Press Release

EUROAPI announces the French AMF approval on its prospectus and moves towards its listing on Euronext Paris expected on May 6, 2022

- EUROAPI listing prospectus approved by the French AMF enabling the Company to move towards its listing on Euronext Paris which aims to reinforce its status as partner of choice for all pharmaceutical laboratories and biotech companies and enhance EUROAPI's independence from Sanofi.
- EUROAPI first day of trading on Euronext Paris is expected to occur on May 6 following a distribution via an additional extraordinary dividend in kind of ~58% of EUROAPI shares to Sanofi shareholders with a distribution ratio of one (1) EUROAPI share per twenty-three (23) Sanofi shares. Post listing, Sanofi confirmed its intention to hold ~30% of the share capital and voting rights, EPIC Bpifrance, acting on behalf of the French State under the French Tech Sovereignty Convention of December 11, 2020, would hold 12%[1] and L'Oréal, Sanofi's largest shareholder, has committed to a lock-up period of 1 year following the delivery of the Distribution.
- The overall transaction is subject to shareholder approval at Sanofi's May 3, 2022 Ordinary and Extraordinary Shareholders' Meeting.
- EUROAPI is a leading player in active pharmaceutical ingredients (APIs) with a highly diverse portfolio of approximately 200 APIs[2] for its "API Solutions" business and Contract Development and Manufacturing Organization (CDMO) activities. Covering more than 80 countries, EUROAPI is a solutions provider across the R&D continuum.
- With more than 150 years of experience in the API market, approximately 3,350 employees and consolidated revenues of approximately €893 million in 2021 (€902 million on a restated basis[3]), the Group is composed of six manufacturing sites and development centers equipped with state-of-the-art technology, all located in Europe (France, Germany, Hungary, Italy and the UK).
- EUROAPI is targeting consolidated revenue of approximately €1 billion and a Core EBITDA margin[4] equal to or greater than 14% for the year ended December 31, 2022, and estimates that it is, in terms of revenue, the world's leading manufacturer of small molecules and the world's second-largest manufacturer of APIs (including small molecules and large molecules)[5].
- EUROAPI announces a series of appointments to its future board of directors to provide strong corporate governance to guide the Group's transformation.
- EUROAPI business will be presented in greater detail today through a dedicated Capital Markets Day at 1:30 pm CET hosted by Sanofi.

Paris – April 1, 2022 - EUROAPI (the "Company" or the "Group"), a leading player in the API market, announces the approval of its prospectus, dated March 31, 2022, by the French Financial Markets

[1] EPIC Bpifrance has agreed to purchase 12% in EUROAPI shares from Sanofi for up to €150 million, with the acquisition price to be determined based upon the thirty day volume weighted average trading price ("VWAP") of EUROAPI's shares on Euronext Paris, starting on the first day of trading.
[2] APIs across the API Solutions business and CDMO activities.
[3] Restated performance indicators reflect the new EUROAPI business model resulting from the carve-out and transfer to EUROAPI and/or its subsidiaries of a portion of the activities of the development, manufacture, marketing, distribution and sales of active pharmaceutical ingredients (APIs) and intermediates of the Sanofi group completed between March 2021 and January 2022.
[4] Non-GAAP indicator. Core EBITDA corresponds to EBITDA restated for restructuring and similar costs (excluding depreciation and amortization), allocations net of reversals of unutilized provisions for environmental risks, and other items not representative of the Group's current operating performance or related to the effects of acquisitions or disposals. EBITDA corresponds to operating income (loss) restated for depreciation and amortization and net impairment of intangible assets and property, plant and equipment.
[5] Source: Company's estimate based on third-party market research conducted using the annual reports published by the main industrial players in the APIs sector, public databases (including Capital IQ and Orbis) as well as interviews with market experts.

Authority (Autorité des marchés financiers, “AMF”), under number I.22 - 076 (the “prospectus”) for the intended admission to trading of its shares on the regulated market of Euronext Paris.

On March 17, 2022, Sanofi’s Board of Directors unanimously proposed to submit to its shareholders the distribution in kind (the “Distribution”) of circa 58% of the share capital of EUROAPI via an additional extraordinary dividend in kind, enabling them to be part of EUROAPI’s new chapter of growth. Furthermore, EPIC Bpifrance has agreed to purchase 12% of EUROAPI shares from Sanofi and is expected to be represented by two non-executive members on EUROAPI's Board of Directors.

Sanofi also confirmed its intention to hold circa 30% of the share capital and voting rights of EUROAPI post transaction, and will remain a long-term strategic partner, supporting EUROAPI’s growth ambitions as an independent company over the coming years.

The Distribution by Sanofi to its shareholders of EUROAPI shares in the form of a dividend in kind is subject to the shareholders’ approval at Sanofi’s May 3, 2022, Ordinary and Extraordinary Shareholders’ Meeting and the listing of EUROAPI depends on this approval.

Karl Rotthier, Chief Executive Officer of EUROAPI declared: *“This important step towards our listing is a key milestone for EUROAPI and is part of the deployment of our strategy and our independence from Sanofi, who confirmed it will remain a long-term strategic partner. This project will enable us to consolidate our leadership in the API market by accelerating the development of our CDMO activities, offering our customers access to our full range of technology platforms and leveraging our portfolio of complex and differentiated APIs. EUROAPI intends to strengthen API development and manufacturing capabilities in Europe to serve its clients globally. The Group believes it is now well positioned to capture the future growth of this dynamic market”.*

Main features of the operation

Main features of the Distribution are as follows:

- The Distribution ratio will be one (1) EUROAPI share per twenty-three (23) Sanofi shares;
- The technical reference price of EUROAPI shares is expected to be announced on May 5, 2022 by Euronext Paris after market close;
- The admission to trading of the EUROAPI shares and the ex-date (detachment) of the Distribution will occur on May 6, 2022.
- The record date (the date on which positions are closed) for Sanofi shares to be eligible to the Distribution is May 9, 2022;
- Payment of the Distribution (delivery and book-entry of the EUROAPI shares allocated in respect of the Distribution) will occur on May 10, 2022

Following the Distribution and the purchase of 12% of EUROAPI shares by EPIC Bpifrance, the Sanofi group will no longer control EUROAPI.

Subject to certain customary exceptions, the following lock-up undertakings have been entered into:

- a 2 year lock-up period for each of Sanofi and EPIC Bpifrance following the settlement and delivery of the EUROAPI shares to be sold to EPIC Bpifrance;
- a 1 year lock-up period for each of L’Oréal, Sanofi’s largest shareholder, and Karl Rotthier, CEO of the Company, following the delivery of the Distribution.

A leading player in an attractive API market

The Group commercializes its APIs to more than 500 customers in more than 80 countries. Its customer base includes most of the world’s largest pharmaceutical laboratories companies, generic drug manufacturers, animal health products manufacturers, consumer health and nutrition products companies, biotech companies, CDMOs and distribution companies.

For the year ended December 31, 2021, the Group’s consolidated revenues amounted to approximately €893 million (€902 million on a restated basis), positioning EUROAPI as the market leader in the

production of small molecules (including complex chemical synthesis molecules, biochemistry molecules derived from fermentation and highly potent molecules ("HP-APIs")) and the second largest manufacturer of APIs worldwide (including small molecules and large molecules (such as peptides and oligonucleotides) as well as the seventh largest manufacturer in the global CDMO market in 2020[6].

