments	Shareholder's equity, Group share	Minority interests	Shareholder's equity total
12/31/2020 reported	17,513,671	17,546	79,876	(1,224)	451,958	(19,414)	(19,606)	509,136	34	509,170
Impact of the interpretation of IAS 19 as at 1/1/2021					1,771	2,590		4,361		4,361
01/01/2021 restated for interpretation of IAS 19	17,513,671	17,546	79,876	(1,224)	453,729	(16,824)	(19,606)	513,497	34	513,531
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)
Transactions with shareholders	(1,980)	(1)	0	(66)	(16,607)	0	0	(16,674)	(2)	(16,676)
Net income					28,556			28,556	3	28,559
Other comprehensive income					43	3,428	2,885	6,356	1	6,357
Comprehensive income	0	0	0	0	28,599	3,428	2,885	34,912	4	34,916
12/31/2021	17,511,691	17,545	79,876	(1,290)	465,721	(13,396)	(16,721)	531,735	36	531,771
Purchases and sales of treasury shares	(136,018)				(5,683)	188		(5,495)		(5,495)
Cancellation of treasury shares		0			0	0		0		0
Dividends paid					(16,502)			(16,502)	(4)	(16,506)
Transactions with shareholders	(136,018)	0	0	(5,683)	(16,314)	0	0	(21,997)	(4)	(22,001)
Net income					44,673			44,673	(393)	44,280
Other comprehensive income					(283)	7,944	2,839	10,500	91	10,591
Comprehensive income	0	0	0	0	44,390	7,944	2,839	55,173	(302)	54,871
ABBI buyback commitments					(7,295)			(7,295)		(7,295)
Other items of shareholders' equity	0	0	0	0	(7,295)	0	0	(7,295)	0	(7,295)
12/31/2022	17,375,673	17,545	79,876	(6,973)	486,502	(5,452)	(13,882)	557,616	(270)	557,346

(1) Number of shares after elimination of treasury shares.

(2) Of which €385,133 thousand in other reserves and carryovers, and €2,201 thousand in the legal reserve fund in the BOIRON 2021 parent company financial statements.

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 2022. The consolidated financial statements were approved by the Board of Directors on March 21, 2023.

These financial statements will be submitted for approval by the Shareholders' Meeting of May 19, 2023.

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, 69510 Messimy, France.

As of December 31, 2022, BOIRON parent company and its subsidiaries had 2,801 employees (actual workforce) in France and abroad, compared to 2,769 at December 31, 2021. The headcount at 2022 year-end does not include the 213 people affected by the reorganization in France, and supported by BOIRON under external redeployment leave or age-related measures (at the end of 2021, 392 people were affected by the reorganization).

The BOIRON share is listed on Euronext Paris.

1 MAIN EVENTS OF THE YEAR

The BOIRON Group took control of ABBI on February 28, 2022, a start-up specializing in personalized cosmetics thanks to Artificial Intelligence, located in Sainte-Foy-lès-Lyon.

For simplification purposes, ABBI was consolidated from January 1, 2022. The terms of the takeover are detailed below.

- Initial evaluation at January 1, 2022
 - Acquisition of 70% of the share capital, including a fixed portion of €1,750 thousand paid at the time of purchase and financed through equity (see section 15) and earn-outs payable in the event of performance targets being met at December 31, 2022 and December 31, 2023, estimated at €6,784 thousand on the acquisition date. Goodwill calculated using the partial goodwill method relating to the 70% purchased amounted to €8,324 thousand (see section 6).
 - Reciprocal purchase and sale commitment for 30% of the share capital, to be completed by June 30, 2025. The related price will be determined based on objectives to be achieved by December 31, 2024. Given that minority shareholders will retain their rights and benefits relating to the shares held, reciprocal commitments have been recognized under financial liabilities by applying the formula for calculating the price on the purchase date, with a corresponding entry in reserves. Subsequent changes in debt are recognized in the income statement. Borrowings relating to this commitment were initially valued at €6,295 thousand.

The various earn-outs in place and the purchase price for the 30% may be settled in BOIRON shares, as decided by the transferors, up to a maximum of 150,000 shares; as such, a €1,000 thousand derivative was recognized on January 1, 2022. Subsequent changes are recognized in the income statement.

- Revaluation at December 31, 2022

Taking into account achievements as of December 31, 2022 and the timetable for the roll-out of the development strategy, the analysis gave rise to a downward revision of the earn-outs on December 31, 2022 to €2,143 thousand and the price of the 30% buyback commitment to €5,924 thousand, in addition to a write-down of goodwill by €4,027 thousand. In addition, the earn-out derivative was re-estimated at €1,600 thousand at December 31, 2022, in particular in relation to changes in the BOIRON share price.

Goodwill impairment, the decrease in the earn-out liability and the revaluation of the related derivative instrument, all relating to the same event, were recognized under other operating expenses and other operating income in the amounts of -€4,027 thousand, +€5,012 thousand and -€600 thousand, respectively.

The impact of the acquisition on the Group's main line items (revenues, operating income, and net cash, in particular) was not material as of December 31, 2022.

- The war in Ukraine that broke out in February 2022 is of concern to all of our teams and affects Laboratoires BOIRON's Ukrainian distributor. Laboratoires BOIRON is keeping a close eye on the situation, in order to take the necessary actions for organizing its operations. In Russia, investments have been frozen, advertising campaigns and clinical trials stopped, and new product launches have been canceled. The subsidiary nevertheless continues to operate, as the medicines concerned may be essential for certain vulnerable groups, such as pregnant women and children. The Group's employees also took action by hosting Ukrainian refugees and donating basic necessities, food, toothpaste, syrups and lozenges.
Sales generated in Ukraine and Russia in 2022 accounted for less than 4% of Group sales. The net value of assets held in Russia by the Group is non-material.
- Following their closures in 2021, the Limoges, Pau and Strasbourg distribution sites, as well as the Montrichard production site, were sold in 2022, generating a capital gain of €6,114 thousand (see note 28). The capital gain recognized in 2021 amounted to €8,426 thousand.
- Laboratoires BOIRON decided to close its subsidiary in India and announced this decision to the subsidiary's fifteen employees in December 2022. The Group will withdraw entirely from India in 2023. In 2022, the subsidiary posted revenues of €414 thousand. €1,112 thousand in provisions and asset impairment were recorded under operating expenses (see note 28) at December 31, 2022 under this reorganization.
- In the first half of 2022, Laboratoires BOIRON bought back 150,000 shares for a total of €6,079 thousand, under the share buyback program approved by the General Meeting of May 27, 2021.

2 VALUATION METHODS AND CONSOLIDATION PRINCIPLES

The consolidated financial statements are stated in thousands of euros unless otherwise indicated.

The BOIRON Group financial statements for the year ended December 31, 2022 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).

The other standards, amendments and interpretations which took effect on January 1, 2022 did not have a material impact or are not applicable. This mainly concerns:

- amendments 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 standard improvements – 2018-2020 cycle (amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41).

The application of the IFRIC decision published in April 2021 on the capitalization of configuration or adaptation costs for SaaS software, did not have a significant impact on the financial statements.

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 in 2022 and which enter into effect as from January 1, 2023, subject to their adoption by the European Union. This mainly concerns:

- Texts that will enter into effect on January 1, 2023:
 - amendments to IAS 1 – Disclosures of accounting policies, published by IASB in February 2021, and adopted by the European Union in March 2022,
 - amendments to IAS 8 – Definition of accounting estimates, published by the IASB in February 2021, and adopted by the European Union in March 2022,
 - amendments to IAS 12 – Deferred taxes on assets and liabilities arising from the same transaction adopted by the European Union in August 2022,
- Texts that will enter into effect on January 1, 2024:
 - 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 – Non-current liabilities with covenants, published by the IASB in October 2022, the adoption process for which by the European Union began at the end of 2022.

The other standards, amendments and interpretations adopted by the IASB and in the process of adoption include:

- amendments to IFRS 10 and IAS 28 (sale or contribution of assets between an investor and an associate or joint venture),
- amendments IFRS 16 (Lease liability in a sale and leaseback).

The Group does not expect these amendments to have a significant impact on its financial statements.

There are no standards, amendments or interpretations published by the IASB with mandatory application for fiscal years starting on or after January 1, 2022 that have not yet been approved at the European level, that would have a material impact on the financial statements for the year.

2.1 Use of estimates and assumptions

The Group regularly makes estimates and establishes assumptions that affect the carrying value 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, including goodwill (note 6),
- estimates of earn-outs and related derivatives (note 17),
- 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.

Amid rising inflation and supply chain pressures, the BOIRON Group is doing everything it can to ensure its medicines and entire product range remain available. The Group is also keeping a close eye on how the global health crisis evolves, and continues to take appropriate measures where necessary. This did not have any impact on the Group's accounting principles or main line items at December 31, 2022. 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 chain 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, 2022, BOIRON's activities still 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, the Group 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 (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.

BOIRON Group directly or indirectly holds more than 50% of the voting rights in all of its fully-controlled subsidiaries.

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.

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. 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.

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.

The goodwill resulting from the acquisition of a foreign company is regarded as 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.

2.4 Non-current assets

2.4.1 Goodwill

Revised IFRS 3 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.

Since January 1, 2010, the Group made the following business combinations:

- the purchase in 2017 of 100% of shares in Laboratoire FERRIER,
- the purchase in February 2022 of 70% of shares in ABBI (see note 1).

Pursuant to revised IFRS 3, 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.

The purchase price includes the possible impact of earn-outs, which are determined by applying the criteria set out in the purchase contract to the forecasts made. Earn-outs are estimated at the date of purchase, and are taken into account for the calculation of goodwill. The earn-outs are re-estimated at each balance sheet date and any changes are recognized in the income statement (including within one year of the acquisition date).

When the purchase price can be partially settled in shares issued by the BOIRON Group, the analysis may result in the recognition of a derivative, depending on the features of the contract. Where applicable, changes in fair value are also recognized in the income statement at each balance sheet date.

Earn-outs are discounted when the impact is material. Where applicable, the effect of "accretion" of the debt recorded as a liability is recorded under "Financing expenses".

Put options or reciprocal purchase and sale commitments on minority interests that do not transfer the rights and benefits associated with shares are initially recognized at fair value under financial liabilities, with a corresponding entry in reserves. Subsequent fair value changes are recognized in the income statement.

Determination of the fair values of the assets and liabilities acquired and residual 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.

Acquisition costs are recognized as expenses.

The choice of full or partial goodwill accounting is made on a case-by-case basis for each acquisition.

2.4.2 Intangible fixed assets

IAS 38 defines an intangible 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 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 trademarks.

IAS 23 "Borrowing costs" has not given rise to the capitalization of interest, as Group debt is not material.

Intangible 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 assets, since they do not meet the criteria for capitalization. In practice, the brands recognized as intangible assets are therefore solely brands acquired through corporate acquisitions.

Research and development expenses essentially consist of:

- firstly, 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 programs 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.

The application of the IFRIC decision published in April 2021 on the capitalization of configuration or adaptation costs for SaaS software, did not have a significant impact on the financial statements.

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 Tangible fixed assets

2.4.3.1 Recognition

Under IAS 16 "Property, plant and equipment", 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" has not given rise to the capitalization of interest, as Group debt is not material.

The Group does not own any investment properties.

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 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 restated due to their non-material impact.

In practice, the analysis gave rise only to the restatement of contracts relating to tangible assets, and more specifically to real estate leases, and to vehicle leases. For leases not restated, 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 2022, like in 2021.

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.

Restated 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 were no real estate leases in France in 2022, like in 2021.

Vehicle leases: around 3 years.

2.4.5 Investments and other non-current financial assets

2.4.5.1 Financial assets valued at depreciated cost

Financial assets 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 assets are later valued at amortized cost using the effective interest rate, less impairments. 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 liquidity 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 Financial assets at fair value through other comprehensive income

There are no non-current financial assets that fall into this category.

2.4.5.3 Financial assets 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 write-off 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 the 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 CGU scope changed in 2022 and now includes the ABBI CGU (see note 1).

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 first-time application of IFRS 16:

The analysis carried out gave rise to the recognition of non-material impairment losses on the rights of use of the Indian (see note 1) and Swiss subsidiaries.

2.6 Deferred taxes

In accordance with IAS 12 “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 assess the Group’s ability to claw back these assets, the following items are taken into account:

- temporary asset differences, taken into account over a period of over 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. 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 by compensation 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 a 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, 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 depreciated once they have been classified within this category.

2.7.2 Inventories

Under IAS 2 “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, 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.

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.

In case of restrictions on the use of subsidiaries' cash by the Group (exchange controls), information has been provided in the notes.

2.8 Consolidated shareholders' equity and treasury shares

Treasury shares held by the Group are recorded at acquisition cost as a deduction from shareholders' equity, regardless of the reason for which they were purchased (shares acquired under the share buyback program and the liquidity contract; or shares acquired outside the liquidity contract as part of an external growth operation, in the case of a sharebased payment). Income 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

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 benefits as per the collective agreement, Social Security retirement pension and supplementary pensions,
- other long-term benefits: long-service bonuses, 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 benefits are estimated using the hypothesis of voluntary departures, taking social security 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. This final obligation is then discounted.

When the deferral of the obligation for post-employment plans meets three criteria (defined benefits based on seniority, the existence of a cap on benefits, and an employment condition on the retirement date), the obligation is spread over the years of service giving rise to a benefit. This rule results in a deferral of the start of the obligation for the calculation of retirement benefits for French companies.

Calculations of commitments primarily include the following actuarial assumptions:

- the estimated benefit payment date,
- a financial discount rate of the country where the benefits are located,
- 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, 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 reductions in employee benefits resulting from the reorganization in France was recognized under other operating revenue.

No plan modification or termination occurred in 2021 and 2022.

Post-employment benefits of French companies

Retirement benefits

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, without taking actuarial assumptions into account. Advances paid to employees are recognized negatively in other non-current liabilities. The annual expense is recorded under staff costs.

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.

2.9.2 Borrowings and financial debts (excluding rental liabilities)

Non-current borrowings include the portion of borrowings and other financing due in more than one year, in particular the employee profit-sharing reserve, as well as borrowings and related derivatives relating to the earn-outs for the ABBI acquisition (see note 1).

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.

The only financial liabilities recognized at fair value through profit or loss relate to earn-outs and derivatives associated with the ABBI acquisition.

2.9.3 Rental liabilities

The accounting methods and principles for lease liabilities under IFRS 16 are presented in note 2.4.4.

2.9.4 Provisions and contingent liabilities

Under IAS 37 “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 corporate and commercial lawsuits,
- provisions intended to cover ongoing actions related to risk procedures,

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.

2.9.5 Accounts payable and other liabilities

Other non-current liabilities include the portion of other liabilities payable in more than one year.

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.

Financial instruments are presented in various headings of the balance sheet (non-current financial assets, accounts receivable, accounts payable, financial debts, etc.).

2.10.1 Financial assets valued at depreciated 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).

As previously noted, there are no financial assets with a significant financing component.

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 Financial assets 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.

Current financial assets are mainly short-term investments (see note 15).

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.

Please note that the only financial liabilities with a significant financing component are post-employment benefits (see note 19).

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

• Derivative instruments used to hedge commercial transactions

The Group has implemented exchange risk hedging instruments as provided for by IFRS 9, 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 12 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, 2022 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).

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, 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.

• Derivatives associated with external growth operations

When the analysis of the purchase contract results in the recognition of a derivative instrument, an estimate of the derivative's fair value is made at the acquisition date. Fair value changes in the derivative are recognized in the income statement.

2.11 Consolidated income statement

The Group applies ANC (French accounting standards agency) recommendation No. 2013-R-03 of November 7, 2013 to 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 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 primarily involve 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 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 consolidated group income before:

- 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,
- 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, and depreciation and amortization of tangible and intangible fixed assets, the cause of which meets this definition (reorganization, closure of sites, etc.),
 - impairment of goodwill and, in 2022, changes in the fair value of debt and earn-out derivatives (with impacts linked to delays in achieving targets),
- 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 includes 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 (such as 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, 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.

2.12 Statement of cash flows

The statement of cash flows is drawn up pursuant to IAS 7 using the indirect method, taking consolidated net income as the starting point. It separates out 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 below:

- cash and cash equivalents,
- current bank overdrafts and bank credit balances.

2.13 Segment reporting

In line with IFRS 8, segment reporting is presented in note 5 to the financial statements.

The segment reporting level applied by the Group is the geographical area, with no 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.

In 2022, the new ABBI CGU was integrated into the "France" region.

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 and other healthcare solutions. 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 as at		% control as at	
		Type of change	Date	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Belgium	UNDA			99.98%	99.98%	99.98%	99.98%
Italy	LABORATOIRES BOIRON			99.91%	99.91%	99.97%	99.97%
USA	BOIRON USA ⁽¹⁾			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 Rep.	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 ⁽²⁾	Purchase of shares from minority shareholders	09/23/2022	97.58%	97.52%	97.59%	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, ⁽³⁾			100.00%	100.00%	100.00%	100.00%
France	ABBI ⁽⁴⁾	Acquisition	02/28/2022	70.00%	0.00%	70.00%	0.00%

(1) Holding company.

