GALDERMA

Galderma: the dermatology category leader

Management roadshow



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Context

Attractive, high-growth market & Galderma's unique dermatology strategy

Competing in fast-growing sub-segments of dermatology as the only truly scaled, pure-play company entirely focused on dermatologists & differentiated through science



Proven strategy in the fast-growing dermatology market driving consistent, sustainable high growth & margin expansion

High-growth and resilient market	Committed to dermatology, competing in the most attractive, consumer-focused sub-segments within Injectable Aesthetics, Dermatological Skincare, Therapeutic Dermatology Only truly scaled, pure-play company entirely focused on dermatologists & differentiated through science, driving premium positioning & competitive differentiation through: Broadest portfolio with leading science & innovation Global scale with omnical channel execution excellence Market-leading education & services						
Unique integrated dermatology strategy							
Phase 1 (2019-2023): Established a scalable integrated dermatology platform & fueled sustainable growth	our flagship brands and scaling blo Established a track-record of co constant currency CAGR 2019-2	Built a dermatology 'self-care' leadership profile, refocused on dermatologists & the science behind our flagship brands and scaling blockbuster platforms by executing our integrated dermatology strategy Established a track-record of consistent above-market growth, growing Net Sales at 11.9% constant currency CAGR 2019-2023, driving margin expansion and high cash conversion Ready with public-grade processes, systems, ESG & experienced management already in place					
Phase 2 (2024+): Execution of a proven strategy to drive consistent abovemarket growth & attractive margin expansion	penetration in attractive geographi Driving incremental growth with	ket with continued execution of our ies and scaling of our omni-channel for differentiated innovation, including go nodularis & atopic dermatitis market	otprint & leading service offering 2 biologics with blockbuster				

Galderma as a 'self-care' category leader in dermatology

Dermatological science & strong consumer heritage in dermatology



Only scaled company fully dedicated to dermatology spanning 3 of the most attractive segments in Dermatology



Global integrated commercial platform with presence in over 90 countries



Consumer-centric business with digitally-enabled execution

1947 year of invention of Cetaphil

770+
clinical trials
since 2019

130K+
Training participants
per year



DTC¹ E-commerce Retailers

Pharmacies/ Drugstores Physician practices

Proprietary training events

Science-based endorsements & digital/ tech-enabled tools

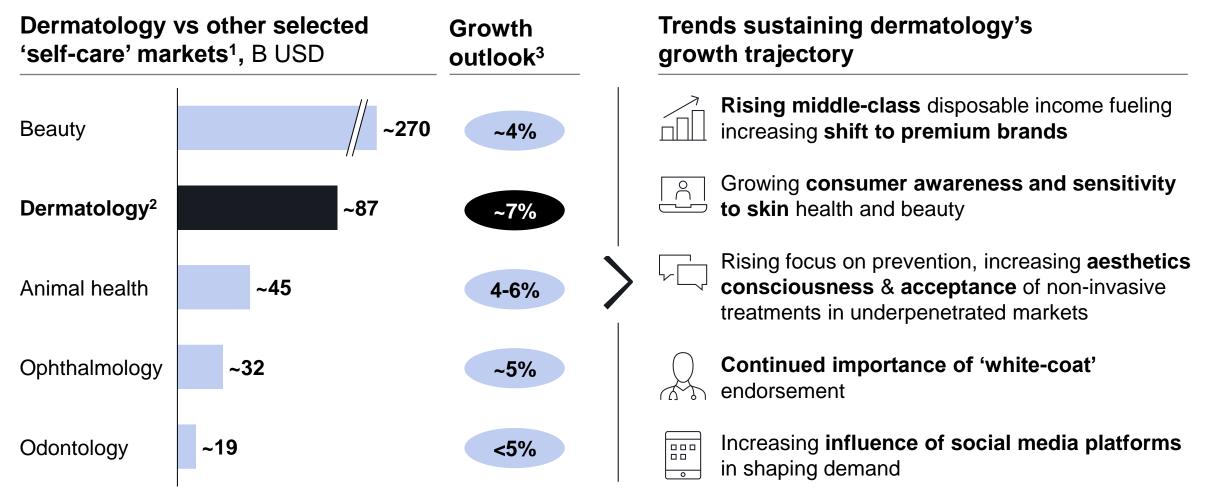


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Loyalty programs & consumer-focused services