EUROAPI addresses the merchant segment of the API process development and manufacturing market, which was estimated at €72 billion[7] in 2019 and expected to grow at an average rate of 6% to 7%[8] per year until 2024 (despite an annual growth rate that fell to 2% between 2019 and 2021 during the COVID-19 pandemic)[9]. The global CDMO market is expected to grow at a rate of 7% to 8%[10] per year on average over the same period.

Leveraging its more than 150 years of experience in the API market, the Group offers its customers:

- **A diversified portfolio of APIs** from its third-party sales business for which the intellectual property is owned by the Group or licensed to the Group and/or is subject to a distribution agreement (the API Solutions business).

- **APIs development and manufacturing services, as a CDMO**, for which the intellectual property is owned by the Group's customers ("CDMO" activities) for molecules spanning from early pre-clinical to commercial phases.

For the year ended December 31, 2021, the API Solutions business and CDMO activities, respectively, accounted for approximately 75% and 25% of the Group's consolidated revenue.

Strong pillars of success on the API market

Diversified portfolio of APIs[11]: the Group has one of the largest and most diverse portfolios in the industry with approximately 200 APIs for its API Solutions business and CDMO activities. More than 50% of the Group's sales are already generated from highly differentiated APIs, mainly fermentation molecules derived from biochemistry, HP-APIs, large molecules (such as peptides and oligonucleotides) and some complex chemical synthesis molecules. The portfolio is expected to further shift towards niche and complex APIs, which will help to drive momentum of the Group's business.

Leading position in a large number of API categories: the Group has a prime position in the API market and benefits from the largest market share in a number of key API categories, such as prostaglandins, where EUROAPI is the world's leading manufacturer[12]. Thanks to continued investments, the Group is well positioned compared to its competitors in terms of manufacturing scale, product quality and diversity, regulatory compliance, supply reliability and technical support.

Strong positioning in the CDMO market with higher potential margins: EUROAPI, as the seventh largest player in the global CDMO market in 2020[13], is expected to benefit from higher margins based on the complexity of the manufacturing process and the growth potential of APIs throughout the life cycle of its customers' products. The Group aims to enter the top five of the CDMO market worldwide

---

[6] Sources: Company's estimate based on third-party market research conducted using the annual reports published by the main industrial players in the APIs sector, public databases (including Capital IQ and Orbis) as well as interviews with market experts.
[7] Sources: IQVIA Institute for Human data Science – Global Use of Medicine in 2019 and Outlook to 2023, January 2019; Technavio – Global Active Pharmaceutical Ingredients Market, 2017-2021; ResultsHealthCare – CRO Sector – M&A Drivers and Market Trends, March 2019, BCC – Active Pharmaceutical Ingredients: Global Markets, January 2021; Mordor Intelligence – Global Active Pharmaceutical Ingredients (API) market (2019 – 2024), 2018; William Blair, Catalent, Inc. Fiscal Third-Quarter Analysis; Increasing Estimates Following Very Strong COVID-Driven Surge in Biologics, May 2021, Interviews with experts in the API market early in 2021, Company's estimates on the basis of market studies conducted by third parties.
[8] Sources: BCC – Active Pharmaceutical Ingredients: Global Markets, January 2021; Technavio – Global Active Pharmaceutical Ingredients Market, 2017-2021; Mordor Intelligence – Global Active Pharmaceutical Ingredients (API) market (2019 – 2024), 2018.
[9] Source: Company's estimates based on the market research conducted by third parties using the IQVIA database.
[10] Idem, note 5.
[11] Sources: Official list of the WHO ATC (Anatomical Therapeutic Chemical) classification system, Official list of medicines of the WHO - 2019; Official list of essential medicines of the ANSM (French National Agency for the Safety of Drugs and Health Products - *Agence nationale de sécurité du médicament et des produits de santé*) - 2013; Company's estimates based on third-party market studies conducted using public databases, interviews with experts in the APIs market conducted in early 2021 and analyst reports and Company's information.
[12] Source: Company's estimates based on third-party market research conducted using IQVIA statistics listing revenue by API, interviews with API market experts conducted in early 2021 and analyst reports; IQVIA Institute for Human Data Science – Global Use of Medicine in 2019 and Outlook to 2023, January 2019.
[13] Sources: Company's estimate based on third-party market research conducted using the annual reports published by the main industrial players in the APIs sector, public databases (including Capital IQ and Orbis) as well as interviews with market experts.

in terms of sales by 2025 and already obtained promising results since the establishment of a dedicated CDMO business development team in 2021, with 26 new projects won at the end of January 2022 covering the entire spectrum of the drug development cycle (from pre-clinical to commercial phases).

Strong vertical integration offering greater autonomy and security of supply: EUROAPI benefits from strong vertical integration enabling the manufacturing of APIs from basic and largely commoditized raw materials and intermediates. This strategy enables the Group to be less dependent on countries with low production costs for the purchase of basic and advanced intermediates, which helps to secure its supply chain.

Excellence in manufacturing and innovation: EUROAPI benefits from a state-of-the-art suite of technologies across its six sites in Europe, with an experienced development team supporting the Group's strategy. This leading innovation platform also enables EUROAPI to continuously develop new manufacturing processes and improve current ones to increase yields while optimizing production costs.

Excellence in compliance with regulations: EUROAPI has a proven and exemplary track record of compliance with regulations. All EUROAPI manufacturing sites are regularly inspected by health regulatory authorities, such as the Food and Drug Administration ("FDA") in the United States, the European Medicines Agency ("EMA") or European national agencies such as the French National Agency for the Safety of Medicines and Health Products (*Agence Nationale de Sécurité du Médicament et des produits de santé* – "ANSM"). This excellent track record has further been substantiated by over 150 successful client audits during the period 2018 to 2021.

Balanced and diversified customer base: EUROAPI has a highly diversified customer base of approximately 530 customers, underpinned by a strong and long-term partnership with Sanofi (approximately 46% of the Group's consolidated revenue in 2021 and 49% on a restated basis), bringing stability and business visibility. Furthermore, EUROAPI has numerous growth opportunities[14] and has maintained business relationships for more than 20 years with most of its top 20 customers[15]. Thanks to its competitive advantages, EUROAPI expects to benefit from these opportunities since its major customers are experiencing dynamic growth in their respective markets.

An ambitious ESG strategy: EUROAPI places Environment, Social and Governance (ESG) ambitions and goals at the center of its development strategy and its company culture. Building on its legacy experience within the Sanofi Group, EUROAPI has developed a clear ESG roadmap adapted to its core business, with ambitious environmental and energy practices for its sites while guaranteeing high levels of health and safety for the Group's employees and partners. EUROAPI has also developed a clear focus on diversity and inclusion of its employees through development of dedicated programs.

Financial performance

EUROAPI has delivered a strong performance in a challenging COVID-19 environment.

EUROAPI recorded a consolidated revenue amounting to €893 million in 2021, €945 million in 2020 and €916 million in 2019 and a consolidated Core EBITDA amounting to €72 million in 2021, €67 million in 2020 and €72 million in 2019. Sales to Sanofi amounted to €407 million in 2021, €454 million in 2020 and €448 million in 2019. Sales to customers other than Sanofi amounted to €486 million in 2021, €491 million in 2020 and €468 million in 2019.

EUROAPI restated revenue[16] increased by approximately 1% on a CAGR 2019-2021 basis, amounting to €902 million in 2021, €955 million in 2020 and €892 million in 2019, in an API market which has experienced a slowdown in growth of 2% per year between 2019 and 2021 due to the COVID-19 pandemic.