(2) Company whose main activity is publishing.

(3) Wholly-owned by BOIRON ASIA LIMITED.

(4) Acquisition on February 28, 2022 of a 70% equity stake in ABBI (see note 1).

On February 28, 2022, Laboratoires BOIRON purchased a 70% majority stake in ABBI, a start-up specializing in personalized cosmetics thanks to artificial intelligence. On June 30, 2025, Laboratoires BOIRON will acquire the remaining 30%. The impact of ABBI's entry into the consolidation scope is discussed in note 1.

For information, the context and sanctions in Russia relating to the war in Ukraine did not result in a loss of control of our BOIRON subsidiary in Russia.

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. As a reminder, BOIRON decided to close its subsidiary in India, which will no longer form part of the consolidation scope as of 2023.

Given that their impact within the Group is considered non-material, 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 2022	Average rate 2021	Closing rate 2022	Closing rate 2021
Czech Koruna	24.560	25.647	24.116	24.858
US Dollar	1.054	1.184	1.067	1.133
Canadian Dollar	1.370	1.483	1.444	1.439
Hungarian Forint	390.944	358.464	400.870	369.190
Romanian Leu	4.932	4.921	4.950	4.949
Brazilian Real	5.443	6.381	5.639	6.310
Russian Ruble	74.042	87.232	78.694	85.300
Polish Zloty	4.684	4.564	4.681	4.597

Translation adjustments of €2,839 thousand recognized in other comprehensive income are mainly due to changes in the Russian ruble and the US dollar in 2022.

5 SEGMENT REPORTING

The table below presents the 2022 data:

Data relating to the income statement	France	Europe (excluding France)	North America	Other countries	Eliminations ⁽¹⁾	2022
External SALES	280,126	120,349	120,504	13,260		534,239
Inter-sector SALES	114,564	5,964	191	1,861	(122,580)	0
TOTAL SALES	394,690	126,313	120,695	15,121	(122,580)	534,239
OPERATING INCOME	52,550	8,447	5,582	(1,211)	(1,920)	63,448
<i>of which net allowances to amortization, depreciation and impairment on non-current assets</i>	(32,169)	(2,379)	(1,006)	(301)		(35,855)
<i>of which net changes in impairment of non-current assets, provisions and employee benefits</i>	20,624	218	(1,209)	(731)		18,902
Cash revenue and financing expenses	1,422	317	(351)	(192)	14	1,210
Income tax	(12,029)	(2,064)	(1,090)	(232)	496	(14,919)
NET INCOME (GROUP SHARE)	37,350	6,720	4,142	(2,115)	(1,424)	44,673

Data relating to the balance sheet	France	Europe (excluding France)	North America	Other countries	Eliminations ⁽¹⁾	12/31/2022
Total Assets	774,688	101,123	125,203	12,464	(223,985)	789,493
Goodwill	89,613	2,825	1,564			94,002
Net tangible fixed assets and intangible assets	167,172	4,913	11,842	451		184,378
Deferred taxes assets	14,108	1,771	2,625	626		19,130
Working Capital Requirements	57,550	29,128	51,000	2,590	(31,485)	108,783

Data relating to the cash flow statement	France	Europe (excluding France)	North America	Other countries	Eliminations ⁽¹⁾	2022
Acquisition of tangible and intangible assets	17,482	721	276	112		18,591
Change in rental liabilities	(2,774)	(1,635)	(62)	(152)		(4,623)

(1) Of which eliminations of inter-sector flows and internal results.

The 2021 figures are presented below:

Data relating to the income statement	France	Europe (excluding France)	North America	Other countries	Eliminations ⁽¹⁾	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
TOTAL SALES	327,002	111,551	83,914	10,195	(77,461)	455,201
OPERATING INCOME	29,980	5,304	3,072	(918)	9,404	46,842
<i>of which net allowances to amortization, depreciation and impairment on non-current assets</i>	(29,883)	(2,289)	(939)	(260)		(33,371)
<i>of which net changes in impairment of non-current assets, provisions and employee benefits</i>	13,402	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)
NET INCOME (GROUP SHARE)	16,703	3,833	2,140	(1,095)	6,975	28,556

Data relating to the balance sheet	France	Europe (excluding France)	North America	Other countries	Eliminations ⁽¹⁾	12/31/2021
Total Assets	747,671	102,950	103,529	9,374	(192,824)	770,700
Goodwill	85,316	2,825	1,494			89,635
Net tangible fixed assets and intangible 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 ⁽¹⁾	2021
Acquisition of tangible and intangible assets	19,320	874	134	90		20,418
Change in rental liabilities	(2,542)	(1,656)	(55)	(148)		(4,401)

(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	2022	2021
France		238,506
Europe (excluding France)		115,401
North America		83,850
Other countries		17,444
TOTAL SALES	534,239	455,201

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	12/31/2021	Increases / (Decreases)	Currency translation adjustments	12/31/2022
BOIRON S.A. (1)	84,653			84,653
LES EDITIONS SIMILIA	663			663
ABBI	0	8,324		8,324
Total "France" (2)	85,316	8,324	0	93,640
Italy	2,242			2,242
Spain	583			583
Switzerland	55			55
Total "Europe (excluding France)"	2,880	0	0	2,880
Canada	222		1	223
USA	1272		69	1,341
Total "North America"	1,494	0	70	1,564
Total "Other countries"	0			0
TOTAL GROSS GOODWILL	89,690	8,324	70	98,084
ABBI impairment		(4,027)		(4,027)
Switzerland impairment	(55)			(55)
TOTAL NET GOODWILL	89,635	4,297	70	94,002

(1) BOIRON parent company goodwill comes from 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.

The increase in goodwill in 2022 corresponds to the acquisition of 70% of ABBI's shares (see note 1), presented in a separate CGU. Goodwill presented at December 31, 2022 was calculated using the partial goodwill method. The BOIRON Group has not changed the valuation of ABBI's identifiable assets and liabilities since the acquisition date (allocation finalized as of December 31, 2022).

Other changes in gross goodwill in 2022 were only due to currency translation adjustments in the "North America" area.

6.2 Impairment tests

As noted 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 (96% of net goodwill) was 9.6% in 2022, compared to 9.0% in 2021. The rates adopted for the other CGUs ranged from 8.8% to 22.4% in 2022 (8.0% to 12.0% in 2021).
- 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 2022, as in 2021; the rates used for the other CGUs ranged from 0% to 2.5% in 2021, compared to 1.5% to 2.5% in 2021,
- 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 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).

Impairment tests led to the recognition of a €4,027 thousand impairment charge on ABBI goodwill (attached to a separate CGU created in 2022), taking into account achievements recorded as of December 31, 2022 and the timetable for the deployment of the development strategy. The sensitivity tests led to the recognition of additional impairment of:

- €591 thousand in the event of an increase in the discount rate of 0.5 points,
- €350 thousand in the event of a decrease in the perpetual growth rate of 0.5 points,
- €699 thousand in the event of a decrease in the operating income rate of 0.5 points each year,

For other CGUs, the Group did not identify any reasonably possible changes in key assumptions which might lead to the recognition of impairment.

There is no goodwill attached to the Russian subsidiary and the analysis did not identify any risk of impairment of the subsidiary's assets and liabilities (the net book value of the Russian subsidiary's non-current assets is not material).

There is no goodwill attached to the Indian subsidiary, but the analysis resulted in the recognition of a €995,000 impairment charge on the Indian subsidiary's assets, in connection with the subsidiary's closure in 2023 (see note 1).

7 INTANGIBLE FIXED ASSETS

Intangible fixed assets	12/31/2021	Increases		Disposals and scrappings	Impact of impairment tests	Currency translation adjustments and other movements	12/31/2022
		Acquisitions	Annual amortization				
Brands	1,371					181	1,552
Software	104,580	1,414		(42)		5,566	111,518
Licenses and ownership rights	38	5		(6)			37
Patents and formulas	2,394	45				304	2,743
Intangible assets in progress	7,280	6,591				(5,621)	8,250
Other intangible assets	2,309	349				550	3,208
GROSS INTANGIBLE FIXED ASSETS	117,972	8,404	0	(48)	0	980	127,308
Brands	(1,026)		(12)			(120)	(1,158)
Software	(81,252)		(8,053)	42		(46)	(89,309)
Licenses and ownership rights	(35)		(2)	6		(2)	(33)
Patents and formulas	(2,394)		(64)			(36)	(2,494)
Other intangible assets	(2,272)		(112)			(43)	(2,427)
AMORTIZATION AND IMPAIRMENT OF INTANGIBLE ASSETS	(86,979)	0	(8,243)	48	0	(247)	(95,421)
NET INTANGIBLE ASSETS	30,993	8,404	(8,243)	0	0	733	31,887

Intangible 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 2022 (see the "Currency translation adjustments and other movements" column); the remainder should be mostly completed in 2023. The work mainly corresponds to developments carried out on software used internally.

Impairment tests as of December 31, 2022 did not give rise to the recognition of any impairment of intangible fixed assets, as in 2021. The Group has not identified any signs of impairment loss on intangible assets in progress.

For information, the Group's net intangible assets include those of ABBI as of January 1, 2022 for €918 thousand (column "Currency translation adjustments and other movements").

No intangible fixed assets were pledged as collateral, guarantees or securities on December 31, 2021 or December 31, 2022.

As in 2021, no intangible assets were reclassified in 2022 to assets held for sale.

Intangible asset movements in 2021 were as follows:

Intangible fixed assets	12/31/2020	Increases Acquisitions	Annual amortization	Disposals and scrappings	Impact of impairment tests (IAS 36)	Currency translation adjustments and other movements	12/31/2021
GROSS INTANGIBLE FIXED ASSETS	118,224	9,122	0	(9,210)	0	(164)	117,972
AMORTIZATION AND IMPAIRMENT OF INTANGIBLE ASSETS	(88,113)	0	(8,013)	9,210	0	(63)	(86,979)
NET INTANGIBLE ASSETS	30,111	9,122	(8,013)	0	0	(227)	30,993

Research costs are recognized as expenses, as shown in note 27.

8 TANGIBLE FIXED ASSETS

Tangible fixed assets	12/31/2021	Increases Acquisitions	Annual depreciation	Disposals and scrappings	Impact of impairment tests	Assets held for sale (see note 11)	Currency translation adjustments and other movements	12/31/2022
Land and fixtures	44,901	426		(2)			84	45,409
Buildings	209,004	1,581		(7,329)			4,673	207,929
Equipment	152,608	1,207		(5,039)			1,659	150,435
Tangible fixed assets in progress	7,596	3,596					(5,812)	5,380
Other fixed assets	27,714	1,840		(1,214)			328	28,668
GROSS TANGIBLE FIXED ASSETS	441,823	8,650	0	(13,584)	0	0	932	437,821
Land and fixtures	(19,050)		(1,503)	3				(20,550)
Buildings	(133,009)		(7,341)	6,918	(464)		(189)	(134,085)
Equipment	(103,507)		(8,038)	4,848	(51)		(9)	(106,757)
Other fixed assets	(23,464)		(1,495)	1,167			(146)	(23,938)
DEPRECIATION AND IMPAIRMENT OF TANGIBLE FIXED ASSETS (PP&E)	(279,030)	0	(18,377)	12,936	(515)	0	(344)	(285,330)
NET TANGIBLE ASSETS	162,793	8,650	(18,377)	(648)	(515)	0	588	152,491

Tangible fixed assets in progress primarily relate to industrial equipment and refurbishment and renovation work at production sites in France. Partial commissioning occurred in 2022, with the remainder scheduled for 2023.

In 2022, net reversals on the impairment of tangible fixed assets amounted to €514 thousand. They relate to fixed assets of the establishments and the Montrichard site, which were closed in 2021 and sold in 2022 as part of the reorganisation in France.

For information, ABBI's property, plant and equipment as of January 1, 2022 presented under "Currency translation adjustments and other movements" were not material.

The implementation of impairment tests as of December 31, 2022 did not give rise to the recognition of any other impairment of tangible fixed assets.

As of December 31, 2022 and December 31, 2021, no tangible fixed asset was subject to a pledge, guarantee or collateral.

Changes in tangible fixed assets in 2021 were as follows:

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 depreciation					
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
GROSS TANGIBLE FIXED ASSETS	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)
DEPRECIATION AND IMPAIRMENT OF TANGIBLE FIXED ASSETS	(277,878)	0	(21,264)	17,515	263	2,956	(622)	(279,030)
NET TANGIBLE ASSETS	174,815	11,733	(21,264)	(3,018)	263	(865)	1,129	162,793

In 2021, net reversals on the impairment of tangible fixed assets amounted to €263 thousand. They relate to fixed assets of the establishments and the Montrichard site, closed in 2021 as part of the reorganisation in France.

9 RIGHTS OF USE RELATING TO LEASES

Rights of use relating to leases	12/31/2021	Increases		Decreases	Currency translation adjustments and other movements	12/31/2022
		New leases	Amortization			
Gross rights of use relating to real estate leases	14,399	1,348		(1,925)	98	13,920
Amortization of rights of use relating to real estate leases	(9,298)			(2,004)	1,834	(9,582)
TOTAL RIGHTS OF USE RELATING TO REAL ESTATE LEASES	5,101	1,348	(2,004)	(91)	(16)	4,338
Gross rights of use relating to vehicle leases	9,421	2,819		(2,258)		9,982
Amortization of rights of use relating to vehicle leases	(5,915)			(2,689)	2,258	(6,346)
TOTAL RIGHTS OF USE RELATING TO VEHICLE LEASES	3,506	2,819	(2,689)	0	0	3,636
TOTAL RIGHTS OF USE RELATING TO LEASES	8,607	4,167	(4,693)	(91)	(16)	7,974

Rights of use assets relate to real estate leases and vehicle leases.

For information, there are no finance leases.

The impairment tests carried out did not give rise to the recognition of any major impairment charges (the impact of the impairment of the rights of use of the Indian and Swiss subsidiaries was not material).

As of December 31, 2021, the impacts were as follows:

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	(9,298)
TOTAL RIGHTS OF USE RELATING TO REAL ESTATE LEASES	7,336	154	(2,010)	(411)	32	5,101
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)
TOTAL RIGHTS OF USE RELATING TO VEHICLE LEASES	0	1,754	(2,347)	0	4,099	3,506

In 2021, the "Currency translation adjustments and other movements" line item mainly included vehicle leases restated since January 1 of the same year.

10 FINANCIAL INVESTMENTS

Investments	12/31/2022			12/31/2021		
	Gross value	Change in fair value	Net value	Gross value	Change in fair value	Net value
Financial assets at fair value through profit or loss	6,437	(2,112)	4,325	3,850	(983)	2,867
Non-consolidated investments ⁽¹⁾	6,437	(2,112)	4,325	3,850	(983)	2,867
Financial assets valued at depreciated cost	1,812	0	1,812	1,506	0	1,506
Loans ⁽²⁾	260		260	398		398
Guarantees and other receivables ⁽³⁾	321		321	416		416
Other investments ⁽⁴⁾	1,231		1,231	692		692
Financial assets measured at fair value through other comprehensive income			0			0
TOTAL FINANCIAL INVESTMENTS	8,249	(2,112)	6,137	5,356	(983)	4,373

(1) €1,416 thousand in CEDH shares and €207,000 in CDFH shares, non-consolidated entities held by the BOIRON parent company.

Shares in the unconsolidated BOIRON entity in Germany, held by BOIRON parent company: €717 thousand gross and €0 net after recognition of changes in the fair value. €2,660 thousand in FCPI securities (Fonds Commun de Placement dans l'Innovation).

(2) Including €248 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 €1,224 thousand corresponding to the "restricted cash" portion of the liquidity contract (see note 2.4.5).

As at December 31, 2022 and December 31, 2021, 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	12/31/2021	Disposals and scrappings	Impact of impairment tests	Allocation of assets	Currency translation adjustments	Other reclassifications	12/31/2022
Land and fixtures available for sale	540	(447)					93
Buildings available for sale	1,932	(244)					1,688
ASSETS HELD FOR SALE	2,472	(691)	0	0	0	0	1,781
ADDITIONAL DEPRECIATION OF ASSETS AVAILABLE FOR SALE	(88)	0	0	0	0	0	(88)
TOTAL NET ASSETS HELD FOR SALE	2,384	(691)	0	0	0	0	1,693

In 2022, assets held for sale amounted to €1,693 thousand. They include:

- two buildings in Belgium (€1,519 thousand): these assets, which were recorded under this line item at the end of 2018, were maintained at 2022 year-end, with a preliminary agreement signed in 2021 and the final agreement being delayed by administrative formalities.
- the head office of the Spanish subsidiary (€154 thousand) since the subsidiary's move into its new (rented) premises in 2021. The sale agreement is currently being finalized and the sale is expected to take place in the first half of 2023.
- one establishment (closed and put up for sale in the first half of 2021) as part of the reorganisation in France, for a net book value of €20 thousand.