Consumer-driven decision making: >90% of Galderma sales: self-pay

Galderma is fully focused on dermatology – the fastest growing 'self-care' market, with strong growth fundamentals



^{1.} Beauty – L'Oréal Annual Report (2022), Animal Health – Zoetis Investor Day Presentation (2023), Ophthalmology – Alcon Capital Markets Day (2023), Odontology – Straumann H12023 Earnings Presentation (2023) and Straumann Annual Report (2020) | 2. Based on the addressable 2023 and 2027 market size of Injectable Aesthetics, Dermatological Skincare and Therapeutic Dermatology, detailed sources available throughout the presentation | 3. Mid-term growth outlook, may vary by sources – beauty market growth-outlook based on last 10 years average growth rate of L'Oréal beauty market

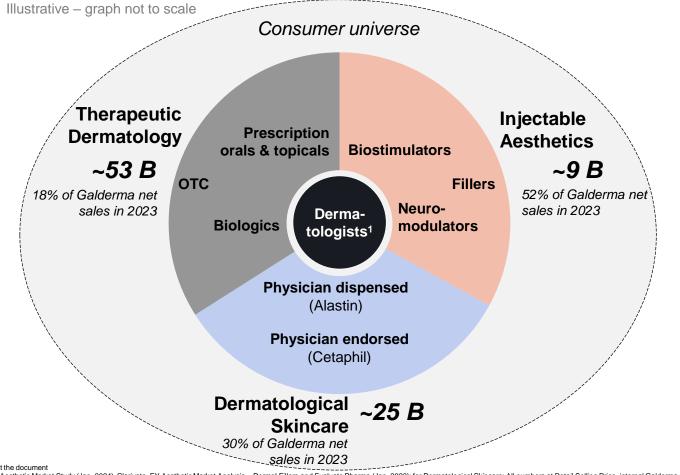
Note: Market size rounded to the nearest billion USD

Our 'where to compete' choices focus on large and attractive, high-growth sub-segments of dermatology

How we choose 'where to compete'

- **Dermatologists & related healthcare** specialties play a leading role:
 - Product endorsement
 - Prescription
 - Administration of treatments
- Direct promotion via field force as central feature of go-to-market model
- **High growth segments** driven by secular fundamentals & low penetration
- Science as a key differentiator
- **Consumer-driven purchasing decisions** & opportunity for premiumization

Dermatology market segments - Galderma TAM, 2023E, USD



^{1. &#}x27;Dermatologist' used as a common denominator for all dermatology-focused healthcare professionals, incl. aesthetic practitioners - applies throughout the document

Source: Market size (rounded to the nearest billion) & growth based on Galderma analyses using for Injectable Aesthetic Market Study (Jan. 2024), Clarivate, EY Aesthetic Market Analysis – Dermal Fillers and Evaluate Pharma (Jan. 2023); for Dermatological Skincare: All numbers at Retail Selling Price, internal Galderma database (TABS 2023), Nicholas Hall DB6 database and Euromonitor Beauty and Personal Care 2023 edition; for Therapeutic Dermatology. Numbers for piologics at Public Price, numbers for biologics at Public Price, IQVIA Analytics Link Disease Module (using moving annual total numbers as of Q3 2023 and gross to net ratio of 20%), Evaluate Pharma, Nicholas Hall DB6, Clarivate and Euromonitor Beauty and Personal Care 2023 edition, includes biologics and other molecules covering all modalities and modes of administration for atopic dermatitis (AD), prurigo nodularis (PN) and psoriasis (PSO) – applies throughout the document for market size and growth