[14] Sources: Company's estimates based on interviews with experts in the API market conducted in early 2021, IQVIA Institute for Human Data Science – Global Use of Medicine in 2019 and Outlook to 2023, January 2019, IQVIA statistics that list revenue per API.
[15] Excluding Sanofi.
[16] Restated performance indicators reflect the new EUROAPI business model resulting from the carve-out and transfer to EUROAPI and/or its subsidiaries of a portion of the activities of the development, manufacture, marketing, distribution and sales of active pharmaceutical ingredients (APIs) and intermediates of the Sanofi group completed between March 2021 and January 2022.

The key growth engines of the Company's restated revenue have started to deliver, on a restated basis, as the Group continued its carve-out from Sanofi while setting its standalone strategy. In terms of restated sales, this resulted in:

- an increase by approximately €70 million of the CDMO activity reaching €226 million in 2021 versus €156 million in 2019, i.e., a +20% CAGR.

- an increase by approximately €30 million of sales to customers other than Sanofi amounting to €459 million in 2021 versus €429 million in 2019, i.e., a +3% CAGR.

The year 2020 saw a 7% increase in restated revenues, mainly due to the security inventory build-up by pharmaceutical companies responding to the uncertainties linked to the COVID-19 pandemic, whereas 2021 sales were impacted by lower demand for some APIs following the postponement of non-essential surgeries and low prevalence of certain diseases subsequent to stringent sanitary measures in many countries.

In 2021, the Group pursued its strategic ambitions aiming at (i) increasing its exposure to customers other than Sanofi (already generating approximately 51% of its restated revenue) and (ii) building strong momentum within the CDMO activity, with approximately 25% of restated net sales versus 22% in 2020 and 17% in 2019, notably by additional sales in large molecules (primarily peptides and oligonucleotides).

Since the implementation of the CDMO commercial organization, the Group has been able to generate at the end of January 2022, 26 new projects covering its 4 core technologies, spanning from 10 projects in pre-clinical/phase 1, 6 projects in phase 2, 4 projects in phase 3 and 6 projects at commercial stage.

The Group's profitability has significantly improved over the past 3 years with a restated Core EBITDA[17] increasing from approximately €80 million (9% margin) in 2019 to approximately €108 million in 2020 (11% margin) and approximately €111 million (12% margin) in 2021, in an unfavourable macroeconomic environment linked to the 2021 COVID-19 pandemic. This 330 bps increase over the period is mainly due to the positive mix effect of the increased CDMO activity and the implementation of an industrial performance plan at the site level, comprising approximately 100 initiatives. Since 2019, the Group has recorded a compound average annual growth of +17% in its restated Core EBITDA, illustrating the Group's strong momentum in continuously improving its profitability on a restated basis.

A detailed reconciliation table between consolidated and restated data is available in appendix.

A clear strategic roadmap to capture growth opportunities of the API market

EUROAPI follows a strategy focused on clear business and operational levers:

- **Accelerate EUROAPI activities as a CDMO**, through the Group's dedicated business team and its six world class manufacturing sites with launching units and on-site development.

- **Develop the Group's existing product portfolio** through innovative product line extensions, better insights of clients' needs in major pharmaceuticals markets and increased manufacturing capabilities.

- **Expand EUROAPI technology platforms** and its presence in highly differentiated and complex APIs, with a focus on peptides, oligonucleotides and HP-APIs.

- **Ensure operational efficiencies** through industrial performance plans, procurement excellence, inventory management and capex optimization.

[17] Non-GAAP indicator. Core EBITDA corresponds to EBITDA restated for restructuring and similar costs (excluding depreciation and amortization), allocations net of reversals of unutilized provisions for environmental risks, and other items not representative of the Group's current operating performance or related to the effects of acquisitions or disposals. EBITDA corresponds to operating income (loss) restated for depreciation and amortization and net impairment of intangible assets and property, plant and equipment.

Short and mid-term outlook

Based on organic growth excluding external opportunities or API repatriation initiatives, EUROAPI has the following **short and mid-term objectives**:

- Achieve a consolidated revenue of approximately €1 billion in 2022 of which 25% to 30% in the CDMO activity. By 2025, the Group targets an annual growth rate in revenue between 6% and 7%, with approximately 35% of its revenues derived from CDMO activities.

- Reduce the relative weight of Sanofi in the Group's total revenue with the goal of reducing it to approximately 30% to 35% of its consolidated revenue by 2025 (versus 46% in 2021 and 49% on a restated basis), primarily through greater-than-market growth in sales to other customers.

- Improve the Group's Core EBITDA margin equal to or greater than 14% in 2022 and greater than 20% by 2025 (versus 12% on a restated basis in 2021).

- Reach a ratio of capital expenditures to revenue of approximately 12% in 2022, to support the Group's development plan and approximately 10% by 2025. Over the 2022-2025 period, EUROAPI plans to invest approximately €510 million.

- Reach a Core Free Cash Flow conversion rate between 50 and 53% by 2025[18].

In order to boost the Group's cash, a program has been initiated in order to reduce inventories which is expected to have the effect of lowering inventories to an equivalent of approximately five months of revenue in 2025 but will also have a negative effect on the short-term margin.

EUROAPI intends to focus, in the short and medium term, on reinvesting the cash flows generated by its business to support its growth strategy. As a result, the Company does not expect to distribute dividends before 2025 for the year ending December 31, 2024.

Subject to potential acquisitions and/or strategic investments intended to support its growth strategy, the Company intends to adopt a progressive dividend policy in the longer term with the objective of a dividend pay-out rate within the range of the rates of its main European peers currently operating in the CDMO segment.

In addition to the financial outlook, the Group places its extra-financial performance at the center of its development strategy and its corporate culture. The Group targets the following **extra-financial criteria**:

- Obtain ISO 14001 and ISO 50001 (best environmental and energy practices) certifications for all of its sites no later than 2023.

- Reduce the Group's CO2 emissions related to its operations, including its industrial sites (scopes 1 and 2) by 30% by 2030[19] and a net zero carbon emissions target (scopes 1, 2 and 3) by 2050.

- Increase diversity and gender balance representation to approximately 30% of women at the extended leadership team level[20].

Furthermore, EUROAPI will focus on responding to patient needs with a resilient supply chain for top-quality APIs while guaranteeing employee security.

[18] Non-GAAP indicator. Core FCF conversion corresponds to the ratio between, on the one hand, (i) cash flow generated by operating activities less the "acquisitions of property, plant and equipment and intangible assets" items, and restated for the "net change in other current assets and other current liabilities", "current taxes" and cash inflows and outflows relating to Core EBITDA restatements, and on the other hand (ii) Core EBITDA..
[19] Compared with the level of scopes 1 and 2 emissions of 101,300 tons in 2020.
[20] Extended Leadership team corresponding to ExCom and senior leaders of the company in key positions.

EUROAPI strengthens its board of directors to accelerate its growth

EUROAPI announces the future appointments of Cécile Dussart, Elizabeth Bastoni, Claire Giraut Emmanuel Blin and Corinne Le Goff as independent members of its board of directors, which will be effective upon the admission to trading on the regulated market of Euronext Paris of the Company's shares. Rodolfo Savitzky will also join the board of directors as an independent member, effective as of September 1, 2022. They will bring to the board of directors a wide range of experience and expertise, professional backgrounds and complementary skills to support EUROAPI's transformation.