For information, the three establishments and the Montrichard production site impacted by the reorganization, included in this category at December 31, 2021, were sold in 2022 (see note 28).

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, 2022, as in 2021.

12 INVENTORIES AND WORK IN PROGRESS

Inventories and work in progress	12/31/2021	Change	Annual impairment	Reversal for the period	Currency translation adjustments and other movements	12/31/2022
Raw materials and supplies	13,560	2,062			56	15,678
Semi-finished goods and finished goods	68,369	6,066			829	75,264
Goods	8,417	3,733			1,024	13,174
TOTAL GROSS INVENTORIES	90,346	11,861	0	0	1,909	104,116
TOTAL DEPRECIATION ON INVENTORIES	(4,790)	0	(6,934)	4,874	(342)	(7,192)
TOTAL NET INVENTORIES	85,556	11,861	(6,934)	4,874	1,567	96,924

Inventory impairment is calculated on the basis of criteria set out in note 2.7.2.

As at December 31, 2022 and December 31, 2021, no inventory had been pledged to guarantee liabilities.

For information, the Group's net inventories include those of ABBI as of January 1, 2022 for €224 thousand (see line item "Currency translation adjustments and other movements").

The analysis carried out did not identify any risks of impairment (obsolescence, etc.) due to the macro-economic crisis.

13 ACCOUNTS RECEIVABLE AND OTHER ASSETS LINKED TO CUSTOMER ACCOUNTS

Accounts receivable and other assets linked to customer accounts	12/31/2021	Change	Annual impairment	Reversal for the fiscal year (unused impairment)	Reversal for the fiscal year (used impairment)	Currency translation adjustments and other movements	12/31/2022
Gross accounts receivable denominated in euros	58,269	(3,063)				2,283	57,489
Gross accounts receivable denominated in other currencies	40,254	2,169				2,268	44,691
TOTAL GROSS ACCOUNTS RECEIVABLE	98,523	(894)	0	0	0	4,551	102,180
Impairment of accounts receivable denominated in euros	(936)		(276)	392	39	(16)	(797)
Impairment of accounts receivable denominated in foreign currencies	(247)		(765)	89	65	11	(847)
TOTAL IMPAIRMENT OF ACCOUNTS RECEIVABLE	(1,183)	0	(1,041)	481	104	(5)	(1,644)
Net accounts receivable denominated in euros	57,333	(3,063)	(276)	392	39	2,267	56,692
Net accounts receivable denominated in other currencies	40,007	2,169	(765)	89	65	2,279	43,844
TOTAL NET ACCOUNTS RECEIVABLE	97,340	(894)	(1,041)	481	104	4,546	100,536

No outstanding receivables had been sold as at December 31, 2022 or December 31, 2021.

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 macro-economic environment did not lead the Group to change its impairment methods, like in 2021.

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).

For information, the Group's net trade receivables include those of ABBI as of January 1, 2022 for €2,267 thousand (line item "Currency translation adjustments and other movements"). They were settled in the first half of 2022.

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	12/31/2021	Change	Changes in impairment of other assets	Currency translation adjustments and other movements	12/31/2022
INCOME TAX RECEIVABLES (non-financial assets)	2,783	(1,604)		215	1,394
Non-financial assets	12,729	919	0	352	14,000
State and local government, excluding income tax	9117	(77)		295	9,335
Staff	213	12		2	227
Accrued expenses	3,399	984		55	4,438
Financial assets valued at depreciated cost	17,183	(5,478)	0	490	12,195
Other receivables	17,183	(5,478)		490	12,195
Assets linked to customer contracts	0	0	0	0	0
Derivative instruments	0	261		0	261
Other gross current assets (excluding corporate tax receivables)	29,912	(4,298)	0	842	26,456
Impairment of other current assets	(115)			0	(115)
TOTAL OTHER NET CURRENT ASSETS	29,797	(4,298)	0	842	26,341

Other non-current assets	12/31/2021	Change	Changes in asset impairments	Currency translation adjustments and other movements	12/31/2022
TOTAL OTHER NET NON-CURRENT ASSETS	41	(2)	0	0	39

For information, the Group's net other current assets include those of ABBI as of January 1, 2022 for €733 thousand (see line item "Currency translation adjustments and other movements").

Other receivables mainly relate to advances and down payments (payments on account in advance).

15 CASH AND CASH EQUIVALENTS

Cash and cash equivalents	12/31/2022			12/31/2021		
	Euros	Foreign currencies (euro equivalents)	Total	Euros	Foreign currencies (euro equivalents)	Total
Cash equivalents	194,244	3,963	198,207	103,003	387	103,390
Cash	39,293	13,445	52,738	120,269	10,845	131,114
TOTAL	233,537	17,408	250,945	223,272	11,232	234,504

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 ("restricted cash"), taking into account exchange controls and transfer restrictions, amounted to €9,803 thousand and concerns cash at the Russian subsidiary. To date, the subsidiary has honored the payment of its debts, both to the BOIRON parent company and to third parties outside the Group.

16 SHAREHOLDERS' EQUITY

Share capital as of December 31, 2022 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 the consolidated shareholders' equity.

16.1 Treasury shares

The capital is comprised as follows (number of shares):

Capital	12/31/2022	12/31/2021
Total number of shares	17,545,408	17,545,408
Treasury shares	(169,735)	(33,717)
Number of shares excluding treasury shares	17,375,673	17,511,691

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 of December 31, 2022, the treasury share portfolio amounted to €6,974 thousand, and broke down as follows:

- €895 thousand relating to 19,735 shares held through the liquidity contract signed with NATIXIS,
- €6,079 thousand relating to 150,000 shares, acquired in 2022, held outside the liquidity contract (see note 1).

Acquisitions made during the fiscal year totaled €10,038 thousand, including €6,079 thousand outside the liquidity contract. Disposals during the year amounted to €4,354 thousand (in historic acquisition costs), all through the liquidity contract.

The unrealized gain on the portfolio was €909 thousand (on the basis of the average price in December 2022).

16.2 Dividend per share

Dividend per share (€)	
2021 dividend paid in 2022	0.95
2022 dividend proposed to the General Meeting	1.10

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.

As indicated in section 1, minority interests in ABBI were recognized based on their share of restated equity, and not at fair value.

17 CURRENT AND NON-CURRENT BORROWINGS AND FINANCIAL DEBTS

Borrowings and financial debts	12/31/2021	Consolidation scope changes	Increases	Decreases	Currency translation adjustments and other movements	12/31/2022
Total Treasury liabilities	522		879	(2)	7	1,406
Financial borrowings	34		18	(48)	528	532
Profit-sharing reserve	3,102		4	(915)		2,191
Financial liabilities related to earn-outs	0	13,079			(5,012)	8,067
Derivative instruments related to earn-outs	0	1,000			600	1,600
Total borrowings and financial liabilities (except treasury liabilities)	3,136	14,079	22	(963)	(3,884)	12,390
TOTAL BORROWINGS AND FINANCIAL DEBTS	3,658	14,079	901	(965)	(3,877)	13,796
non-current	2,347	14,079	22	(4,586)	(298)	11,564
current	1,311		879	(791)	833	2,232

Financial liabilities related to earn-outs and the 30% purchase commitment (€8,067 thousand) and related derivatives (€1,600 thousand) are related to the ABBI acquisition by the BOIRON parent company (see note 1). Changes in financial liabilities and derivatives were recognized at fair value through profit or loss (see notes 1 and 2.4.1). The increase in the fair value of derivative instruments mainly relates to the increase in the BOIRON share price in 2022.

Other movements in bank loans (€528 thousand) relate to ABBI's borrowings at January 1, 2022.

The change in current and non-current borrowings and financial debts in 2021 was as follows:

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
Total borrowings and financial liabilities (except treasury liabilities)	4,303	3	(1,171)	1	3,136
TOTAL BORROWINGS AND FINANCIAL DEBTS	4,675	151	(1,175)	7	3,658
non-current	3,292	3	(160)	(788)	2,347
current	1,383	148	(1,015)	795	1,311

On December 31, 2022 and December 31, 2021, 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	12/31/2021	Increases	Decreases	Currency translation adjustments and other movements	12/31/2022
Non-current rental liabilities relating to real estate leases	3,691	908		(1,174)	3,425
Current rental liabilities relating to real estate leases	1,751	439	(1,934)	1,053	1,309
TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES RELATING TO REAL ESTATE LEASES	5,442	1,347	(1,934)	(121)	4,734
Non-current rental liabilities relating to vehicle leases	1,681	1,356		(1,288)	1,749
Current rental liabilities relating to vehicle leases	1,825	1,463	(2,689)	1,288	1,887
TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES RELATING TO VEHICLE LEASES	3,506	2,819	(2,689)	0	3,636
TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES	8,948	4,166	(4,623)	(121)	8,370

Rental liabilities relate to real estate leases and vehicle leases.

“Other movements” mainly include 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 restated leases.

As of December 31, 2021, the impacts were as follows:

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
TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES RELATING TO REAL ESTATE LEASES	7,755	154	(2,054)	(413)	5,442
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
TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES RELATING TO VEHICLE LEASES	0	1,754	(2,347)	4,099	3,506
TOTAL CURRENT AND NON-CURRENT RENTAL LIABILITIES	7,755	1,908	(4,401)	3,686	8,948

In 2021, the “Currency translation adjustments and other movements” line item mainly included vehicle leases restated since January 1 of the same year.

19 NON-CURRENT EMPLOYEE BENEFITS

19.1 Group quantified data

Employee benefits	Company name	Country	12/31/2021	Impact on operating income	Impact on financial income	Impact on other comprehensive income		12/31/2022
						Actuarial differences	Currency translation adjustments and other movements	
Retirement benefits ⁽¹⁾	BOIRON parent company	France	13,000	(665)	133	(2,899)		9,569
Retirement benefits	BOIRON CARAIBES	France	378	23	5	(20)		386
Retirement benefits	BOIRON (Réunion)	France	69	143	1	(62)		151
Agreement on Preparation for Retirement	BOIRON parent company	France	51,577	286	617	(7,708)		44,771
Retirement commitments	BOIRON SP	Poland	1					1
Total post-employment benefits (defined contribution plans)			65,025	(213)	756	(10,689)	0	54,878
Long-service bonuses	BOIRON parent company	France	5,933	(569)				5,364
Long-service bonuses	BOIRON CARAIBES	France	46	1				47
Bonuses granted	BOIRON SOCIEDAD IBERICA DE HOMEOPATIA	Spain	347	(79)				268
Bonuses granted	BOIRON India	India	22	13			(2)	33
Bonuses granted	BOIRON	Belgium	148	9				157
Prepension	UNDA	Belgium	36	(24)				12
Total other long-term benefits			6,532	(649)	0	0	(2)	5,881
TOTAL EMPLOYEE BENEFITS RECOGNIZED IN NON-CURRENT LIABILITIES			71,557	(862)	756	(10,689)	(2)	60,759

(1) The commitment presented is net of the fair value of the outsourced funds.

In 2021, employee benefits changed as follows:

Employee benefits	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		
Total post-employment benefits (defined contribution plans)	78,705	(6,590)	(594)	427	(6,923)	0	65,025
Total other long-term benefits	7113	0	(582)	0	0	1	6,532
TOTAL EMPLOYEE BENEFITS RECOGNIZED IN NON-CURRENT LIABILITIES	85,818	(6,590)	(1,176)	427	(6,923)	1	71,557

In 2021, the impact on operating income included provision reversals for employee benefits of €394 thousand relating to employees having joined the reorganization plan in 2021. These provision reversals were recognized under other operating revenue (see note 28).

In addition, the application from January 1, 2021 of the IFRIC decision published in May 2021 on the allocation of pension benefits to periods of service, impacted shareholders' equity in the amount of €6,590 thousand before tax, mainly relating to the BOIRON parent company (€6,559 thousand).

Total pre-tax actuarial differences have varied significantly each year: -€10,689 thousand in 2022, -€6,923 thousand in 2021, -€3,043 thousand in 2020, -€1,941 thousand in 2019, -€10,091 thousand in 2018 and -€4,446 thousand in 2017. 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 2021, 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 5.1% on retirement benefits 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 75.1% of investments, cannot fall below the annual guaranteed minimum on general assets.

19.2 BOIRON parent company employee benefits

19.2.1 Main actuarial assumptions

Actuarial assumptions France		2022	2021	2020
Discount rate		3.70%	1.20%	0.60%
Annual salary revaluation ⁽¹⁾		3.00%	1.50%	1.30%
Social charges rate	Executives	49.23%	49.88%	51.52%
	Non-executives	39.83%	41.53%	42.75%

(1) Except differentiated increases by age bracket.

19.2.2 Retirement benefits

The provisions for BOIRON parent company retirement benefits changed as follows between 2022 and 2021:

Retirement benefits	12/31/2021	Impact on operating income			Impact on financial income	Impact on other comprehensive income	12/31/2022
BOIRON parent company		Cost of services	Payments	Plan changes	Interest cost net of estimated return on investment	Actuarial differences ⁽¹⁾	
Actual value of liabilities	32,972	2,335	(2,387)		380	(3,285)	30,015
Value of outsourced funds	(19,972)		(613)		(247)	386	(20,446)
Retirement indemnity provision BOIRON parent company	13,000	2,335	(3,000)	0	133	(2,899)	9,569

(1) Including -€6,471 thousand in differences due to the increase in the discount rate and +€3,645 thousand in differences due to the revaluation of wages (see note 19.2.1).

The provisions for BOIRON parent company retirement benefits changed as follows between 2020 and 2021:

Retirement benefits BOIRON parent company	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	Interest cost net of estimated return on investment	Actuarial differences ⁽¹⁾	
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)
Retirement indemnity provision BOIRON parent company	22,216	(6,559)	2,483	(2,000)	0	(55)	90	(3,175)	13,000

(1) Of which -€1,906 thousand in 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. €3,000 thousand in contributions were made to the outsourced funds in 2022, up from €2,000 thousand in 2021.

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 €2,467 thousand, versus a net expense of €2,573 thousand in 2021 (see notes 26 and 29).

The average duration of this employee benefit liability in 2022 was 15.6 years (versus 16.6 years in 2021).

The distribution over time of this commitment is as follows:

- 11% less than one year (compared to 7% in 2021),
- 33% one to five years (compared to 28% in 2021),
- 56% more than five years (compared to 65% in 2021).

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 2023, 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 fund

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): 75.1%,
- SCI Primonial Capimmo: 9.9%,
- MFS Meridian Global Equity: 15.0%.

The overall breakdown of investments at December 31, 2022 was as follows:

Breakdown of investments	12/31/2022	12/31/2021
Bonds	55.3%	56.8%
Equities	25.4%	26.9%
Money market	2.1%	1.7%
Real estate	17.2%	14.5%
Other	0.0%	0.0%

Fair asset value is determined according to:

- Level 1 for 82.8% 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 2022 was 2.30% (1.90% in 2021).

75.1% 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 2021 and 2022, the change in provisions for this agreement was as follows:

BOIRON parent company Agreement on Preparation for Retirement	12/31/2021	Impact on operating income			Impact on financial income	Impact on other comprehensive income	12/31/2022
		Cost of services	Payments	Plan changes			
					Interest cost	Actuarial differences ⁽¹⁾	
Preparation for Retirement provision - BOIRON parent company (discounted value of commitment)	51,577	3,039	(2,753)	0	617	(7,708)	44,771

(1) Including -€11,719 thousand in differences due to the increase in the discount rate and +€5,477 thousand in differences due to the annual revaluation of wages (see note 19.2.1).

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			
						Interest cost	Actuarial differences ⁽¹⁾	
Preparation for Retirement provision - BOIRON parent company (discounted value of commitment)	56,108	3,279	(4,067)	0	(324)	335	(3,754)	51,577

(1) Of which -€3,583 thousand of actuarial differences linked to the discount rate increase.

Payments consist of paid services, there is no investment in an outsourced fund.

The net expense for the fiscal year recognized under income before tax, taking into account the payments reported in the income statement (cost of services, interest cost and impact of change in plan) amounted to net expense of €3,656 thousand versus a net expense of €3,289 thousand in 2021 (see notes 26 and 29).

The average duration of this employee benefit liability in 2022 was 14.6 years (versus 16.0 years in 2021).

The distribution over time of this commitment is as follows:

- 9% less than one year (compared to 6% in 2021),
- 44% one to five years (compared to 35% in 2021),
- 47% more than five years (compared to 59% in 2021).