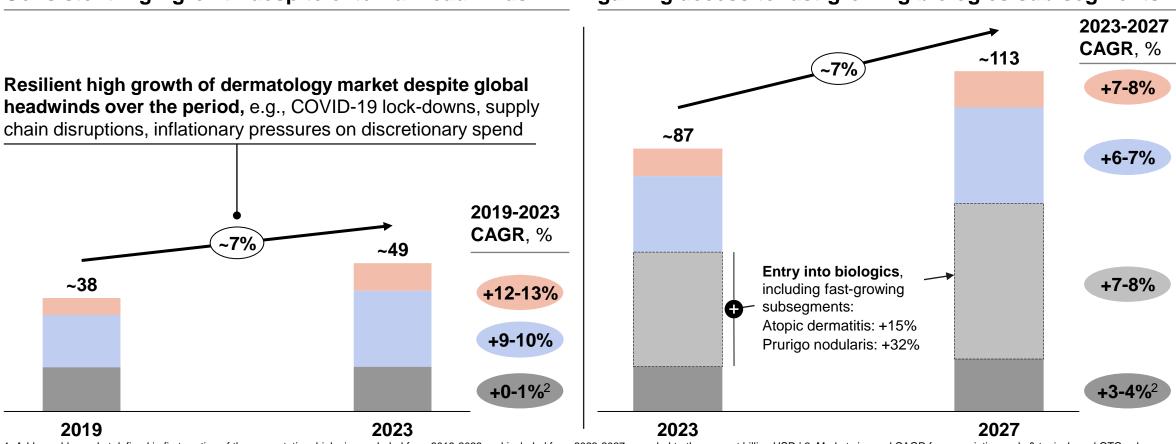
Dermatology market with consistent growth & resilience despite macro & consumer headwinds, biologics to drive further growth

Galderma total addressable market¹, B USD

Injectable Aesthetics Dermatological Skincare Therapeutic Dermatology

Consistent high-growth despite external headwinds

Continued attractive market outlook, further boosted by gaining access to fast-growing biologics sub-segments

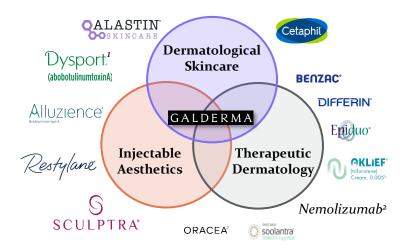


^{1.} Addressable market defined in first section of the presentation, biologics excluded from 2019-2023 and included from 2023-2027, rounded to the nearest billion USD | 2. Market size and CAGR for prescription orals & topicals and OTC only Note: Sources as per previous slide of the presentation

Galderma is uniquely positioned with its leading dermatology platform

Broadest portfolio with leading science & innovation

Broadest dermatology portfolio of clinically-proven flagship brands to meet consumers' & patients' needs:



Leading science & innovation driving differentiation & long-term sustainable growth

Global scale with omni-channel execution excellence

Global commercial presence with notable headroom for high growth through continued penetration in fast-growing geographies

Scaled omni-channel strategy covering the whole spectrum:



Select 2023 examples – non-exhaustive

Market-leading education & services

Differentiated value-adding platforms including market-leading education, scientific engagement & service offerings:

GAIN GALDERMA AESTHETIC INJECTOR NETWORK >130 K participants³ per year

>11,000 events per year



>4 M consumers in the US loyalty program













^{1.} Marketed under the brand name of Azzalure for aesthetic use in the European region and Dysport in the rest of the world for aesthetic indications – applies throughout the document | 2. Investigational drug currently under clinical study, not approved for any indication in any jurisdiction – applies throughout the document | 3. Single training contact – one healthcare professional can attend more than one training