Viviane Monges, future Chair of the Board of Directors of EUROAPI declared: *"We have built a strong and experienced Board, a diverse and international team, bringing a breadth of expertise in the healthcare sector, pharmaceutical industry, drug product manufacturing and supply, social and environmental responsibility, public affairs, governance, human resources, business development and strategy. I am very proud to chair this team of renowned professionals, including the representatives of Sanofi and EPIC Bpifrance, fully dedicated to support the growth strategy of EUROAPI".*

Cécile Dussart is Vice President, Head of Global Operations of Galderma a Global Specialty pharma company and leader in the Dermatology field. Cécile builds and deploys the strategic road map for Operations driven by Galderma's transformation program, as well as ensuring a professional and safe culture. She joined Galderma in 2005 as Human Resources Director for Industrial Operations, later becoming Plant Director at the Alby-sur-Chéran production facility in France in 2008. Prior to her roles at Galderma, Cécile was at Roche for more than eight years, where she held positions as Global Brand Manager and then Human Resources Business Partner. She began her career as a Brand Manager at Sanofi in 1990. Cécile studied pharmacy at the University of Paris XI and holds a master's degree in marketing from ESCP Europe.

Elizabeth Bastoni is an experienced Board Chair and executive with expertise in human resources, governance, strategy, risk and talent management. She is currently Chair of the Board of Directors of Limead, as well as member of the Board of Directors of Jeronimo Martins and BIC. Elizabeth began her career in international taxation at KPMG in Europe. She then held several executive positions with international groups such as The Coca-Cola Company, Carlson or Thalès.

Claire Giraut is member of the board and Chair of the Development and Innovation Committee of Julius Baer. She was Member of the Board and Chair of the Audit Committee at DBV Technologies. Claire Giraut has held responsibilities in finance for most of her professional career. She was Chief Financial Officer and IS Officer at BioMérieux (2013-2018), Chief Financial Officer of Europcar Group (2011-2012) and of Ipsen (2003-2011) where she managed the company's IPO. She began her career by holding various positions, particularly in finance, within the Sanders group. Claire is an agronomy engineer and is a graduate of the *Institut National Agronomique* in Paris.

Emmanuel Blin is the founder and CEO of Tech Care for All (TC4A), a social impact company aiming to accelerate digital health in Africa and Asia created in 2017. Previously, he spent 20 years in the pharmaceutical industry. He is a former member of the Executive Committee of Bristol-Myers Squibb, where he was Chief Strategy Officer and Co-Commercialization Director, after a series of assignments leading national and regional operations in Europe, Asia and the Americas. Mr Blin is President of Aignostics, a Berlin-based company specialising in artificial intelligence in oncology. He is a graduate of ESSEC in Paris and has completed the INSEAD-CEDEP general management programme.

Corinne Le Goff is member of the Board of Directors of Longboard Pharmaceuticals. She has a proven track record in Business operations, public affairs, strategic portfolio management and corporate governance. She was recently Global Chief Commercial Officer of the biotech company Moderna. She started her career as a product manager at Aventis, before joining Pfizer in the United States as Marketing Director for endocrine care. From March 2007 to June 2008, she served as Vice President, US Empowered Regions. She then held various management positions at Merck and Roche. In 2019, she was promoted to lead Amgen's U.S. subsidiary as Senior Vice President of the US Business Organization. Corinne holds a PhD in Pharmacy from the University of Paris V and MBAs from the Sorbonne University and INSEAD.

Rodolfo Savitzky is Chief Financial Officer and member of the Executive Board of SoftwareONE. After serving as Finance Director at Procter & Gamble for the Beverage Division in Europe and then for the Beauty Division in Latin America; he joined Novartis in 2002, in the Pharmaceutical Division, first as Head of Finance for the Ophthalmic Division and then as Head of the Strategic Planning and Analysis

Group. In 2015, Rodolfo joined Lonza, where he became Chief Financial Officer and member of the Executive Board in 2016. Rodolfo holds a Bachelor's degree in Industrial and Systems Engineering from l'Institut de Technologie de Monterrey (ITESM) in Mexico and an MBA from the University of Chicago (Booth School of Business) in the United States.

Karl Rotthier (CEO), Viviane Monges (future Chair of the Board of Directors), and Jean-Christophe Dantonel and Benjamin Paternot, representing EPIC Bpifrance, will also be members of the Board of Directors, as well as Adeline Le Franc, representative of Sanofi Aventis Participations.

Listing on Euronext Paris

EUROAPI's listing on Euronext Paris aims to reinforce its status as partner of choice for all pharmaceutical laboratories and biotech companies and clarify EUROAPI's independence from Sanofi. The listing would reinforce EUROAPI's strategy to:

- Accelerate the Group's activities as a CDMO;
- Develop the Group's existing product portfolio;
- Expand the Group's technological platforms and its presence in highly differentiated and complex APIs; and
- Ensure operational efficiencies.

BNP Paribas, BofA Securities Europe SA, and J.P. Morgan SE are acting as Lead ECM Advisors to EUROAPI and Sanofi and Crédit Agricole Corporate and Investment Bank, Deutsche Bank, Natixis SA and Société Générale are acting as Other ECM Advisors in the contemplated listing. Rothschild & Co. is acting as independent financial advisor to Sanofi and EUROAPI. Jones Day is acting as legal advisor to EUROAPI and Sanofi, and White & Case as legal advisor to the Lead ECM Advisors and the Other ECM Advisors.

EUROAPI has also entered into a €451 million five-year RCF Loan Agreement with a banking syndicate composed of BNP Paribas, Bank of America, JP Morgan, Crédit Agricole, Société Générale, Deutsche Bank and Natixis. This agreement will help EUROAPI to finance the Group's general cash needs and potential future acquisitions.

Availability of the prospectus

Copies of the French-language listing prospectus, approved by the AMF on March 31, 2022 under number 22-076, are available free of charge and on request from EUROAPI at EUROAPI's registered office, 15 rue Traversière, 75012 Paris, France, as well as on the websites of the AMF (https://www.amf-france.org), Sanofi (https://www.sanofi.com) and EUROAPI (listing.euroapi.com). An English-language information document for non-French resident shareholders of Sanofi is also available on Sanofi's and EUROAPI's website.

EUROAPI draws attention to the risk factors contained in Chapter 3 and Section 22.2 of the listing prospectus. The occurrence of one or more of these risks may have a material adverse effect on the business, reputation, financial condition, results of operations or prospects of EUROAPI, as well as on the market price of EUROAPI's shares.

About EUROAPI

EUROAPI is focused on reinventing active ingredient solutions to sustainably meet customers' and patients' needs around the world. We are a leading player in active pharmaceutical ingredients with approximately 200 products in our portfolio, offering a large span of technologies, while developing innovative molecules through our Contract Development and Manufacturing Organization (CDMO) activities.