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 2021 and 2022 was as follows:

Long-service bonuses - BOIRON parent company	12/31/2021	Cost 2022	Actuarial differences	Plan changes	Payments	12/31/2022
Long-service bonuses provision - BOIRON parent company	5,933	468	(669)	0	(368)	5,364

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)	0	(557)	(58)	5,933

The cost breakdown between service costs and interest costs for 2022 and 2021 was as follows:

Long-service bonuses costs - BOIRON parent company	2022	2021
Service cost	403	443
Interest cost	65	35
Reorganization (reversal)		(58)
TOTAL COST IN OPERATING INCOME	468	420

20 CURRENT AND NON-CURRENT PROVISIONS

Current provisions	12/31/2021	Increases	Decreases (unused)	Decreases (used)	Currency translation adjustments and other movements	12/31/2022
Provisions for returned goods	3,825	5,041	(307)	(3,326)	57	5,290
Provisions for contingencies and lawsuits	1,732	1,412	(180)	(415)	3	2,552
Provisions for reorganizations	44,031	22	(1,628)	(21,702)		20,723
Other provisions for other expenses	296	802	(43)	(231)		824
TOTAL CURRENT PROVISIONS	49,884	7,277	(2,158)	(25,674)	60	29,389
Non-current provisions	12/31/2021	Increases	Decreases (unused)	Decreases (used)	Currency translation adjustments and other movements	12/31/2022
Provisions for contingencies and lawsuits	143					143
Other provisions for other expenses	0					0
TOTAL NON-CURRENT PROVISIONS	143	0	0	0	0	143

Current provisions for reorganizations amounted to €20,723 thousand at December 31, 2022 and mainly concern BOIRON parent company (€20,426 thousand) in respect of the reorganization initiated in 2020 (see note 1). This item changed as follows:

- €21,334 thousand in provision reversals used to cover costs incurred in 2022 (see note 32),
- €1,481 thousand in unused reversals (mainly related to the return to work of employees before the end of their rights).

As the Group is not in a position to reliably estimate the rate of disbursements, the provision remains classified as “current”. 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 2021 was as follows:

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	1517	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
TOTAL CURRENT PROVISIONS	64,962	7,249	(3,868)	(18,605)	146	49,884
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
Provisions for reorganizations						0
Other provisions for other expenses	2		(1)	(1)		0
TOTAL NON-CURRENT PROVISIONS	96	48	(1)	(1)	1	143

In 2021, current provisions mainly included the provision for reorganisation in France in the amount of €43,241 thousand.

Other contingent assets and liabilities are presented in note 34.

21 ACCOUNTS PAYABLE

Accounts payable	12/31/2022	12/31/2021
Accounts payable denominated in euros	29,989	26,472
Accounts payable denominated in other currencies	18,261	17,708
TOTAL ACCOUNTS PAYABLE	48,250	44,180

22 INCOME TAX PAYABLE AND OTHER CURRENT AND NON-CURRENT LIABILITIES

Other liabilities	12/31/2022		12/31/2021	
	Current	Non-current	Current	Non-current
INCOME TAX PAYABLES (non-financial liabilities)	2,113	0	1,328	0
Non-financial liabilities	55,626	1,261	45,461	1,213
State and local government, excluding income tax	4,252		4,372	
Personnel and social security organizations	51,191	1,261	40,916	1,213
Deferred revenue ⁽¹⁾	183		173	
Financial liabilities valued at amortized cost	12,381	59	12,464	59
Fixed asset suppliers	2,506		4,043	
Accounts payable ⁽¹⁾	9,163		7,611	
Other creditors	712	59	810	59
Derivative instruments ⁽²⁾	0	0	34	0
TOTAL OTHER LIABILITIES EXCLUDING CORPORATE INCOME TAX LIABILITIES	68,007	1,320	57,959	1,272

(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.

23 FINANCIAL INSTRUMENTS

23.1 Information on 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 employment 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 2021 or 2022.

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 12/31/22	Cross-reference notes	Designation of financial instruments	Level required by IFRS 13 amendments ⁽¹⁾	Net Book Value	Fair value	Schedule		
						Less than one year	Between one and five years	Over five years
FINANCIAL ASSETS				369,959	369,959	363,822	0	0
Non-consolidated investments	Note 10	C	N/A	4,325	4,325	N/A	N/A	N/A
Other financial investments	Note 10	A	N/A	1,812	1,812	N/A	N/A	N/A
Other non-current financial assets	Note 14	A	N/A					
Accounts receivable	Note 13	A	N/A	100,536	100,536	100,536		
Derivative instruments related to the hedging of commercial transactions	Note 14	D	2	261	261	261		
Other current financial assets	Note 14	A	N/A	12,080	12,080	12,080		
Cash and cash equivalents	Note 15	C	1 or 2	250,945	250,945	250,945		
FINANCIAL LIABILITIES				82,856	82,856	66,118	16,738	0
Cash liabilities	Note 17	C	N/A	1,406	1,406	1,406		
Borrowings and financial debts except treasury liabilities and earn-outs	Note 17	A	N/A	2,723	2,723	826	1,897	
Financial liabilities related to earn-outs	Note 17	D	2	8,067	8,067		8,067	
Derivative instruments related to earn-outs	Note 17	D	2	1,600	1,600		1,600	
Rental liabilities	Note 18	A	N/A	8,370	8,370	3,196	5,174	
Other non-current financial liabilities	Note 22	A	N/A	59	59	59		
Accounts payable	Note 21	A	N/A	48,250	48,250	48,250		
Derivative instruments related to the hedging of commercial transactions	Note 22	D	2					
Other current financial liabilities	Note 22	A	N/A	12,381	12,381	12,381		

(1) See definition in note 2.10.

Data as of December 31, 2021 was as follows:

Financial instruments - balance sheet 12/31/2021	Cross-reference notes	Designation of financial instruments	Level required by IFRS 13 amendments ⁽¹⁾	Net Book Value	Fair value	Schedule		
						Less than 1 year	Between 1 and 5 years	Over 5 years
FINANCIAL ASSETS				353,285	353,285	348,912	0	0
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	0	0	0	0	0
Accounts receivable	Note 13	A	N/A	97,340	97,340	97,340	0	0
Derivative instruments related to the hedging of commercial transactions	Note 14	D	2					
Other current financial assets	Note 14	A	N/A	17,068	17,068	17,068	0	0
Cash and cash equivalents	Note 15	C	1 or 2	234,504	234,504	234,504	0	0
FINANCIAL LIABILITIES				69,343	69,343	61,624	7,719	0
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	0
Rental liabilities ⁽²⁾	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	0	0
Accounts payable	Note 21	A	N/A	44,180	44,180	44,180	0	0
Derivative instruments related to the hedging of commercial transactions	Note 22	D	2	34	34	34		
Other current financial liabilities	Note 22	A	N/A	12,464	12,464	12,464	0	0

(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

• Derivative instruments related to the hedging of commercial transactions

On December 31, 2022, the current foreign exchange hedging derivatives, mainly in the form of forward transactions, only corresponded 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 2022 and 2021:

Derivative instruments	Currency	Type of contract	12/31/2022			12/31/2022			12/31/2021			12/31/2021		
			Fair value commercial hedges			Current account cash position hedges			Fair value commercial hedges			Current account cash position hedges		
			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	(8,847)	(8,295)	183	(18,500)	(17,345)	52	(10,435)	(9,213)	(4)	(10,000)	(8,829)	(1)	
Canadian Dollar	Futures contracts	(1,672)	(1,158)	30				(1,611)	(1,119)	(3)				
Hungarian Forint	Futures contracts	(41,618)	(104)	(4)	(120,000)	(299)	(4)	(69,690)	(189)	1	(300,000)	(813)	(1)	
Romanian Leu	Futures contracts	(2,181)	(441)	(1)	0	0	0	(3,561)	(720)	(6)	(7,700)	(1,556)	(2)	
Polish Zloty	Futures contracts	(2,933)	(627)	(11)	(500)	(107)	(1)	(2,147)	(467)	(4)	(1,400)	(305)	(3)	
Czech Koruna	Futures contracts	(3,496)	(145)					(7,623)	(307)	(7)				
Brazilian Real	Futures contracts	(85)	(15)					(2,389)	(379)	(5)	(2,350)	(372)		
Swiss Franc	Futures contracts							(28)	(27)					
Hong-Kong dollar	Futures contracts	(5,618)	(676)	11	(10,000)	(1,202)	6	(4)			(10,000)	(1,132)		
Russian Ruble	Futures contracts							(71,796)	(842)	1				
GRAND TOTAL			(11,459)	208		(18,953)	53	(13,262)	(27)		(13,007)	(7)		

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 €261,000, compared to -€34,000 on December 31, 2021. These amounts were recognized under other current assets in 2022 (see note 14) and under other current liabilities in 2021 (see note 22).

In the income statement, their change between 2021 and 2022 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.

• Derivative instruments related to earn-outs (as part of external growth operations)

Derivative instruments relate to earn-outs and the purchase of the 30% stake in ABBI (see notes 1 and 17).

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,

for gains and losses on derivative instruments relating to financial hedges, recognized under financial income and losses: note 29.

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,
- 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 in particular the macro-economic context.

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 2022, Group consolidated cash was constantly in surplus, as in 2021.

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, 2022, 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	Daily - 1 year	1 - 5 years	> 5 years
ASSETS - short-term investments and cash equivalents	250,945		
LIABILITIES - cash liabilities, borrowings and financial debts (excl. financial rental liabilities)	(2,232)	(11,564)	
Net cash position	248,713	(11,564)	0

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 €2,487 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:

- 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, 2022, 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	34,007	9,453		1177	2,352			
Accounts payable	in thousands of currency		(31)	(1,640)	(21)		(1,914)		
Net position on commercial transactions before hedging	in thousands of currency	34,007	9,422	(1,640)	1,156	2,352	(1,914)		
Fair value commercial hedges	in thousands of currency		(8,847)		(85)	(1,672)			
Net position on commercial transactions after hedging	in thousands of currency	34,007	575	(1,640)	1071	680	(1,914)		
Cash accounts	in thousands of currency	84	18,576	(2,341)		59			
Net position on financial transactions before hedging	in thousands of currency	84	18,576	(2,341)	0	59	0		
Current account cash position hedges	in thousands of currency		(18,500)		(22,499)				
Net position on financial transactions after hedging	in thousands of currency	84	76	(2,341)	(22,499)	59	0		
Net position after total hedging	in thousands of currency	34,091	651	(3,981)	(21,428)	739	(1,914)		
NET POSITION AFTER TOTAL HEDGING (EURO EQUIVALENT)	in thousands of euros	433	610	(2,035)	(3,800)	512	(573)	643	(4,210)

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 2022.

In addition, there were no future cash flow hedges as of December 31, 2022.

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, 2022:

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	(39)	(56)	(8)	1	(47)	(63)	346	249	383
- on sales	in thousands of euros	(1,631)	(9,618)	(610)	(718)	(1,355)	(972)	(637)	(1,570)	(17,111)
- on income before tax of subsidiaries	in thousands of euros	(121)	(416)	(28)	(68)	(59)	(153)	43	48	(754)
- on shareholders' equity	in thousands of euros	(1,668)	(7,197)	(249)	(360)	(258)	(610)	(243)	(496)	(11,081)

23.3.4 Credit risk

Group client risk is globally considered low.

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 clients 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 €84,496 thousand at December 31, 2022 (compared to €87,145 thousand in 2021).

As of December 31, 2022, the amount of overdue accounts receivable that had not been written back was €15,239 thousand, i.e. 14.9% of accounts receivable (versus €12,817 thousand or 13.0% of accounts receivable on December 31, 2021); 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 45% of this amount.

The remainder was overdue for less than a year.

Days sales outstanding was 56 days, compared to 59 days in 2021.

There were no major accounts receivable restructuring agreements or offsetting agreements as of December 31, 2022.

Total bad debt losses, net of bad debt write-downs and reversals, amounted to a net loss of €585,000, i.e. less than 0.11% of consolidated sales, compared with a net profit of €137,000 in 2021, i.e. 0.03% of consolidated sales.

The BOIRON Group did not observe any material defaults in 2022, as in 2021.

23.3.5 Liquidity risk

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 2022. Liquidity risk remains low, despite the macro-economic crisis. The Group's financial structure remains balanced and the Group's debt level, excluding rental liabilities and excluding debt and earn-out derivatives, 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 €2,660 thousand at December 31, 2022 (see note 10).

The breakdown by asset type for the outsourced fund related to employee benefits is presented in note 19. 75.1% 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 2022, the Group posted sales of €5,290 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. The receivable is covered by credit insurance and no losses were recognized during the year.

This situation is being monitored at Group level.

23.3.7.2 Russia

As of December 31, 2022, all of the Russian subsidiary's trade receivables were covered by credit insurance. The other assets held by the subsidiary do not present a material risk of impairment.

This situation is being monitored at Group level.

24 OPERATING REVENUE

Operating revenue	2022	%	2021	%
Non-proprietary homeopathic medicines	184,666	34.6	194,967	42.8
Homeopathic specialties	279,720	52.3	206,220	45.3
Other healthcare products ⁽¹⁾	69,853	13.1	54,014	11.9
TOTAL SALES	534,239	100.0	455,201	100.0
Other operating revenue (fees)	1		1	

(1) "Other healthcare products" include non-homeopathic products (medical devices, dietary supplements, cosmetics, phytotherapy), which were previously presented under "Specialties".

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.

The breakdown of sales by geographical region is presented in note 5 on sector-specific information.

Our analysis of IFRS 15 did not identify any other relevant revenue breakdowns.

25 AMORTIZATION, DEPRECIATION, IMPAIRMENT AND PROVISIONS

Amortization, depreciation, impairment and provisions on operating income	2022	2021
Goodwill impairment ⁽¹⁾	(4,027)	
Amortization and impairment on intangible fixed assets	(8,243)	(8,013)
Amortization and impairment on tangible fixed assets	(18,892)	(21,001)
Net amortization and impairment of rights of use relating to leases	(4,693)	(4,357)
TOTAL NET AMORTIZATION, DEPRECIATION AND IMPAIRMENT ON INTANGIBLE AND TANGIBLE FIXED ASSETS UNDER OPERATING INCOME	(35,855)	(33,371)
Impairment on current assets	(2,516)	(981)
Provisions	20,556	15,178
Provisions for tax audits		
Employee benefits	862	1176
TOTAL NET CHANGES IN ASSET IMPAIRMENT AND PROVISIONS UNDER OPERATING INCOME	18,902	15,373
TOTAL AMORTIZATION, DEPRECIATION, IMPAIRMENTS AND PROVISIONS ON OPERATING INCOME	(16,953)	(17,998)
Amortization, depreciation, impairment and provisions under financial income	2022	2021
Impairment on financial assets and other investments	(1,507)	(211)
Provisions		
Employee benefits	(755)	(427)
TOTAL NET CHANGES IN DEPRECIATION ON ASSETS AND PROVISIONS ON FINANCIAL INCOME	(2,262)	(638)
Amortization, depreciation, impairment and provisions for taxes on income	2022	2021
Provisions for tax audits		
TOTAL NET CHANGES IN IMPAIRMENT OF ASSETS AND PROVISIONS UNDER INCOME TAX	0	0
TOTAL AMORTIZATION, DEPRECIATION, IMPAIRMENT AND PROVISIONS	(19,215)	(18,636)

⁽¹⁾ ABBI goodwill impairment (see notes 1 and 6).

"Impairment of current assets" includes €977,000 relating to the closure of the Indian subsidiary in 2023 (see note 1).

Net changes in amortization, depreciation, impairment and provisions, recognized in operating income by purpose, are detailed below:

Amortization, depreciation, impairment and provisions on operating income by activity	2022	2021
Sales	0	384
Cost of products sold	(17,412)	(15,730)
Preparation and distribution costs	(5,067)	(6,141)
Promotion costs	(4,185)	(3,814)
Research and development costs	(397)	(165)
Regulatory affairs costs	125	(60)
Support function costs	(8,916)	(7,681)
Other operating revenue and expenses ⁽¹⁾	18,899	15,209
TOTAL	(16,953)	(17,998)

⁽¹⁾ Including the net impact of provisions and impairment relating to the reorganization in France (see notes 20 and 28).
Including ABBI goodwill impairment (see notes 1, 6 and 28).

26 STAFF COSTS IN OPERATING INCOME

Staff costs in operating income by nature (excluding impact of reorganization)	2022	2021
Salaries and social security charges	(170,649)	(167,448)
Incentive schemes and profit sharing, o/w social security charges	(16,915)	(6,213)
Employee benefits (excluding impact of reorganization)	(5,307)	(6,678)
Other staff costs	(6,619)	(6,853)
TOTAL STAFF COSTS IN OPERATING INCOME (EXCLUDING IMPACT OF THE REORGANIZATION)	(199,490)	(187,192)

The cost of employee benefits (excluding financial costs and impact of reorganization) included in staff costs breaks down as follows:

Cost of employee benefits (excluding interest expense and impact of reorganization)	2022	2021
Retirement benefits	(2,500)	(2,573)
Agreement on Preparation for Retirement	(3,039)	(3,279)
Italian TFR	(48)	(609)
Belgium prepension	24	7
Long-service bonuses and bonuses granted	256	(224)
TOTAL COST OF EMPLOYEE BENEFITS (EXCLUDING INTEREST EXPENSE AND IMPACT OF REORGANIZATION)	(5,307)	(6,678)

Staff costs by purpose, excluding the impact of the reorganization, have changed as follows:

Staff costs in operating income by purpose (excluding impact of reorganization)	2022	2021
Cost of products sold	(35,418)	(33,702)
Preparation and distribution costs	(40,770)	(43,437)
Promotion costs	(76,906)	(68,158)
Research and development costs	(3,137)	(818)
Regulatory affairs costs	(5,809)	(7,199)
Support function costs	(37,434)	(33,920)
Other operating revenue and expenses	(16)	42
TOTAL STAFF COSTS IN OPERATING INCOME (EXCLUDING IMPACT OF THE REORGANIZATION)	(199,490)	(187,192)

The amount paid by BOIRON parent company for mandatory and supplemental retirement plans was €15,757 thousand in 2022, compared to €16,575 thousand in 2021.

27 RESEARCH AND DEVELOPMENT COSTS

Research and development costs, which correspond to the costs of pharmacological, clinical and fundamental research (see note 2.4.2), amounted to €6,093 thousand in 2022 compared to €2,988 thousand in 2021: these primarily include fees of €2,074 thousand in 2022 (compared to €1,504 thousand in 2021) and personnel expenses (see note 26).

28 OTHER OPERATING REVENUE AND EXPENSES

Other operating revenue and expenses	2022	2021
Income on asset disposals	6,013	8,342
Tax credits (including research tax credits) ⁽¹⁾	1,234	1,266
ABBI goodwill impairment ⁽²⁾	(4,027)	
Revaluation of liabilities and derivatives related to ABBI earn-outs ⁽³⁾	4,412	
Reorganization in France - net costs (excluding employee benefits)	1,627	(1,727)
Reorganisation in France - write-back on provisions for employee benefit obligations		437
Closure of BOIRON India in 2023 - provisions and impairment charges	(1,112)	
Net changes in other provisions	576	4
Gains and losses on derivative instruments (related to operating hedges)	(529)	(430)
Foreign exchange gains and losses on operating transactions	437	678
Other	(436)	845
TOTAL OTHER OPERATING REVENUE AND EXPENSES	8,195	9,415
Including other operating revenue	14,458	12,560
Including other operating expenses	(6,263)	(3,145)

(1) See note 2.6.

(2) See notes 1 and 6.

(3) See notes 1, 17 and 23.

In 2022, other operating expenses and revenue include:

- in relation to ABBI, -€4,027 thousand in goodwill impairment and +€4,412 thousand in the revaluation of earn-out liabilities (including a €600 thousand change in the related derivative instrument), taking into account the achievements recorded as of December 31, 2022 and the timetable for the deployment of the development strategy,
- €1,627 thousand in net proceeds from the reorganization launched by BOIRON parent company in 2020, mainly relating to reversals of unused provisions (due to the return of certain employees before the end of their rights, see note 20).

For information: €21,334 thousand was disbursed in 2022, the entirety having been provisioned pursuant to applicable accounting standards.

- €6,114 thousand in income from the disposal of assets linked to capital gains on the sale of the Limoges, Pau and Strasbourg sites and the Montrichard production site (see note 1),
- -€1,112 thousand in provisions and impairment relating to the impact of the closure of the BOIRON India subsidiary in 2023 (see note 1),
- -€300 thousand in connection with controls by customs authorities on the compliance of mirrors imported from China with European standards.

In 2021, other operating expenses and revenue included:

- €1,290 thousand in net expenses related to the reorganization in France, including €1,727 thousand in net costs and €437 thousand in provisions reversals for employee benefits previously provided for,
- €8,342 thousand in income from the disposal of assets, mainly related to the sale of the former Saint-Etienne facility, as well as the sale of the seven facilities closed in 2021 as planned under the reorganization launched in 2020.

29 OTHER FINANCIAL REVENUE AND EXPENSES

Other financial revenue and expenses	2022	2021
Net financial return on outsourced investments of employee benefits ⁽¹⁾	247	115
Interest cost of employee benefits ⁽¹⁾	(1,002)	(542)
Gains and losses on cash and financial accounts	(147)	1,278
Gains and losses on derivative instruments (related to financial hedges)	(2,120)	(1,466)
Net impairment of cash equivalents	(377)	(100)
Net impairment of FCPI investments	(1,130)	(67)
Bank fees on financial transactions	(122)	(116)
Other	(808)	(62)
TOTAL OTHER FINANCIAL REVENUE AND EXPENSES	(5,459)	(960)

(1) See note 19.

30 INCOME TAX

30.1 Breakdown of the tax charge

Income tax	2022	2021
Current taxes payable	(14,684)	(9,272)
Deferred taxes	(235)	(8,282)
TOTAL INCOME TAX	(14,919)	(17,554)
Effective rate	25.2%	38.1%

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 2021 and 2022:

Income tax	2022	%	2021	%
Theoretical tax	(15,291)	25.8	(13,101)	28.4
Impact of subsidiaries tax rates	431	(0.7)	415	(0.9)
Impact of changes in deferred tax rates in France	14	(0.0)	(3,981)	8.6
Permanent differences	(884)	1.5	(853)	1.8
Non-recognition of taxes on tax losses or profits	245	(0.4)	(211)	0.5
Impact of tax audits	651	(1.1)	168	(0.4)
Tax credits, deferred income tax adjustment and other	(85)	0.1	9	(0.0)
TOTAL INCOME TAX	(14,919)	25.2	(17,554)	38.1

The Group's theoretical tax rate (25.83%) is calculated based on the rate applicable in France in 2022.

30.2 Breakdown of deferred taxes in the balance sheet

The position of deferred taxes in the balance sheet changed as follows:

Deferred taxes	12/31/2021	Impact on net income	Impact on other comprehensive income		12/31/2022
			Actuarial differences on employee benefits	Currency translation adjustments and other movements	
Deferred taxes on regulated provisions	(10,107)	(48)			(10,155)
Deferred taxes on finance leases and rental contracts under IFRS 16	85	23		(1)	107
Deferred taxes on loss carry-forwards	463	445		147	1,055
Deferred taxes on employee benefits	16,880	105	(2,745)		14,240
Deferred taxes in relation to local taxation	6,176	(1,347)		120	4,949
Deferred taxes on other items	8,397	587		(50)	8,934
TOTAL NET DEFERRED TAX ⁽¹⁾	21,894	(235)	(2,745)	216	19,130
including net deferred tax assets	21,894	(235)	(2,745)	216	19,130
including net deferred tax liabilities	0				0

Deferred tax assets and liabilities are offset within the same company, as taxes are deducted by the same tax authorities.

As of December 31, 2022, deferred taxes not recorded on loss carryforwards (excluding losses relating to non-trading companies and non-usable deficits), in accordance with the principles set out in note 2.6, amounted to €4,274 thousand, compared to €4,284 thousand at December 31, 2021. They mainly relate to Brazil, Poland, India and Switzerland.

31 EARNINGS PER SHARE (EXCLUDING TREASURY SHARES)

Earnings per share	2022	2021
Net earnings (in thousands of euros)	44,673	28,556
Average number of shares for the fiscal year	17,389,171	17,516,468
EARNINGS PER SHARE (in euros)	2.57	1.63

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 €249,660 thousand at 2022 year-end, compared to €234,082 thousand at the end of 2021.

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			2022	2021
Cash and cash equivalents	Consolidated balance sheet	Note 15	250,945	234,504
Net impairment of cash equivalents	Consolidated balance sheet	Note 15	(476)	(100)
Unrealized capital gains on UCITS	Consolidated balance sheet	Note 15	355	0
Cash liabilities (included in current borrowings and financial debt)	Consolidated balance sheet	Note 17	1,406	522
Net cash	Statement of consolidated cash flows		249,660	234,082

Group net cash amounted to €249,660 thousand at 2022 year-end, compared to €234,082 thousand at the end of 2021.

The change in cash (including the impact of foreign currency fluctuations) amounted to an inflow of €15,578 thousand in 2022, compared to an outflow of €231 thousand in 2021.

Cash flow from operating activities amounted to €58,690 thousand, compared to €33,317 thousand in 2021, up €25,373 thousand. This change was due to:

An increase in free cash flow (+€9,531 thousand): €21,334 thousand was disbursed in 2022 as part of the reorganization (compared to €15,510 thousand in 2021). Adjusted for these impacts, cash flow would increase by €15,355 thousand, in line with the increase in profitability impacting cash flow. It represented 12.2% of sales, as in 2021.

- An increase in taxes paid (+€8,137 thousand) mainly due to improved profitability in most companies, especially in France (+€5,232 thousand).
- The increased change in working capital (€23,979 thousand). In 2022, the decline in working capital positively impacted cash in the amount of €5,961 thousand, primarily due to:
 - An increase in inventories (+€9,801 thousand) mainly at the BOIRON parent company, notably for homeopathic specialties, COVID tests and raw materials,
 - an increase in social security liabilities of €10,111 thousand, mainly in France and the United States for bonuses, incentives and profit-sharing (in line with the increase in profitability in 2022),
 - a €5,180 thousand decrease in advances and down payments in France, linked to the settlement in 2022 of advances paid at the end of 2021 to COVID test suppliers.

Cash flows related to investment activities resulted in a net outflow of €15,277 thousand, compared to €11,921 thousand in 2021. In 2022, cash flows mainly related to:

- Acquisitions of property, plant and equipment for €10,237 thousand, mainly in France, at the Messimy and Montévrain sites: investments in industrial tools and packaging equipment, work on and modification of premises and production lines to integrate Montrichard site production, which was closed at the end of 2021.
- Proceeds of €7,480 thousand from the sale of four sites (including the Niort site at the end of 2021) and the Montrichard site.
- Investments in intangible fixed assets in France in the amount of €7,745 thousand relate to Group IT projects: the SYMPHONY (CRM) project, the creation of a professional website for doctors and pharmacists, the implementation of a financial forecasting tool, and the digitization of the laboratory.
- Acquisitions of investments in the amount of €3,001 thousand relate to calls for new FCPI investments.
- The acquisition of a 70% equity stake in ABBI by BOIRON parent company at the end of February 2022 (€1,750 thousand, described in the section "Impacts of the ABBI integration" above), net of the cash available at the date of acquisition, i.e. €1,706 thousand.

Cash flows from financing activities resulted in a net outflow of €27,577 thousand, compared to €21,995 thousand in 2021. This mainly includes:

- dividend payments of €16,502 thousand (compared to €16,643 thousand in 2021),
- the purchase of 150,000 BOIRON shares outside the liquidity contract for €6,079 thousand. No share purchase outside the liquidity contract was carried out in 2021,
- the change in rental liabilities and related interest of €5,177 thousand, resulting from the application of IFRS 16 relating to real estate and vehicle leases,
- €1,465 thousand of investment income received, mainly in France, Russia and Brazil,
- the payment of the frozen employee profit-sharing liability in France for €915 thousand.

33 OFF-BALANCE SHEET LIABILITIES

33.1 Commitments associated with external growth operations

• Commitments related to the ABBI acquisition

The reciprocal purchase and sale commitment relating to the remaining 30% of the capital to be acquired was recognized under other financial liabilities (see note 17).

As part of the ABBI acquisition, at December 31, 2022, BOIRON had not activated the liability guarantees included in the purchase contract.

• Commitments related to the ALKANTIS acquisition

The purchase contract provides for the payment of an earn-out to the transferor, which will be calculated on the basis of 2027 sales. No amounts were recognized for these earn-out payments, as the recognition criteria had not yet been met.

Assets (trademarks, patents and manufacturing equipment) were fully written down in 2019 in the amount of €2,069 thousand.

33.2 Commitments related to the acquisition of isolated assets

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 €2,495,000.

33.3 Commitments relating to operating activities

Significant off-balance sheet liabilities related to Group operating activities are presented below:

Off-balance sheet commitments relating to operating activities	12/31/2022	Schedule			12/31/2021
		Less than one year	one to five years	More than five years	
Received commitments	183	183	0	0	195
Real estate guarantees	183	183			195
Commitments given	6,627	1,719	4,908	0	9,343
Bank securities	683	683			644
Customs and tax deposits	0				886
Commitment to repurchase FCPI units	5,944	1,036	4,908		7,813
Leases	0				0

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 section 2.9.4, Chapter 4 of the 2022 Universal Registration Document did not result in the recognition of a provision as at December 31, 2022. No significant change was recorded in 2022.

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 section 2.9.4, Chapter 4 of the 2022 Universal Registration Document did not result in the recognition of a provision as at December 31, 2022. No significant change was recorded in 2022.

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 ⁽¹⁾		CDFH		CEDH	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Purchases of goods					11	32
Disposals of goods						
Services provided	9	9	263	243	614	537
Services received			54	61	2115	2061
Total receivables			93	134	263	190
Total payables			28	18	496	575

(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	1,032	167
Variable compensation linked to employment contract ⁽¹⁾	134	27
Variable compensation linked to duties as corporate manager ⁽²⁾	286	
Other compensation	132	
Fees		5
Compensation paid to members of the Board	26	299
Benefits in kind ⁽³⁾	21	
Total gross compensation due in 2022	1,665	498
Total due gross compensation 2021 (reminder)	1,445	999
Post-employment benefits (retirement indemnities and Agreement on Preparation for Retirement)	523	140
Other long-term benefits (long-service bonuses)	106	24

(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 consists of retirement and insurance premium contribution (€2 thousand) and a company car (€19 thousand).

36 STATUTORY AUDITORS' FEES

Statutory Auditors' fees recognized as expenses in 2022 and 2021 are detailed below:

Statutory Auditors' fees recognized as expenses ^{(1) (2)} (Amounts excl. tax in thousands of euros)	MAZARS		DELOITTE	
	2022	2021	2022	2021
Certification of financial statements	122	118	122	118
Services other than the certification of financial statements required by law ⁽³⁾	11	10	11	10
Services other than the certification of financial statements not required by law ⁽³⁾				
TOTAL	133	128	133	128

(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

No post-closing events liable to have a material impact on the Group's financial statements have been identified.

4.2 STATUTORY AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

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

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.

For the year ended December 31, 2022

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, 2022.

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, 2022 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, 2022 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.

Justification of Assessments – Key Audit Matters

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.

Valuation of goodwill and financial debt related to earn-out from acquisitions

(Paragraph 1, 2.4.1, 2.5, 6, 17 and 33 to the consolidated financial statements)

Risk identified

As part of its development, the Group carried out targeted external growth operations and recognized several goodwill. On December 31, 2022, goodwill net value amounted to M€ 94. This goodwill are systematically tested for impairment if there are any indications of impairment losses and at least once a year. Goodwill are allocated to cash-generating units (CGU) and impairment testing is performed by comparing the net CGU assets value to their recoverable amount.

The recoverable amount of goodwill represents the higher of the fair value less costs to sell and the value in use calculated from future discounted cash flow projections covering a period of five years. An impairment is recognized when the carrying amount of the goodwill exceeds its recoverable amount. Notes 2.5 and 6.2 to the consolidated financial statements describe how impairment tests are carried out.

During the financial year ended December 31, 2022 and as disclosed in note 1 to the consolidated financial statements, the Boiron Group acquired 70% of the ABBI company. As a result, the group revised the scope of the CGUs in 2022 to create the CGU ABBI. The related goodwill recorded at M€ 8.3 was impaired by M€ 4.0 as of December 31, 2022, based on 2022 achievements and the timing of the development strategy deployment. The acquisition contract also provides for the payment of an earn-out as well as a commitment to acquire the remaining 30%, determined and valued according to the target achievement. On December 31, 2022, the financial debt corresponding to these operations amounted to M€ 8.1, as described in note 17 to the consolidated financial statements.

We consider the valuation of the goodwill and the financial debt related to the earn-out to be a key audit matter for the following reasons : on one hand, their valuation relies heavily on management's judgments and estimates, and, on the other hand, these are non-current transactions that result in complex accounting treatments.

Our response

We conducted a critical review of the method implemented by the Group to determine the recoverable amount of goodwill and the fair value of financial debt related to the earn-out and to the commitment to acquire the remaining 30% of ABBI's share capital. We appreciated the compliance of the method used by the Company with the applicable accounting standards.