Taking action for health by enabling access to essential therapies inspires our 3,350 people every day. With strong research and development capabilities and six manufacturing sites all located in Europe, EUROAPI ensures API manufacturing of the highest quality to supply customers in more than 80 countries. Find out more at www.euroapi.com

Media Relations Contact:

EUROAPI
Laurence Bollack - +33 (0)6 81 86 80 19
mr@euroapi.com

Brunswick Group
Hugues Boëton - +33 (0)6 79 99 27 15
Aude Lepreux - + 33 (0)7 84 46 10 66
euroapi@brunswickgroup.com

Investor Relations Contact:

EUROAPI
Guillaume Rosso - +33 (0)6 49 51 59 78
ir@euroapi.com

Notice

This press release is intended for information purposes only and does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended (the "Prospectus Regulation"), and shares of EUROAPI will be distributed in circumstances that do not constitute "an offer to the public" within the meaning of the Prospectus Regulation. This press release constitutes an advertisement for the purposes of the Prospectus Regulation relating to the intention of EUROAPI to proceed with its proposed listing on the regulated market of Euronext Paris (the "Admission"). This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in France, the United Kingdom, the United States of America, Canada, Australia, Japan or any other jurisdiction. No communication and no information in respect of the dividend distribution of the shares of EUROAPI (the "Shares") may be sent to the public in any jurisdiction where a registration or approval is required. Any distribution of the Shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. Neither EUROAPI nor Sanofi assumes any responsibility for any violation of any such restrictions by any person. Further details about the Admission are included in the listing prospectus issued by EUROAPI (the "Prospectus"). Investors should read the Prospectus in order to fully understand the potential risks and rewards associated with any decision to invest in the Shares, including the risk factors included in the Prospectus. The approval of the Prospectus by the French Autorité des marchés financiers (AMF) should not be understood as an endorsement of the quality of the Shares and/or EUROAPI, including its financial position.

The ECM Advisors are acting exclusively for EUROAPI and Sanofi and no one else in connection with the contemplated distribution and listing and will not regard any other person as their respective clients and will not be responsible to anyone other than EUROAPI and Sanofi for providing the protections afforded to their respective clients in connection with any distribution of shares of EUROAPI or otherwise, nor for providing any advice in relation to the distribution of shares, the content of this press release or any transaction, arrangement or other matter referred to herein. None of the ECM Advisors or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the accuracy or completeness of the information in this press release (or whether any information has been omitted from this press release) or any other information relating to EUROAPI, Sanofi, their respective subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and

howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

Forward-Looking Statements

Certain information contained in this press release is forward looking and not historical data. These forward looking statements are based on opinions, projections and current assumptions including, but not limited to, assumptions concerning the Group's current and future strategy, financial and non-financial future results and the environment in which the Group is operating. They imply known or unknown risks, uncertainties and other factors, which could result in actual results, performances or achievements, or the results of the sector or other events, differing materially from those described or suggested by these forward looking statements. These risks and uncertainties include those that are indicated and detailed in Chapter 3 "Risk factors" and Section 22.2 of the Prospectus. These forward looking statements are given only as of the date of this press release and the Group expressly declines any obligation or commitment to publish updates or corrections of the forward looking statements included in this press release in order to reflect any change affecting the forecasts or events, conditions or circumstances on which these forward-looking statements are based. The forward looking statements and information do not constitute guarantees of future performances, and are subject to various risks and uncertainties, a large number of which are difficult to predict and generally outside the control of the Group. Actual results may differ significantly from those described, suggested or projected by the forward looking information and statements.

Alternative performance indicators and restated financial information

This press release contains Group performance indicators which are not defined by IFRS accounting standards, specifically revenue analyzed by flows, product category and type of sales, EBITDA and Core EBITDA, and the conversion of Core EBITDA into free cash flow (Core FCF conversion). Moreover, this press release includes performance indicators for the years ended December 31, 2021, 2020 and 2019 restated to give investors a better understanding of the Group's new business model as effective as of December 31, 2021 and its status as company autonomous from the Sanofi group. The Group presents these performance indicators, restated if applicable, to give investors a better understanding of the changes in its results and the elements that may influence its future results. These indicators and restatements must be used only for analytical purposes and must not be considered as substitutes for the indicators defined by IFRS or other indicators of actual historical performance; these indicators may not be comparable to similar terms used by other companies. Please refer to Section 8.1.4 "Main performance indicators" of the Prospectus for an detailed explanation of these terms.

Rounding

Certain calculated figures (including data expressed in thousands or millions) and percentages presented in this press release have been rounded. Where applicable, the totals presented in this this press release may slightly differ from the totals that would have been obtained by adding the exact amounts (not rounded) for these calculated figures. They may also differ from the figures that are not rounded presented in the Prospectus.

PROSPECTUS SUMMARY

Prospectus approved on March 31, 2022, by the AMF under number 22-076

Section 1 – Introduction

Securities name and ISIN (International Securities Identification Number)

Name of shares: EUROAPI

ISIN Code: FR0014008VX5

Issuer identity and contact information, including its legal entity identifier (LEI)

Company name: EUROAPI (the "Company" and, together with its subsidiaries, the "Group").

Registration place and number: R.C.S. Paris 890 974 413.

LEI: 9695002FT7GGI3CKKJ14.

Identity and contact information of the competent authority that approved the Prospectus

French financial markets authority—*Autorité des marchés financiers* (the "AMF")—17 Place de la Bourse, 75002 Paris, France.

Date of approval of the Prospectus

March 31, 2022.

Notice to the reader

This summary should be read as an introduction to the Prospectus.

Any decision to invest in securities for which admission to trading on a regulated market is sought must be based on a thorough review of the Prospectus by the investor.

Investors may lose all or part of their investment in the Company's shares in the event of a decline in the Company's share price.

When an action concerning the information contained in the Prospectus is brought before a court, the plaintiff investor may, depending on the national legislation of the Member States of the European Union or parties to the Agreement on the European Economic Area, have to bear the costs of translating the Prospectus before the start of legal proceedings.

The persons who have submitted the summary, including the translation thereof, shall not be liable unless the contents of the summary are misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus or if it does not provide, when read in conjunction with the other parts of the Prospectus, key information to assist investors when considering an investment in these securities.

Section 2 – Key information about the issuer

2.1 Who is the issuer of the securities?

- Company name: EUROAPI.
- Registered office: 15 rue Traversière, 75012 Paris, France.
- Legal form: French simplified joint-stock company (*société par actions simplifiée*).
- Applicable law: French law.
- Country of origin: France.

Main activities

The Group develops, manufactures, markets and distributes active pharmaceutical ingredients (APIs) and intermediates used in the formulation of medicines for human and veterinary use, both from originators and generics, including all types of molecules in the API market: small molecules (including complex chemical synthesis molecules, biochemistry molecules derived from fermentation and HP-APIs) and large molecules (such as peptides and oligonucleotides). As of December 31, 2021, the Group markets its APIs to approximately 530 customers in more than 80 countries. Its customer base includes the majority of the world's largest pharmaceutical companies (including Sanofi, Boehringer Ingelheim and Alfasigma), generic drug manufacturers (Teva), and animal health products manufacturers (MSD Animal Health, Ceva), consumer health and nutrition products companies (DSM), biotech companies (Mithra, SQY Therapeutics, Rancho Santa Fe and NH Theraguix), CDMOs[21] (Catalent) and distribution companies. The Group, which generated €902.2 million in restated revenue and €892.8 million in consolidated revenue for the year ended December 31, 2021, estimates that, in terms of revenue, it is the world's leading manufacturer of small molecules and the world's second-largest manufacturer of APIs (including small molecules and large molecules), as well as the seventh-largest manufacturer in the global CDMO (Contract Development & Manufacturing Organization) market in 2020.[22]

The Group is the result of a reorganization of part of the Sanofi group's activities in the development, manufacture, marketing and distribution of APIs. With more than 150 years of experience in the API market, the Group is composed of six manufacturing sites and development centers equipped with state-of-the-art technology, all located in Europe (Vertolaye and Saint-Aubin-lès-Elbeuf in France, Frankfurt in Germany, Ujpest in Hungary, Brindisi in Italy and Haverhill in the United Kingdom), and a customer-oriented organization responsible for the commercialization and marketing of its

[21] Refers to the external manufacture for a customer that owns the intellectual property of the APIs manufactured, starting with a phase to develop the production process by the Group or a transfer of the production process to the Group (Contract Development and Manufacturing Organization).