With the support of our valuation specialists, our work consisted in :

- Reading the methodology for identifying the Group's impairment indices and carrying out the impairment tests prepared by the Group;
- Assessing the reasonableness of the cash flow projections through inquiries with management and through comparison to the current year performance, by:
 - Corroborating cash flows used in impairment tests with Management's 2023 budget and medium-term forecasts;
 - Assessing the consistency of the main assumptions used (such as the perpetual growth rate and the discount rate) with the macroeconomic data available at the balance sheet date;
 - Performing our own sensitivity tests on the discount rate, the perpetual growth rate and the key operational assumptions;
 - Examining the methods used to determine recoverable amounts and verifying the arithmetic accuracy of the calculations made;
 - Assessing the reasonableness of the assumptions used in calculating the estimate of the earn-out indexed to the future performance of the acquired companies and in connection with the acquisition contract;
- Checking the conformity of the calculation of the reciprocal commitments to purchase securities held by minority shareholders recognized as financial debt with the related acquisition contracts.

Finally, we have assessed the appropriateness of the disclosures in notes 1, 2.4.1, 2.5, 6.1, 6.2, 17 and 33 to the consolidated financial statements related to goodwill and to commitments given or received related to the acquisitions.

Retirement termination benefit and retirement preparation agreement commitments

(Paragraph 2.9.1 and 19 to the notes 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€ 54 878 as of December 31, 2022. 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.

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 and the forecast increase in salaries. 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.

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 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 pay slips;
- 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 :
 - A critical review of demographic and financial assumptions used to calculate commitments (discount rate, rate of salary increases) 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, 2022;
- 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 verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements 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), prepared under the responsibility of the General Director ... , complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limitations inherent to the block-tagging of the consolidated financial statements according to the European single electronic format, the content of certain tags of the notes may not be rendered identically to the accompanying consolidated financial statements.

Moreover, we have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed 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, 2022, Deloitte & Associés and Mazars were in the 6th year and 12th 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 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.

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.

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 13, 2023

The Statutory Auditors

French original signed by

MAZARS

DELOITTE & ASSOCIÉS

Emmanuel CHARNAVEL

Séverine HERVET

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 received	Average rate for the fiscal year	Yearly sales, taxes excluded	Yearly profit and loss	Dividends received during the fiscal year
					gross	net						
		currency, thousands	currency, thousands	currency, thousands	euros, thousands	euros, thousands	euros, thousands	euros, thousands		currency, thousands	currency, thousands	euros, thousands
Subsidiaries (> 50% of the share capital held by the company)												
Italy	LABORATOIRES BOIRON	EUR	2,500	11,116	624	624	3,410			32,961	1,379	999
United States	BOIRON USA	USD	33,588	(1)	29,837	29,837	(13,385)		0.94962	0	0	758
Spain	BOIRON SOCIEDAD IBERICA DE HOMEOPATIA	EUR	1,099	1169	2,295	2,251	26	152		14,217	741	
Canada	BOIRON CANADA	CAD	2,395	1,828	1,614	1,614	(1)		0.73020	24,989	642	282
Germany	BOIRON	EUR	511	(656)	717	0				-	(2)	
Belgium	UNDA	EUR	62	206	11,359	276	547			0	(61)	
France	BOIRON CARAIBES	EUR	1,660	2,514	1,898	1,898	3,620			9,003	610	267
France	C.D.F.H.	EUR	208	189	208	208	124			395	5	
Czech Republic	BOIRON CZ	CZK	3,600	68,548	99	99	1,605		0.04071	178,391	8,839	
Slovakia	BOIRON SK	EUR	406	284	390	390	(680)			4,186	65	
Poland	BOIRON SP	PLN	30,099	(11,507)	7,320	3,964	266	61	0.21340	36,992	3,497	
Romania	BOIRON RO	RON	15,080	18,167	3,141	3,141	995		0.20279	56,088	7,084	122
Tunisia	BOIRON TN	TND	105	2,124	84	84			0.30571	5,971	248	
Hungary	BOIRON	HUF	1,090,000	(916,069)	3,359	434	(50)	81	0.00256	848,352	6,381	
Bulgaria	BOIRON BG	BGN	650	2,316	332	332	996		0.51130	5,992	253	
Russia	BOIRON	RUB	827,000	616,660	13,775	13,775		508	0.01366	1,350,139	55,243	5,089
Brazil	BOIRON MEDICAMENTOS HOMEOPATICOS	BRL	20,200	(5,082)	19,864	2,676			0.18383	44,484	4,165	
France	BOIRON	EUR	555	1,771	555	555	2,002			5,922	503	180
Switzerland	BOIRON	CHF	1,900	435	2,505	2,264	1,539		0.99531	4,263	742	
France	LES EDITIONS SIMILIA	EUR	43	47	753	87	64			97	(29)	
Portugal	BOIRON	EUR	400	544	400	400	(660)			6,125	207	
Belgium	BOIRON	EUR	11,019	(3,386)	11,019	11,019	2362			16,991	281	
France	C.E.D.H.	EUR	1,358	111	1,416	1,416	330			2,692	100	
India	BOIRON LABORATORIES	INR	360,005	(270,853)	4,568	0			0.01209	34,221	(39,735)	
Colombia	BOIRON SAS	COP	5,500,000	(5,376,284)	1,486	0	(471)		0.00022	1,613,950	(1,077,674)	
Asia	BOIRON ASIA	HKD	4,326	(2,063)	500	274	(1,322)		0.12128	45,444	(1,190)	
France	ABBI	EUR	740	(2,363)	1,750	1,750	(4,299)	8,068		715	(1,773)	

4.4 RESULTS OVER THE LAST PAST FIVE YEARS

(Article R225-102 of the French Commercial Code)

Data converted into thousands of euros	2018	2019	2020	2021	2022
I Capital at the end of the fiscal year					
a Share capital	17,566	17,545	17,545	17,545	17,545
b Number of existing ordinary shares	17,566	17,545	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					
II Operations and results for the fiscal year					
a Sales excluding taxes	494,072	423,694	404,422	320,671	381,729
b Income before tax, employee profit-sharing, allowances for and cancellations of amortizations and provisions ⁽²⁾	153,365	102,405	104,231	42,951	64,003
c Income tax	35,923	20,845	14,736	6,400	9,598
d Employee profit-sharing for the year	7,753	3,396	88	0	1417
e Result after taxes, employee profit-sharing, and allowances for amortizations and provisions	63,578	37,941	9,146	21,633	46,412
f Distributed profit	25,470	18,423	16,668	16,668	19,300 ⁽¹⁾
III Earnings per share					
a Result after taxes, employee profit-sharing, but before allowances for amortizations and provisions	6.24	4.45	5.1	2.08	3.02
b Result after taxes, employees profit-sharing, and allowances for amortizations and provisions	3.62	2.16	0.52	1.23	2.65
c Dividend distributed by share	1.45	1.05	0.95	0.95	1.10 ⁽¹⁾
IV Staff					
a Average headcount in full-time equivalent for workers employed during the fiscal year	2,361	2,252	2,199	2,199	1,718
b Payroll for the fiscal year	100,755	97,995	94,159	96,885	98,729
c Amount of the sums paid in respect of fringe benefits in the fiscal year (Social Security, charitable works, etc.)	51,028	48,629	46,145	44,882	44,335

(1) According to the resolutions that will be proposed at the Annual General Meeting.

(2) According to the Francis Lefebvre memento, the profit before taxes, depreciation and provisions includes transfers of operating charges



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, 2023, 31,436,648 theoretical voting rights and 31,255,361 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 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 way of capitalization of reserves, profits or issue premiums, for registered shares allocated free of charge to a shareholder as a result of existing shares for which they were 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 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.

Number of shares, percentage of share capital and voting rights directly held by members of the Board of Directors and executive corporate officers (as of February 28, 2023)⁽¹⁾

	Number of shares	% Share	% Voting rights exercisable at Shareholders' Meetings
Thierry Boiron (Board member - Executive corporate officer)	462,964	2.63	2.95
Valérie Lorentz-Poinsot (Board member - Executive corporate officer)	1,953	0.01	0.00
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
Christine Boyer-Boiron (Board member)	198,664	1.13	1.28
Stéphanie Chesnot (Board member)	4,748	0.03	0.03
Virginie Heurtaut (Board member)	4,748	0.03	0.03
Grégory Walter (Board member representing shareholder employees ⁽²⁾)	-	-	-
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 ⁽²⁾)	-	-	-
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 ⁽²⁾)	-	-	-
Jean-Marc Chalot (Board member)	10	0.00	0.00
Jordan Guyon (Board member)	10	0.00	0.00
Stéphane Legastelois (Board member)	-	-	-

⁽¹⁾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).

⁽²⁾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:

4. shares held by other persons on behalf of this person;
5. shares held by the companies that he/she/it controls;
6. shares held by a third party with whom/which he/she/it acts jointly;
7. 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 buy-back programs. The most recent share buyback program was authorized by the Ordinary Shareholders' Meeting of May 19, 2022 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 €65 per share and the maximum amount of the transaction was set at €114,045,152.

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 2022 fiscal year:

At December 31, 2022:

- Percentage of treasury shares: 0.87%,
- Number of treasury shares held in portfolio: 169,735 (par value €169,735).

Number of treasury shares broken down by intended use:

- Supporting the stock price through a liquidity agreement: 19,735 (par value €19,735),
- external growth transactions: 150,000,
- 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: €6,973,643.

Market value of the portfolio: €8,605,565 (based on the closing price on December 30, 2022).

Total nominal value: €169,735.

From January 1, 2021 to December 31, 2022		Liquidity agreement	External growth	Cancellation	Total
Purchases	Number of shares	93,759	150,000		243,759
	Price ⁽¹⁾	€42.22	€40.53		€41.18
	Negotiation costs		€12,158		€12,158
	Amount	€3,958,687	€6,091,097		€10,049,784
Sales / Transfers	Number of shares	107,741			107,741
	Price ⁽¹⁾	€40.42			€40.42
	Negotiation costs				
	Amount	€4,354,434			€4,354,434

(1)Average share price.

AUTHORIZATION TO IMPLEMENT A NEW SHARE BUYBACK PROGRAM – DESCRIPTION OF THE SHARE BUYBACK PROGRAM

The Combined Shareholders' Meeting of May 25, 2023 will be called to approve the introduction of a new share buyback program, according to Articles L.22-10-62 et seq. of the French Commercial Code, to replace the current program, which would be terminated in advance.

This program would be limited to 10% of the number of shares comprising the share capital and would help achieve the following objectives:

- 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,
- potentially cancel the repurchased shares, in accordance with the authorization to be granted in the twenty-fourth extraordinary resolution of the Shareholders' Meeting to be held on May 25, 2023.
- retain shares that are bought back and subsequently put them back on the market, or use for external growth transactions;
- cover stock option plans and/or bonus share (or similar) plans to certain employees and/or corporate officers of the company, including related companies and economic interest groups as well as all allocations of shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to certain employees and/or corporate officers of the company, including related companies and economic interest groups,
- ensure coverage for securities granting entitlement to some of the company's shares pursuant to applicable regulations.

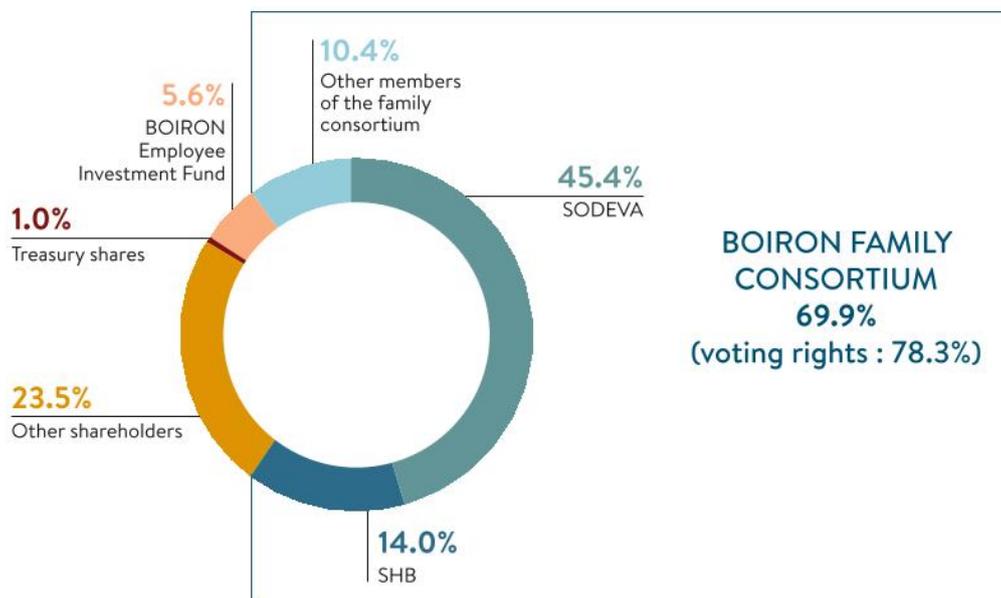
These share acquisitions may be carried out by any means, including by the acquisition of blocks of shares, and whenever decided by the Board of Directors. The company does not intend to use option mechanisms or derivative instruments.

The maximum purchase price would be €65 per share, for a total maximum of €114,045,152 for the entire operation.

The term of this program would be eighteen months beginning on May 28, 2020, i.e. until May 25, 2023.

5.2 MAIN SHAREHOLDERS

As of December 31, 2022, the capital breaks down as follows:



Voting rights are all expressed excluding treasury shares

Voting rights held by SODEVA: 51.3%

Voting rights held by SHB: 15.8%

Voting rights held by the other members of the BOIRON family consortium: 11.3%

Pursuant to Article L233-13 of the French Commercial Code, persons who as of December 31, 2022, held the percentages of shares or voting rights vote (excluding treasury shares) referred to in Article L233-7 of the French Commercial Code are, to the best of the company's knowledge:

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 ⁽¹⁾	
Holding of over 15%		SHB ⁽¹⁾
Holding of over 20%		
Holding of over 25%		
Holding of over 30%		
Holding of over 33 1/3%	SODEVA ⁽²⁾	
Holding of over 50%		SODEVA ⁽²⁾
Holding of over 66 2/3%	BOIRON family consortium ⁽³⁾	BOIRON family consortium ⁽³⁾

⁽¹⁾ Public limited company (société anonyme) controlled by the Henri Boiron family branch.

⁽²⁾ Public limited company (société anonyme) controlled by the Jean Boiron family branch.

⁽³⁾ 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 five independent Board members on the Board of Directors and two independent Board members on the Audit Committee,
- the separation of the duties of the Chairman and the General Manager.

As of December 31, 2022, the BOIRON family consortium held 12,255,758 shares (registered and bearer) representing 69.85% of the capital and 78.34% 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
December 31, 2020						
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
Total	17,545,408	100	31,234,251	100	31,265,988	100
December 31, 2021						
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	10.30	3,497,535	11.22	3,497,535	11.17
Public	4,267,760	24.30	4,901,342	15.70	4,901,342	15.70
FCPE	1,013,173	5.80	1,951,273	6.30	1,951,273	6.25
Treasury shares	33,717	0.20	0	0	33,717	0.20
Total	17,545,408	100	31,169,770	100	31,203,487	100
December 31, 2022						
BOIRON Family Consortium	12,255,758	69.85	24,350,655	78.34	24,350,655	77.91
• o/w SODEVA	7,966,313	45.40	15,932,626	51.26	15,932,626	51.00
• o/w SHB	2,458,747	14.01	4,897,494	15.76	4,897,494	15.67
• other individuals	1,830,698	10.43	3,520,535	11.33	3,520,535	11.26
Public	4,129,745	23.51	4,762,289	15.30	4,762,289	15.30
FCPE	990,170	5.64	1,970,743	6.30	1,970,743	6.25
Treasury shares	169,735	1.00	0	0	169,735	1.00
Total	17,545,408	100	31,083,687	100	31,253,422	100

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. Ms. Laurence 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.

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, 2022.

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
None	None	None	None	None	None	None

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, employees made their first request to become BOIRON shareholders to the central works committee.

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 2022, 15% of the amounts from the 2021 incentive scheme were paid into the BOIRON FCPE.

Profit sharing: in 2022, there were no profit-sharing payments.

Voluntary contributions: Employees can also make voluntary transfers into the BOIRON employee investment fund. In 2022, these payments amounted to €964 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, 2022, FCPE BOIRON's assets amounted to more than €62.8 million, of which 80% were BOIRON shares. About 90% of the 1,818 employees own a portion of the BOIRON employee investment fund.

At December 31, 2022, 5.6% of BOIRON's capital was held by the BOIRON FCPE (5.8% at December 31, 2021).

The Chairman of the BOIRON employee investment fund's supervisory board serves on the Board of Directors as a representative of employee shareholders.

5.4 STOCK MARKET INFORMATION

5.4.1 Share price performance

The BOIRON share price closed 2022 at €50.70, up 41.8% from €35.75 on December 31, 2021. The BOIRON share price peaked at €51.00 during the December 30, 2022 trading session and fell to a low of €34.95 during the January 18, 2022 trading session.

Over the year as a whole, 1,664,365 shares were traded, an average of 6,476 shares per trading session.

Compared to 2021, the number of shares traded in 2022 fell 14% and represented 9% of the company's share capital.