[22] *Source*: Company's estimate based on third-party market research conducted using the annual reports published by the main industrial players in the APIs sector, public databases (including Capital IQ and Orbis) as well as interviews with market experts.

products, with a worldwide reach. As of December 31, 2021, the Group employs around 3,350 full-time equivalent employees (FTEs).

The Group is engaged in the merchant market for APIs, corresponding to the development and production of APIs intended for sale to third parties.

The Group offers its customers (i) a diversified portfolio of about 165 APIs from its third-party sales business, for which the intellectual property is owned by the Group or licensed by the Group and/or is subject to a distribution agreement (the "API Solutions" business), and (ii) development and/or manufacturing services for about 35 APIs, as a CDMO, for which the intellectual property is owned by the Group's customers (the "CDMO" (Contract Development & Manufacturing Organization) activities). In addition to the sale and development of APIs, the Group also offers a range of high value-added services allowing the Group to meet customers' business needs and to support them in their regulatory filings. For the year ended December 31, 2021, the API Solutions business and the CDMO activities respectively accounted for 75.1% and 24.9% of the Group's consolidated revenue.

The Company's strategy is focused on reinforcing its status as a key player in the small molecules market, both by accelerating the growth of the revenue of its existing API portfolio in its API Solutions business and by encouraging the growing exposure of its portfolio to its CDMO activities, especially by continuing to invest in technology and innovation, as well as the development of its production capacities, and it aims to improve the Group's operating margin, continue efforts to improve its cash position and engage in a strong environmental and societal commitment by capitalizing mainly on the strong legacy of Sanofi. During the year ended December 31, 2021, the Group's CDMO activities experienced an upturn, with 23 contracts signed, about 35% of which were with new customers. Since the beginning of 2022, the Group has won three other projects.

Share ownership as of the date of the Prospectus

As of the date of the Prospectus, the sole shareholder of the Company is Sanofi Aventis Participations, a company wholly owned, directly and indirectly, by Sanofi and the Company is controlled by Sanofi.

As of the date of the Prospectus, there are no dilutive instruments relating to the capital of EUROAPI.

Main executives

Mr. Karl Rotthier, Chairman of the Company.

Statutory Auditors

Ernst & Young Audit (Tour First, 1-2, place des Saisons, 92400 Courbevoie – Paris-La Défense 1, France), member of the Versailles and Center regional institute of statutory auditors (*Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre*), represented by Pierre Chassagne.

BDO Paris (43 et 47, avenue de la Grande Armée, 75116 Paris), member of the Paris regional institute of statutory auditors (*Compagnie régionale des commissaires aux comptes de Paris*), represented by Eric Picarle.

2.2 What is the key financial information about the issuer?

Selected financial information from the consolidated income statement

(€ million)	Year ended December 31, 2021	Year ended December 31, 2020	Year ended December 31, 2019
Revenue	892.8	944.6	915.8
Operating income (loss)	(12.8)	(10.8)	(0.5)
Net income/(loss)	(15.8)	(6.3)	2.5

Selected financial information from the consolidated balance sheet

(€ million)	Year ended December 31, 2021	Year ended December 31, 2020	Year ended December 31, 2019
Total assets	1,618.5	1,601.0	1,576.7
Total equity	1,011.4	989.3	1,018.1

Selected consolidated cash flow information

(€ million)	Year ended December 31, 2021	Year ended December 31, 2020	Year ended December 31, 2019
Net cash provided by (used in) operating activities	71.5	96.8	34.9
Net cash provided by (used in) investing activities	(87.9)	(88.3)	(81.2)
Net cash provided by (used in) financing activities	26.5	(8.4)	46.2

Main performance indicators

In order to ensure comparability of key financial indicators, the tables below present restated financial indicators for the Group for the years ended December 31, 2021, 2020 and 2019, to incorporate the effects of EUROAPI's new business model resulting from the Prior Reorganization Transactions. This business model gives rise to differences with the historical business relationships between the Group and the entities of the Sanofi group, which have a significant effect on the Group's key financial indicators.

(€ million unless otherwise indicated)	**Year ended December 31, 2021**		**Year ended December 31, 2020**		**Year ended December 31, 2019**	
Consolidated revenue by flow and by nature of sales						
Revenue from customers other than Sanofi	485.9	54.4%	490.7	51.9%	467.7	51.1%
of which API Solutions	*331.0*	*37.1%*	*345.3*	*36.6%*	*353.7*	*38.6%*
of which CDMO	*154.9*	*17.3%*	*145.4*	*15.4%*	*114.0*	*12.4%*
Revenue from Sanofi	406.9	45.6%	453.9	48.1%	448.1	48.9%
of which API Solutions	*339.2*	*38.0%*	*371.0*	*39.3%*	*384.4*	*42.0%*
of which CDMO	*67.6*	*7.6%*	*82.9*	*8.8%*	*63.7*	*7.0%*
Total revenue	892.8	100.0%	944.6	100.0%	915.8	100.0%
of which API Solutions	*670.3*	*75.1%*	*716.3*	*75.8%*	*738.1*	*80.6%*
of which CDMO	*222.5*	*24.9%*	*228.3*	*24.2%*	*177.7*	*19.4%*
Restated consolidated revenue by flow and by nature of sales[(1)]						
Restated revenue from customers other than Sanofi	459.0	50.9%	453.3	47.5%	429.3	48.1%
of which API Solutions	*306.9*	*34.0%*	*325.8*	*34.1%*	*334.4*	*37.5%*
of which CDMO	*152.1*	*16.9%*	*127.5*	*13.3%*	*94.8*	*10.6%*
Restated revenue from Sanofi	443.2	49.1%	501.6	52.5%	462.4	51.9%
of which API Solutions	*369.1*	*40.9%*	*418.5*	*43.8%*	*400.7*	*44.9%*
of which CDMO	*74.0*	*8.2%*	*83.1*	*8.7%*	*61.6*	*6.9%*
Total restated revenue	902.2	100%	954.9	100.0%	891.6	100.0%
of which API Solutions	*676.0*	*74.9%*	*744.3*	*77.9%*	*735.2*	*82.5%*
of which CDMO	*226.2*	*25.1%*	*210.6*	*22.1%*	*156.5*	*17.5%*

Gross profit	**109.1**	**90.4**	**87.6**
As a % of consolidated revenue	*12.2%*	*9.6%*	*9.6%*
Restated gross profit[(1)]	**153.3**	**149.8**	**122.4**
As a % of restated revenue	*17.0%*	*15.7%*	*13.7%*
EBITDA[(3)]	**63.2**	**61.3**	**58.1**
As a % of consolidated revenue	*7.1%*	*6.5%*	*6.3%*
Restated EBITDA[(1) (3)]	**102.8**	**101.8**	**75.1**
As a % of restated revenue	*11.4%*	*10.7%*	*8.4%*
Core EBITDA[(4)]	**72.2**	**67.2**	**71.7**
As a % of consolidated revenue	*8.1%*	*7.1%*	*7.8%*
Restated core EBITDA[(1) (4)]	**110.6**	**107.7**	**79.9**
As a % of restated revenue	*12.3%*	*11.3%*	*9.0%*
Core FCF	**(39.3)**	**6.9**	**(34.3)**
Core FCF conversion[(5)]	**(54.5)%**	**10.2%**	**(47.8)%**
Restated core FCF[(1)]	**79.8**	**26.7**	**-**
Restated Core FCF conversion[(1)(5)]	**72.1%**	**24.8%**	**-**

On February 22, 2022, the Group entered into a revolving credit facility agreement (the "RCF Loan Agreement") for an amount of €451 million, which may be drawn down as of the initial listing of the Company's shares on the regulated market of Euronext Paris ("Euronext Paris").