2021	Average closing price in euros	Peak price in trading session in euros	Lowest price in trading session in euros	Average securities traded per trading day	Transaction volume in millions of euros	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

2022	Average closing price in euros	Peak price in trading session in euros	Lowest price in trading session in euros	Average securities traded per trading day	Transaction volume in millions of euros	Shares traded during the month
January	36.90	40.90	34.95	10,473	8.33	219,941
February	40.90	42.45	39.25	9,526	7.79	190,529
March	39.81	43.05	37.70	11,425	10.52	262,773
April	39.27	43.30	37.30	6,694	5.05	127,182
May	41.71	48.00	39.05	10,826	10.20	23,8176
June	40.88	43.15	39.25	4,096	3.69	90,113
July	44.86	47.90	41.25	5,164	4.91	108,435
August	46.77	48.60	44.60	3,868	4.15	88,962
September	45.04	47.60	43.10	3,097	3.06	68,128
October	46.41	49.80	43.55	4,811	4.72	101,026
November	44.69	46.50	43.25	4,123	4.06	90,696
December	46.44	51.00	44.50	3,734	3.68	78,404

Average closing prices



5.4.2 Multi-year data

	2022	2021	2020	2019	2018
Number of shares	17,545,408	17,545,408	17,545,408	17,545,408	17,565,560
Source data adjusted by share					
Net income	2.55	1.63	1.49	2.32	3.27
Free cash flow	3.71	3.17	5.98	5.87	7.50
Dividend	1.10	0.95	0.95	1.05	1.45
Payout ratio	43%	58%	64%	45%	44%
Year-end closing price (in euros)	50.70	35.75	41.35	36.40	48.95
Return (net dividend / closing price)	2.17%	2.66%	2.30%	2.88%	2.96%
PER at year-end (year n)	19.91	21.97	27.68	15.72	14.96
Average monthly volume	138,697	162,058	182,964	193,927	145,887
Market capitalization at December 31 (in millions)	890	662	726	639	860

ISIN code: FR0000061129 (BOI)

Reuters: BOIR.PA Bloomberg: BOI FP

Share listed on Euronext Paris – Compartment B

Share included in the following indexes: EN TECH CROISSANCE, ENT PEA-PME 150, 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 ⁽¹⁾	Other distributed income	
2019	€18,422,678.40, i.e. €1.05 per share	-	-
2020	€16,668,137.60, i.e. €0.95 per share	-	-
2021	€16,668,137.60, i.e. €0.95 per share	-	-

(1) Of which carried forward (corresponding to dividends not paid out on treasury shares):

- €42,459.90 in 2019,
- €25,488.5 in 2020,
- €166,212.95 in 2021.

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 or 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

2022 PERFORMANCE
AND OUTLOOK

ANNUAL FINANCIAL
STATEMENTS

CAPITAL, SHARE
OWNERSHIP, STOCK MARKET
AND LEGAL INFORMATION

SHAREHOLDERS'
MEETING

OTHER
INFORMATION



6 SHAREHOLDERS' MEETING

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6.1 REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED SHAREHOLDERS' MEETING OF MAY 25 2023 - EXTRAORDINARY PART

Dear Shareholders,

We have convened this Combined Shareholders' Meeting in order to vote, during the extraordinary part, on the following resolutions:

GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS TO REDUCE THE CAPITAL BY CANCELING TREASURY SHARES (TWENTY-THIRD RESOLUTION)

We propose renewing the authorization granted to the Board of Directors by the Combined Shareholders' Meeting of May 27, 2021 in its twentieth extraordinary resolution, for a period of twenty-four months, in order to cancel the shares acquired within the framework of the share buyback program and, consequently, reduce the share capital.

The twenty-third resolution submitted to you for voting seeks to enable the Board of Directors to cancel the shares allocated for this purpose to the share buyback program, the subject of the twenty-second resolution, within the limit of 10% of the capital in twenty-four months, and consequently to amend the Articles of Association.

GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS TO AWARD EXISTING OR FUTURE BONUS SHARES TO CERTAIN EMPLOYEES AND/OR CORPORATE OFFICERS (TWENTY-FOURTH RESOLUTION)

In order to implement an incentive shareholding policy designed to support the company's growth, we kindly ask that you authorize the Board of Directors to grant bonus shares to certain employees and/or certain corporate officers of the company or of related companies or economic interest groups.

We therefore propose that you authorize the Board of Directors, for a period of thirty-eight months, to allocate, in one or more installments, pursuant to Articles L.225-197-1, L.225-197-2 and L.22-10-59 of the French Commercial Code, new bonus shares resulting from a capital increase by capitalization of reserves, profits or additional paid-in capital, or existing shares.

The beneficiaries of these allocations may be certain employees of the company or of companies or economic interest groups directly or indirectly related to it, as defined by Article L.225-197-2 of the French Commercial Code, and/or certain corporate officers who meet the conditions of Article L.225-197-1 of the French Commercial Code.

The total number of bonus shares thus granted may not exceed 2% of the share capital as of the date of the Meeting, and may not exceed the maximum regulatory capital percentage as of the date the decision to grant such shares is made.

Where applicable, the nominal amount of the capital increase required to maintain the rights of bonus share beneficiaries shall be added to this cap, in the event of transactions in the company's capital during the vesting period.

The granting of shares to beneficiaries will definitively vest at the end of a vesting period to be determined by the Board of Directors, which may not be less than one year.

Where applicable, beneficiaries must retain these shares for a period set by the Board of Directors at least equal to the period required to ensure that the total duration of the vesting and, where applicable, lock-in periods is not less than two years.

As an exception, final allocation may take place before the end of the vesting period if the beneficiary is classified as disabled under the second or third categories provided for in Article L.341-4 of the French Social Security Code.

This authorization automatically entails the waiver of your pre-emptive right to subscribe to new shares issued by way of capitalization of reserves, profits and additional paid-in capital.

As such, the Board of Directors shall have all powers to carry out the necessary formalities in such matters.

If these proposals receive your approval, please approve them by voting for the resolution presented to you.

Signed in Messimy, March 21, 2023

The Board of Directors

6.2 DRAFT RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING OF MAY 25, 2023

ORDINARY RESOLUTIONS

First resolution - Approval of the company financial statements for the fiscal year ended on December 31, 2022 - 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, 2022, hereby approves the company financial statements closed at that date, as presented, which shows a profit of €46,412,031.22.

The Shareholders' Meeting expressly approves the total amount of €357,574.00 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, 2022

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, 2022, approves these financial statements as presented, showing a profit (group share) of €44,673,348.61.

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 on December 31, 2022 as follows:

Profit for the 2022 fiscal year	€46,412,031.22
+ Profit carried forward	+€17,753,416.20
= Distributable income	€64,165,447.42
- Dividends of €1.10 per share based on 17,545,408 shares	-€19,299,948.80
= Remainder	€44,865,498.62
- Other reserves	-€25,000,000.00
= Carried forward	€19,865,498.62

The Shareholders' Meeting notes that the gross dividend allocated to each share is set at € 1.10.

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 May 31, 2023. Dividends will be paid out on June 2, 2023.

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 ⁽¹⁾	Other income distributed	
2019	€18,422,678.40 i.e. € 1.05 per share	-	-
2020	€16,668,137.60 i.e. € 0.95 per share	-	-
2021	€16,668,137.60 i.e. € 0.95 per share	-	-

(1) Of which carried forward (corresponding to dividends not paid out on treasury shares):

- €42,459.90 in 2019,
- €25,488.50 in 2020,
- €166,212.95 in 2021.

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 the company MAZARS as regular Statutory Auditor

On the proposal of the Board of Directors, the Shareholders' Meeting reappoints the company MAZARS, registered in the Lyon Trade and Companies Register under number 351 497 649, whose term expires at the end of this Meeting, as regular Statutory Auditor for a period of six fiscal years meaning until the end of the Ordinary Shareholders' Meeting which will be held in 2029 and called to approve the financial statements of the year ended on December 31, 2028.

The company MAZARS has stated its acceptance of its duties.

Sixth resolution – Appointment of the company GRANT THORNTON, replacing the company DELOITTE et ASSOCIES, as regular Statutory Auditor

On the proposal of the Board of Directors, the Shareholders' Meeting appoints the company GRANT THORNTON, registered in the Nanterre Trade and Companies Register under number 632 013 873 to replace the company DELOITTE et ASSOCIES, whose term expires at the end of this Meeting, as regular Statutory Auditor for a period of six fiscal years meaning until the end of the Ordinary Shareholders' Meeting which will be held in 2029 and called to approve the financial statements of the year ended on December 31, 2028.

The company GRANT THORNTON has stated its acceptance of its duties.

Seventh resolution - Reappointment of Mr. Thierry BOIRON, as Board Member

The Shareholders' Meeting hereby resolves to reappoint Mr. Thierry BOIRON as Board Member, for a three-year term, expiring at the end of the Meeting called in 2026 to approve the financial statements of the past fiscal year.

Eighth resolution - Reappointment of Ms. Valérie LORENTZ-POINSOT, as Board Member

The Shareholders' Meeting resolves to reappoint Ms. Valérie LORENTZ-POINSOT as Board Member, for a three-year term expiring at the end of the Meeting called in 2026 to approve the financial statements of the past fiscal year.

Ninth resolution - Reappointment of Ms. Anabelle FLORY-BOIRON, as Board Member

The Shareholders' Meeting hereby resolves to reappoint Ms. Anabelle FLORY-BOIRON as Board Member, for a three-year term, expiring at the end of the Meeting called in 2026 to approve the financial statements of the past fiscal year.

Tenth resolution – Reappointment of Ms. Laurence BOIRON, as Board Member

The Shareholders' Meeting hereby resolves to reappoint Ms. Laurence BOIRON as Board Member, for a three-year term, expiring at the end of the Meeting called in 2026 to approve the financial statements of the past fiscal year.

Eleventh resolution - Acknowledgment of the end of the terms of office of Ms. Michèle BOIRON and Mr. Jacky ABECASSIS, as Board Member

The Shareholders' Meeting notes the end of the terms of office at the end of the present Meeting of Ms. Michèle BOIRON and Mr. Jacky ABECASSIS, as Board members.

Twelfth resolution - Reappointment of Mr. Grégory WALTER, as Board Member representing employee shareholders

The Shareholders' Meeting resolves to reappoint Mr. Grégory WALTER as Board Member representing employee shareholders, for a three-year term expiring at the end of the Meeting called in 2026 to approve the financial statements of the past fiscal year.

Thirteenth 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 2022 Universal Registration Document, under section 2.6.2.

Fourteenth 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 2022 Universal Registration Document under section 2.6.3.1.

Fifteenth 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 2022 Universal Registration Document under section 2.6.3.2.

Sixteenth 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 2022 Universal Registration Document under section 2.6.3.3.

Seventeenth 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, presented in the corporate governance report included in the 2022 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.

Eighteenth 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, presented in the corporate governance report included in the 2022 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.

Nineteenth 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 2022 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.

Twentieth 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 2022 Universal Registration Document in introduction under section 2.6.1 and under sections 2.6.1.2 and 2.6.1.3

Twenty-first 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 2023 fiscal year.

Twenty-second 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

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 et seq. and L225-210 et 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 course of the program.

This authorization withdraws the authorization granted to the Board of Directors by the Shareholders' Meeting of May 19, 2022 under its nineteenth ordinary resolution.

Acquisitions may be made to:

- 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 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 stock option plans and/or bonus share (or similar) plans to certain employees and/or certain corporate officers of the company, including related companies and economic interest groups as well as all allocations of shares under a company or group savings plan (or similar plan), under the company's profit-sharing scheme and/or all other forms of share allocation to certain employees and/or certain corporate officers of the company, including related companies and economic interest groups,
- cover investment securities giving rights to shares in the company in line with applicable regulations.

These share acquisitions may be carried out by any means, including by the acquisition of blocks of shares, and whenever decided by the Board of Directors.

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 free share grants, the amount mentioned above will be adjusted in the same proportions (coefficient equal to the ratio of the number of shares in the capital prior to the change and the number of shares following 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.

EXTRAORDINARY RESOLUTIONS

Twenty-third resolution – Granting of authority to the Board of Directors to cancel treasury shares held by the Company bought back pursuant to the provisions of Article L22-10-62 of the French Commercial Code

Pursuant to Article L22-10-62 of the French Commercial Code, the Shareholders' Meeting having read the report of the Board of Directors and the report of the Statutory Auditors:

- 1) Grants the Board of Directors the authorization to cancel, on its own decisions, within the limit of 10% of the capital calculated on the day of the cancellation decision after deducting any shares canceled during the previous 24 months, the shares which the Company holds or may come to hold in particular following the buybacks undertaken within the framework of Article L22-10-62 of the French Commercial Code and to reduce the share capital proportionally in accordance with the legal and regulatory provisions in force,
- 2) Sets at 24 months with effect from this Meeting, the period of validity of this authorization,
- 3) Grants all powers to the Board of Directors to undertake the transactions required for these cancellations and correlative reductions of the share capital, amending in consequence the Articles of Association of the Company and accomplishing all the necessary formalities.

Twenty-fourth resolution – Granting of authority to the Board of Directors to award existing or future bonus shares to certain employees and/or corporate officers

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, authorizes the Board of Directors, in accordance with Articles L225-197-1, L225-197-2 and L22-10-59 of the French Commercial Code, to grant, on one or more occasions, ordinary shares in the company, either existing or to be issued, to:

- certain company employees or employees of companies or economic interest groups directly or indirectly related to it, as defined by Article L225-197-2 of the French Commercial Code,
- and/or certain corporate officers who meet the conditions set out in Article L25-197-1 of the French Commercial Code.

The total number of bonus shares granted under this authorization may not exceed 2% of the share capital as of the date of this Meeting, and may not exceed the maximum regulatory percentage as of the date the decision to grant such shares is made.

Where applicable, the nominal amount of the capital increase required to maintain the rights of bonus share beneficiaries shall be added to this cap, in the event of transactions in the company's capital during the vesting period.

The granting of shares to beneficiaries will definitively vest at the end of a vesting period to be determined by the Board of Directors, which may not be less than one year.

Where applicable, beneficiaries must retain these shares for a period set by the Board of Directors at least equal to the period required to ensure that the total duration of the vesting and, where applicable, lock-in periods is not less than two years.

As an exception, final allocation may take place before the end of the vesting period if the beneficiary is classified as disabled under the second and third categories provided for in Article L341-4 of the French Social Security Code.

All powers are granted to the Board of Directors to:

- set the conditions and, where applicable, the criteria for the definitive granting of shares,
- determine the identity of the beneficiaries and the number of shares allocated to each of them,
- where applicable:
 - note the existence of sufficient reserves and transfer to an unavailable reserve account the amounts required to pay up the new shares to be allocated,
 - when relevant, decide on (a) capital increase(s) by way of capitalization of reserves, profits or additional paid-in capital relating to the issue of the new bonus shares,
 - purchase the shares required under the share buyback program and allocate them to the allocation plan,
 - determine the impact on the rights of beneficiaries of transactions affecting the capital or that may affect the value of the shares granted and carried out during the vesting period and, as such, change or adjust, if required, the number of shares granted to maintain beneficiaries' rights,
 - decide whether to set a share lock-in obligation at the end of the vesting period and, if so, determine the duration of such obligation and take all necessary measures to ensure compliance by beneficiaries,
 - and, generally, take all necessary measures under current legislation to implement this authorization.

This authorization automatically entails shareholders' waiver of their pre-emptive right to subscribe to new shares issued by way of capitalization of reserves, profits and additional paid-in capital.

In accordance with the provisions of Article L225-197-1 of the French Commercial Code, when the allocation relates to shares to be issued, this authorization automatically entails shareholders' waiver of their pre-emptive subscription rights to new shares issued in favor of beneficiaries of the bonus shares granted.

It is granted for a period of thirty-eight months from the date of this Meeting.

Twenty-fifth 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

2022 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 215 and 216, 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 13, 2023

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 2021 presented on pages 112 to 164 and on pages 165 to 168 of the Universal Registration Document for fiscal year 2021 filed with the AMF on April 14, 2022 under number D.22-0294;
- 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 2021 presented on pages 169 to 194 and on pages 195 to 198 of the Universal Registration Document for fiscal year 2021 filed with the AMF on April 14, 2022 under number D.22-0294;
- the consolidated 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;

7.2 STATUTORY AUDITORS OF THE FINANCIAL STATEMENTS

STATUTORY AUDITORS	Date of appointment	Term duration	End of term
DELOITTE & ASSOCIÉS			
Ms. Vanessa Girardet			
Immeuble Higashi 106, cours Charlemagne 69002 Lyon Cedex Tel.: 04 78 63 16 16	Combined Shareholders' Meeting of 05/18/2017	6 fiscal years	2023 OSM
MAZARS			
Mr. Emmanuel Charnavel & Ms. Séverine Hervet	Initial appointment: Combined Shareholders' Meeting of 05/19/2011		
109, rue Tête d'Or 69006 Lyon Tel.: 04 26 84 52 52	Reappointment: Combined Shareholders' Meeting of 05/18/2017	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.com. 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 and on www.info-financiere.fr

Information notes are published by analyst firms that regularly track the share, including: GILBERT DUPONT, ODDO BHF, SOCIÉTÉ GÉNÉRALE. Articles of Association, financial statements, reports, minutes of Shareholders' Meetings and all documents made available to shareholders can be viewed at the company's headquarters.