On February 23, 2022, the Company carried out a €83,179,000 capital increase, fully subscribed by Sanofi Aventis Participations and paid for in cash at a unit subscription price of €20.79. This price is not indicative of the market price of the Company's shares following their admission to trading on Euronext Paris.

2022 outlook

For the year ending December 31, 2022, the Group expects:

- consolidated revenue of approximately €1 billion, including 25% to 30% in the CDMO activities, and a decreased dependence on Sanofi in terms of percentage of revenue;

		- a Core EBITDA margin equal to or greater than 14%. The outlook for the year ending December 31, 2022, is based on several assumptions, including an uneven distribution of revenue between the first and second half of the year ending December 31, 2022, and within each period, with a heavier distribution in the second half. The Group is also targeting a ratio of capital expenditures to revenue of around 12% in 2022. The Company does not expect to distribute dividends for the year ended December 31, 2021. **2022–2025 objectives** The Group's objectives for the 2022-2025 period include: - reaching an average annual growth rate in its revenue, on the basis of the restated revenue recorded over financial year 2021, of between 6% and 7% for the 2021-2025 period; - generating approximately 35% of its revenue from the CDMO activities by 2025 due to this activity having greater than market growth through 2025; and - reducing the relative weight of Sanofi in the Group's total revenue with the goal of reducing it to around 30% to 35% of its consolidated revenue by 2025, primarily through greater-than-market growth in sales to other customers. An inventory reduction program, which has been initiated, will have the effect of lowering inventories to a level equivalent to approximately five months' revenue in 2025, but will have a negative impact on the short-term margin. The Group also aims to achieve a Core EBITDA margin (which corresponds to the ratio of Core EBITDA to revenue) of more than 20% by 2025 (compared to a restated Core EBITDA margin of 12.3% in 2021), primarily driven by (a) a better absorption of the fixed cost structure of its production costs through increased volumes to customers other than Sanofi, (b) a positive product mix resulting from the increase (i) in its presence in the most differentiated and most complex APIs and (ii) the relative weight of CDMO activities in the Group's total revenue and (c) the optimization of its sales costs with a reduction on the order of 2% per year by 2025. The Group also intends to maintain a ratio of net financial debt/Core EBITDA of less than or equal to a factor of three over the period from 2022 to 2025. Over the 2022-2025 period, the Group intends to invest around €510 million, approximately 50% in performance and growth investments and around €230 million on Group sites in France. The Group is also targeting a ratio of capital expenditures to revenue of around 10% in 2025. In addition, the Group also aims to achieve a Core FCF conversion ratio of between 50% and 53% by 2025.
2.3	**What risks are specific to the issuer?**	The principal risks and uncertainties relating to the Company, the Group and its business and to any investment in the Company's securities are set out below: **Risks related to the Group's business sector** - Risks related to the international nature of Group activities and to health crises (such as the COVID-19 pandemic) as well as to geopolitical or macroeconomic instability (such as trade conflicts, embargoes, sudden changes in customs duties, or armed conflicts, such as the current conflict in Ukraine). **Risks related to Group activities** - Risks related to the operation of industrial chemical and pharmaceutical production sites in several European countries, including five hazardous facilities classified as "SEVESO", and to the use of substances classified as dangerous to human health and/or the environment, such as flammable solvents, hydrochloric acid and hydrofluoric acid; - Risks related to supply difficulties (such as supplies for the manufacture of Sevelamer or Olmesartan, a significant portion of which is provided by a single supplier due to the very high concentration of production in this sector), the cost of raw materials and energy, and relations with certain suppliers and subcontractors; - Risks related to Group investments, including maintenance and compliance investments to ensure continuous compliance of the Group's production sites with applicable regulatory and environmental standards and performance and growth investments to improve and/or increase its API production and development capacities. - Risks related to the demand for the Group's products and services that depend, for example, in the context of its CDMO activities, on its ability to maintain a high level of compliance with applicable regulations and to successfully pass inspections by health regulatory authorities or audits performed by customers on its production sites. - Risks related to the development, marketing or launch of new products manufactured by the Group on its behalf or on behalf of its customers, which could be affected by the following factors: (i) the development, testing and manufacturing of products in accordance with regulatory and quality standards within a reasonable timeframe, (ii) the obtaining and maintenance of regulatory approvals within a reasonable timeframe, (iii) the availability of raw materials and other key elements/components on reasonable commercial terms, (iv) unforeseen costs resulting from new regulatory standards such as those related to mutagenic impurities or changes in raw material costs, (v) delays due to the limited resources of regulatory authorities, (vi) costs imposed by compliance with environmental standards, (vii) the inherent attrition of projects in the clinical development phase or (viii) the failure or delay of the Group's customers to develop or market their products using the APIs manufactured by the Group. - Risks related to the dependence of certain Group sites on the performance of some major products that generate a significant proportion of their sales, which could be affected in particular by major product liability litigation, production and/or quality problems, supply problems, the loss of markets by the Group's customers or the replacement of one of these products by that of a competitor deemed to be more efficient, or situations of over-capacity or underutilization of production capacity at certain Group sites.