In accordance with AMF recommendation No. 2012-05, Laboratoire BOIRON's updated Articles of Association are available on its website www.boironfinance.fr.

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

7.4 PROVISIONAL PUBLICATION SCHEDULE

Quiet period: during the period prior to publication, Laboratoires BOIRON limits its communication with the financial community.

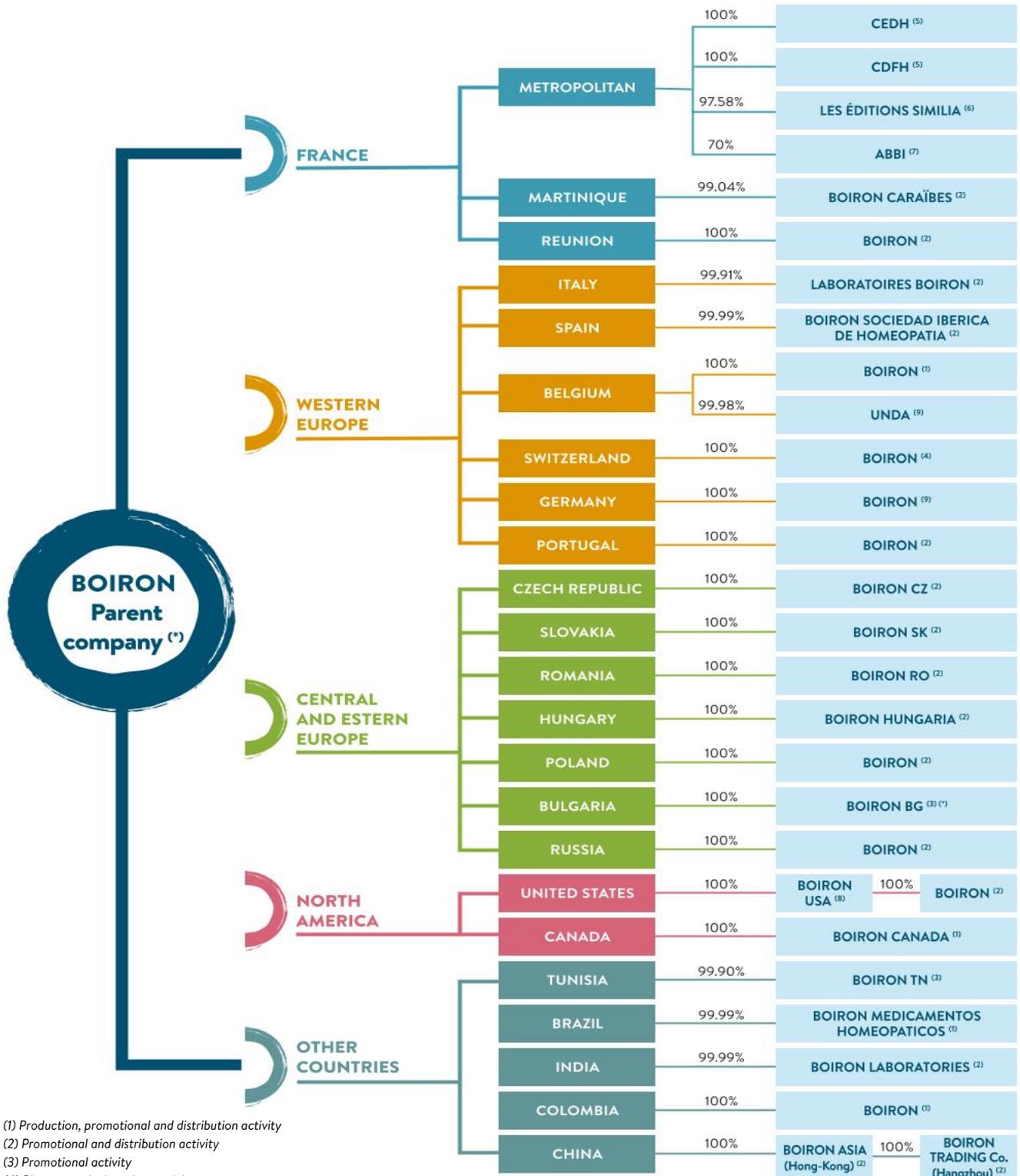
Publications	Publication date (after market close)	Informational meetings
Q1 2023 Sales	April 27, 2023	
2023 Shareholders' Meeting	May 25, 2023	
H1 2023 Sales	July 18, 2023	
H1 2023 Results	September 06, 2023	September 07, 2023
<i>Quiet period from August 7, 2023</i>		
Q3 2023 Sales	October 19, 2023	

7.5 BRANCH LOCATIONS



7.6 BOIRON GROUP ORGANIZATIONAL CHART AT DECEMBER 31, 2022

Information on the main BOIRON parent company shareholders is provided in note 5.2 and a table of subsidiaries and shareholdings is provided in note 4.3.



(1) Production, promotional and distribution activity
 (2) Promotional and distribution activity
 (3) Promotional activity
 (4) Pharmaceutical services activity
 (5) Training activity
 (6) Publishing company
 (7) Company specializing in production and marketing of cosmetic products
 (8) Holding company
 (9) Company without activity

(*) Promotional activity until 12/31/2022 and promotional and distribution activity from 01/01/2023

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	1.1.5
	5.1.1 Nature of operations and primary activities	1.1.5.2
	5.1.2 New products and/or services	1.1.3
5.2	Main markets	1.1.4
5.3	Significant events	1.1.1
5.4	Financial and non-financial strategy and objectives ⁽¹⁾	1.1
5.5	Level of independence	1.2.3.2
5.6	Competitive positioning	1.1.4
5.7	Investments	1.2.1.4.2
	5.7.1 Major investments made	1.2.1.4.2 4.1.2 (notes 7 and 8)
	5.7.2 Significant investments in progress or firm commitments	1.2.1.4.2 4.1.2 (notes 7 and 8)
	5.7.3 Joint ventures and significant shareholdings	4.3
	5.7.4 Environmental impact of the use of its tangible capital assets	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

SECTION 7	Examination of financial position and earnings	
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>	1.1.5.1
7.2	Operating income	3.1 / 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
SECTION 8	Liquidity and capital resources	
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	-
SECTION 9	Regulatory environment	
9.1	Description of the regulatory environment and influential external factors	1.4
SECTION 10	Trends	
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
SECTION 11	Earnings forecasts or estimates	
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
SECTION 12	Administrative, executive, supervisory, and General Management bodies	
12.1	Information relating to members of the Company's administrative and management bodies	2.2
12.2	Conflicts of interest	2.2.5
SECTION 13	Compensation and benefits	
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)
SECTION 14	Functioning of administrative and management bodies	
14.1	Terms of office	2.2.1
14.2	Service contracts	2.2.5 / 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
SECTION 15	Employees	
15.1	Employee breakdown	1.2.2.1.1
15.2	Profit-sharing and stock options	1.2.1.4.1
15.3	Employee share capital ownership agreement	1.2.1.4.1 / 1.2.2.5
SECTION 16	Main shareholders	
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

SECTION 17		Related party transactions	
17.1	Breakdown of transactions		2.3
SECTION 18		Financial information on the issuer's assets and liabilities, financial position and earnings	
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
	18.1.6 Consolidated financial statements		4.1.1
	18.1.7 Date of most recent financial information		12/31/2022
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 / 5.5
	18.5.2 Dividend per share		3.2.2 / 5.5
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 change since year-end		3.4
SECTION 19		Additional information	
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		-
SECTION 20		Major contracts	
20.1	Summary of each contract		N/A
SECTION 21		Documents available	
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

The items of the annual financial report can be identified with the pictogram  .

<i>Statement by the individuals responsible for the AFR</i>		7.1
<i>Company financial statements</i>		-
<i>Statutory Auditors' report on the company financial statements</i>		-
<i>Consolidated financial statements</i>		4.1
<i>Statutory Auditors' report on the consolidated financial statements</i>		4.2
<i>Management report:</i>		
INFORMATION ABOUT THE COMPANY AND GROUP'S ACTIVITIES		
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)		3.1 / 3.2
Key financial and, where relevant, non-financial performance indicators on the company and the group		1
Key risks and uncertainties facing the company and the group		1.4
Internal control and risk management procedures used in preparation and processing of the company and group accounting and financial information		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)		1.2.1.4.3 1.2.3.4
Company and Group research and development		1.1.5.1 4.1.2 (note 27)
Branches		7.5
LEGAL, FINANCIAL, AND TAX INFORMATION ON THE COMPANY		
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		
Cross-holdings		N/A
Status of employee share capital ownership		5.3
Acquisition and sale by the company of its own shares (share buybacks)		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
INFORMATION ON THE CORPORATE OFFICERS	
Overview of securities transactions conducted during the fiscal year by individuals with executive responsibilities and individuals with close ties to them	5.2.1
INFORMATION ON NON-FINANCIAL PERFORMANCE	
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
DOCUMENTS APPENDED TO THE MANAGEMENT REPORT	
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

BUSINESS MODEL	1.1.2.1
DESCRIPTION OF THE MAIN RISKS LINKED TO THE BUSINESS	1.4
EMPLOYEE INFORMATION	1.2
<i>Employment</i>	
Total headcount and employee distribution by gender, age and geographical region	1.2.2.1.1
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	1.2.2.2.4
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	1.2.2.2.3
Total number of training hours	1.2.2.2.3
<i>Equality</i>	

Measures taken to promote gender equality	1.2.2.3.1
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Measures taken to promote employment and integration of people with disabilities	1.2.2.3.3
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Non-discrimination policy	1.2.2.3
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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
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- elimination of discrimination in employment and occupation	1.2.2.3
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- elimination of forced or compulsory labor	1.2.2.1
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- effective abolition of child labor	1.2.2.1
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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
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Employee training and awareness-raising initiatives on environmental protection	1.2.3.1
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Resources dedicated to environmental risk and pollution prevention	1.2.3
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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
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Pollution

Measures implemented to prevent, reduce or remediate air, water or soil pollution with severe affects on the environment	1.2.3.3.5
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Management of sound pollution and any other form of activity-specific pollution	1.2.3.3.5
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Circular economy

Prevention and waste management: - measures for prevention, recycling, reuse, and other forms of waste reclamation and elimination	1.2.3.3
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- food waste prevention measures	1.2.3.4
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Sustainable use of resources:

- water consumption and supply based on local restrictions	1.2.3.3.2
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- consumption of raw materials and measures implemented to ensure more efficient use of resources	1.2.3.3.3
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- energy consumption, measures implemented to increase energy efficiency and the use of renewables	1.2.3.4
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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
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Adaptation to the consequences of climate change	1.2.3.4
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The protection of biodiversity	1.2.3
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Measures taken to preserve or promote biodiversity	1.2.3.3
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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
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On surrounding or local populations	1.2.1.4.2
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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 TAXONOMY

7.10.1 Sales

In thousands of euros

ECONOMIC ACTIVITIES	A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY			B. ACTIVITIES NOT ELIGIBLE FOR THE TAXONOMY	TOTAL (A + B)
	A.1 Environmentally sustainable activities (taxonomy-aligned activities)	A.2 Activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy)	TOTAL (A.1 + A.2)		
	Sales from environmentally sustainable activities (taxonomy-aligned activities)	Sales from activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy)		Sales from activities not eligible for the taxonomy	
Activity codes	N/A	N/A	N/A	N/A	N/A
Absolute sales	0	0	0	534,239	534,239
Share of sales	0%	0%	0%	100%	100%
Substantial contribution criteria	Climate change mitigation	N/A			
	Climate change adaptation	N/A			
	Aquatic and marine resources				
	Circular economy				
	Pollution				
	Biodiversity and ecosystems				
Does not significantly harm (DNSH - Does not significantly harm) criteria	Climate change mitigation	N/A			
	Climate change adaptation	N/A			
	Aquatic and marine resources	N/A			
	Circular economy	N/A			
	Pollution	N/A			
	Biodiversity and ecosystem	N/A			
Minimum guarantees	N/A				
Share of sales aligned with taxonomy year 2022	0%				
Category (enabling activity)	N/A				
Category "(transition activity)"	N/A				

7.10.2 Operating expenses (OPEX)

In thousands of euros

ECONOMIC ACTIVITIES	A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY		B. ACTIVITIES NOT ELIGIBLE FOR THE TAXONOMY		TOTAL (A + B)
	A.1 Environmentally sustainable activities (taxonomy-aligned activities)	A.2 Activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy)	TOTAL (A.1 + A.2)		
	Operating expenses from environmentally sustainable activities (taxonomy-aligned activities)	Operating expenses from activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy)		Operating expenses from activities not eligible for the taxonomy	
Activity codes	N/A	N/A	N/A	N/A	N/A
Total OPEX	N/A	N/A	N/A	17,677	17,677
Share of OPEX	N/A	N/A	N/A	100%	100%
Substantial contribution criteria	Climate change mitigation	N/A			
	Climate change adaptation	N/A			
	Aquatic and marine resources				
	Circular economy				
	Pollution				
Does not significantly harm (DNSH - Does not significantly harm) criteria	Biodiversity and ecosystems				
	Climate change mitigation	N/A			
	Climate change adaptation	N/A			
	Aquatic and marine resources	N/A			
	Circular economy	N/A			
Minimum guarantees	Pollution	N/A			
	Biodiversity and ecosystems	N/A			
Share of OPEX aligned with the taxonomy year 2022		0%			
Category (enabling activity)		N/A			
Category "(transition activity)"		N/A			

7.10.3 Capital expenditure (CAPEX)

In thousands of euros

A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY								B. ACTIVITIES NOT ELIGIBLE FOR THE TAXONOMY	TOTAL (A + B)	
ECONOMIC ACTIVITIES	A.1 Environmentally sustainable activities (taxonomy-aligned activities)				A.2 Activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy)			TOTAL (A.1+A.2)		
	Transport by motorbikes, passenger cars and light commercial vehicles	Transport by motorbikes, passenger cars and light commercial vehicles	Installation, maintenance and repair of energy efficiency equipment	Capital expenditure from environmentally sustainable activities (taxonomy-aligned activities)	Transport by motorbikes, passenger cars and light commercial vehicles	Acquisition and ownership of buildings	Capital expenditure from activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy)		Capital expenditure from activities not eligible for the taxonomy	
Activity codes	6.5	6.5	7.3	N/A	6.5	7.7	N/A	N/A	N/A	N/A
Absolute CapEx in thousands of euros	141	451	304	896	1,923	2,929	4,852	5,748	18,716	24,464
Share of CapEx	0.6%	1.8%	1.2%	3.7%	7.9%	12.0%	19.8%	23.5%	76.5%	100%
Substantial contribution criteria	Climate change mitigation	100%	100%	100%	100%					
	Climate change adaptation	0%	0%	0%	0%					
	Aquatic and marine resources									
	Circular economy									
	Pollution									
Does not significantly harm (DNSH - Does not significantly harm) criteria	Biodiversity and ecosystems									
	Climate change mitigation	N/A	○	○						
	Climate change adaptation	○	N/A	N/A						
	Aquatic and marine resources	N/A	N/A	N/A						
	Circular economy	N/A	N/A	N/A						
Minimum guarantees	Pollution	N/A	N/A	N/A						
	Biodiversity and ecosystems	N/A	N/A	N/A						
	Climate change mitigation	N/A	N/A	N/A						
Share of CapEx aligned with taxonomy year 2022	0%	0%	0%							
Category (enabling activity)	N	N	N							
Category "(transition activity)"	N	N	N							

7.11 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 SOLUTIONS

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 medical devices (in vitro diagnostics, in particular), food supplements, cosmetics and phytotherapy.

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

They generally take 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.

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.

HOMEOPATHIC SPECIALTIES

These 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.

Their composition (a combination of multiple solutions, in most cases), has been developed to treat a specific problem: colds, coughs, hot flashes, etc. By referring to the leaflet or packaging, the patient can determine the cases in which they should take the medicine.

These medicines take the form of tubes, doses tablets, gels, ointments, syrups, eye drops, etc. They rather a brand name.

BOIRON, YOUR HEALTH
DESERVES THE
GREATEST RESPECT

CORPORATE
GOVERNANCE

2022 PERFORMANCE
AND OUTLOOK

ANNUAL FINANCIAL
STATEMENTS

CAPITAL, SHARE
OWNERSHIP, STOCK MARKET
AND LEGAL INFORMATION

SHAREHOLDERS'
MEETING

OTHER
INFORMATION

Design and production

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