		Risks related to the separation of the Group's activities from the rest of the Sanofi group's activities and the Group's structural organization - Risks related to the influence exerted on the Company's business and strategy by Sanofi, which represented 45.6% of the Group's consolidated revenues for the year ended December 31, 2021 and with which the Group has entered into an agreement for the manufacture and supply of APIs, intermediates and other substances, with effect from October 1, 2021 (expiring five years after the loss of control by Sanofi resulting from the Distribution in Kind), and which will remain the principal shareholder of the Company after completion of the Distribution in Kind and the Investment, and could have a determining influence on the Group's strategic decisions; in addition, the RCF Loan Agreement provides for an event of early repayment and/or cancellation in the event that Sanofi ceases to hold, directly or indirectly, at least 15% of the share capital and voting rights of the Company and ceases to hold, directly or indirectly, the right to appoint or remove a member of the Board of Directors of the Company; - Risks related to difficulties or delays in setting up the structures, in particular internal controls and appropriate IT systems, necessary for the proper functioning of the Group, enabling it to become operationally independent from the Sanofi group and/or which may lead to the discovery of weaknesses that could result in hitherto unidentified difficulties, such as difficulty in producing financial statements in a timely manner or the impossibility of preventing or detecting all errors and/or instances of fraud. **Legal and regulatory risks** - Risks related to liability for the Group's products containing APIs used in the composition of drugs for human use, which could expose it to risks related to the incurrence of liability, in particular liability for products that do not comply with regulations; - Risks related to environmental and safety regulations and environmental liabilities that may require the Group to incur significant costs to remain in compliance with applicable legal and regulatory obligations, including indemnification or remediation obligations relating to environmental pollution or contamination, the release of hazardous substances and/or personal injury caused by such substances relating to the Group's sites.
Section 3 – Key security information		
3.1	**What are the main characteristics of the securities?**	The securities of the Company for which admission to trading on Euronext Paris is sought are all of the 94,026,888 ordinary shares comprising the share capital of the Company, each with the same nominal value, fully subscribed and paid-up and of the same class (ISIN Code: FR0014008VX5) (the "Existing Shares"). The admission of the Existing Shares is subject to the approval by Sanofi's shareholders meeting, to be held on May 3, 2022, of the amendment of Sanofi's articles of association in order to allow, among other things, the Distribution in Kind and the Distribution in Kind. **Currency, name and number of securities issued** ***Currency***: Euro. ***Name of shares***: EUROAPI. As of the date of the Prospectus, the nominal value per ordinary share is equal to €1. **Rights attached to the shares** Pursuant to French law and to the Company's articles of association, governing the Company as of the initial listing of its shares, the main rights attached to the Company's shares shall be as follows: (i) the right to dividends and the right to share in the Company's profits, (ii) the right to participate in shareholders' meetings, (iii) the right to vote, it being specified that the double voting rights provided for in Article L.225-123 of the French Commercial Code (*Code de commerce*) are expressly excluded, (iv) the preferential subscription rights for securities of the same class, and (v) the right to a share of any surplus in the event of liquidation. **Relative ranking of securities in the issuer's capital structure in the event of insolvency** Not applicable. **Restriction imposed on the free negotiability of shares** There is no clause in the articles of association limiting the free negotiability of the shares comprising the Company's share capital. **Dividend policy** The Company intends to focus, in the short and medium term, on reinvesting the cash flows generated by its business to support its growth strategy. As a result, the Company does not expect to distribute dividends before 2025 for the year ending December 31, 2024. Subject to potential acquisitions and/or strategic investments intended to support its growth strategy, the Company intends to adopt a progressive dividend policy in the longer term with the goal of a dividend pay-out rate within the range of the rates of its main European peers operating in the CDMO segment at the time.
3.2	**Where will the securities be traded?**	The admission of the 94,026,888 Existing Shares is sought on Euronext Paris (compartment A). No other application for admission to trading on a regulated market has been made by the Company.
3.3	**Are the securities guaranteed?**	Not applicable.

3.4	**What are the main risks specific to the securities?**	The principal risks and uncertainties relating to the Company and to any investment in the Company's securities are set out below: - the Company's share price may be affected by significant volatility in particular, in the event of a significant change in the share price after the admission of the Company's shares to trading on Euronext Paris in relation to the technical reference price, which will be published by Euronext Paris prior to the first listing of the Company's shares for the purpose of setting the reservation thresholds at the opening of the first trading session and calculating the day's performance of the EUROAPI share; - a liquid market for the Company's shares may not develop or last over time; - the sale of a significant number of the Company's shares after their distribution through the Distribution in Kind, or the possibility of such a sale period, could have a material adverse effect on the market price of the Company's shares.
Section 4 – Key information on admission to trading on a regulated market		
4.1	**Under what conditions and according to what schedule can I invest in this security?**	**Terms and conditions of the Distribution in Kind** The distribution by Sanofi to its shareholders (other than Sanofi itself and holders of shares issued upon the exercise of Sanofi stock options since January 1, 2022) of the Company's shares will take the form of a dividend in kind at the ratio of one (1) EUROAPI share per twenty-three (23) Sanofi shares (the "Distribution in Kind"). The Distribution in Kind will be submitted for approval to the combined annual shareholders' meeting of Sanofi (ruling in an ordinary manner) to be held on May 3, 2022. Sanofi shareholders will be asked to vote on the payment of an ordinary cash dividend of €3.33 per share (for a total amount of €4,070,763,885.50) (the "Ordinary Dividend") and on the Distribution in Kind. It will be carried out subject to the approval by that same meeting (ruling in an extraordinary manner) of amendments to Sanofi's articles of association to introduce the ability for the shareholders' meeting to decide, for all or part of a dividend distribution (or distribution of other interim dividends, reserves or premiums, etc.), that this distribution be made in kind through the delivery of company assets, including financial securities, with our without a cash option.
		Provisional calendar for the Distribution in Kind March 25, 2022 — Publication in the French Journal of Mandatory Legal Notices (*Bulletin des annonces légales obligatoires* "BALO") of the notice of Sanofi's combined annual shareholders' meeting. March 30, 2022 — Decision of the sole shareholder to transform the Company into a French public limited company (*société anonyme*) subject to the condition precedent of a positive vote by Sanofi's shareholders on the Distribution in Kind. March 31, 2022 — AMF visa on the Prospectus. April 1, 2022 — Sanofi's Capital Markets Day dedicated to the Company. April 11, 2022 — Publication in the BALO of the notice of Sanofi's combined annual shareholders' meeting. April 29, 2022 — Publication by Euronext Paris of a notice concerning the Distribution in Kind. Publication by Euronext Paris of a notice concerning the admission of EUROAPI shares. May 3, 2022 — Sanofi's combined annual shareholders' meeting. May 5, 2022 — Publication by Euronext Paris of a notice concerning the technical reference price of EUROAPI shares. May 6, 2022 — Ex-dividend date for Sanofi's ordinary cash dividend and dividend in kind (the "Ex-Dividend Date") Delivery of the EUROAPI shares allocated as a dividend in kind to the centralizing agent (BNP Paribas Securities Services). Admission of EUROAPI shares to trading on Euronext Paris. May 9, 2022 — Date of identification of shareholders eligible to receive the Distribution in Kind (record date) taking into account the orders executed until May 5, 2022, included. May 10, 2022 — Payment of the Ordinary Dividend. Payment of the Distribution in Kind (delivery and registration of the EUROAPI shares allocated in respect of the Distribution in Kind) (the "Payment Date"). June 17, 2022 — Settlement and delivery of the EUROAPI shares sold by Sanofi in connection with the Investment. **Terms and conditions of the Distribution in Kind** 54,420,337 Company shares, representing approximately 58% of the Company's share capital will be distributed by Sanofi to its shareholders (other than Sanofi itself and holders of shares issued upon the exercise of Sanofi stock options since January 1, 2022) pro rata to their equity interest in Sanofi's capital at the ratio of one (1) EUROAPI share per twenty-three (23) Sanofi shares.

		Fractional share rights will not be tradable or transferable. When the amount of the distribution of the dividend in kind to which a Sanofi shareholder is entitled does not correspond to a whole number of EUROAPI shares (i.e., holding less than twenty-three (23) Sanofi shares or a multiple of twenty-three (23)), the shareholder will receive the immediately lower number of EUROAPI shares, plus a cash payment for the whole of the balance arising from the price at which EUROAPI shares corresponding to fractional shares were sold. After May 5, 2022, investors will no longer be able to acquire Sanofi shares that are eligible for the Distribution in Kind. As a result, shareholders holding fewer than twenty-three (23) Sanofi shares as of May 9, 2022 (i.e., after taking into account the orders executed during the day of May 5, 2022 for which settlement will take place on May 9, 2022), will receive only a cash payment.