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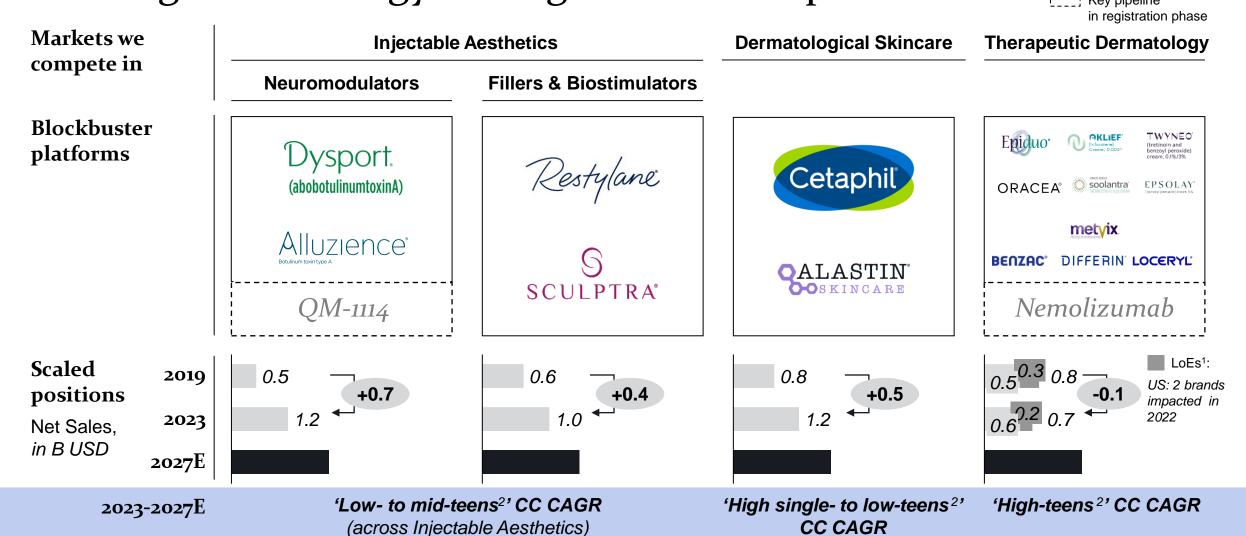
Phase 1

Establishing a scalable integrated dermatology platform & fueling sustainable growth

Proven merits of an integrated strategy, establishing a track-record of double-digit Net Sales CAGR & margin expansion while progressing a differentiated pipeline



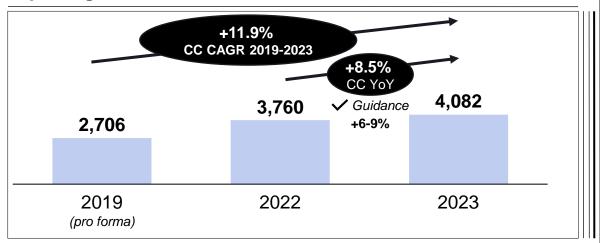
A dermatology 'self-care' leadership profile, built since 2019 via an integrated strategy scaling blockbuster platforms



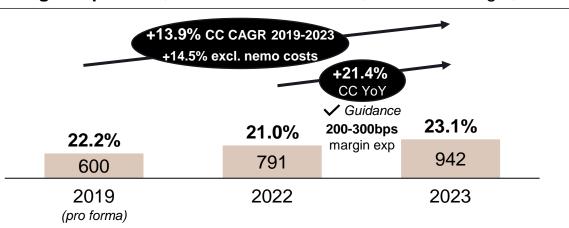
^{1.} LoE: Loss of Exclusivity \mid 2. 'Teens' defined as numbers greater than 10% and lower than 20%

Galderma reliably delivers results on guidance while outperforming fast growing market segments

Top-line growth, Net Sales, M USD



Margin expansion, Core EBITDA absolute, M USD & margin, %



Galderma vs. Dern	Galderma vs. Dermatology market segments, 2019-2023 CC CAGR							
G.	GALDERMA Market (segments)							
Total Galderma	11.9%	VS.	~7%					
Injectable Aesthetics	19.0%	VS.	12-13%					
Dermatological Skincare	13.4%	VS.	9-10%					
Therapeutic Dermatology	-2.2%	VS. LoEs¹ impa	O-1 %					

^{1.} Loss of exclusivity of Soolantra and Epiduo 1.0 | Note: Sources as per first section of the presentation

Leading positions in dermatology worldwide

Injectable Aesthetics

Dermatological Skincare

Therapeutic Derm.





#2 global neuromodulator

Spearheading next generation neuromodulation





#2 global filler

The world's most diverse range of HA fillers & skinboosters





#1 global biostimulator

The first & original collagen stimulator with PLLA-SCA1





9/10 **US** derms recommend

Over 75 years of heritage dedicated to sensitive skin





#1 skincare periprocedure

Preferred physiciandispensed periprocedure US brand

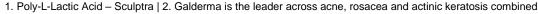




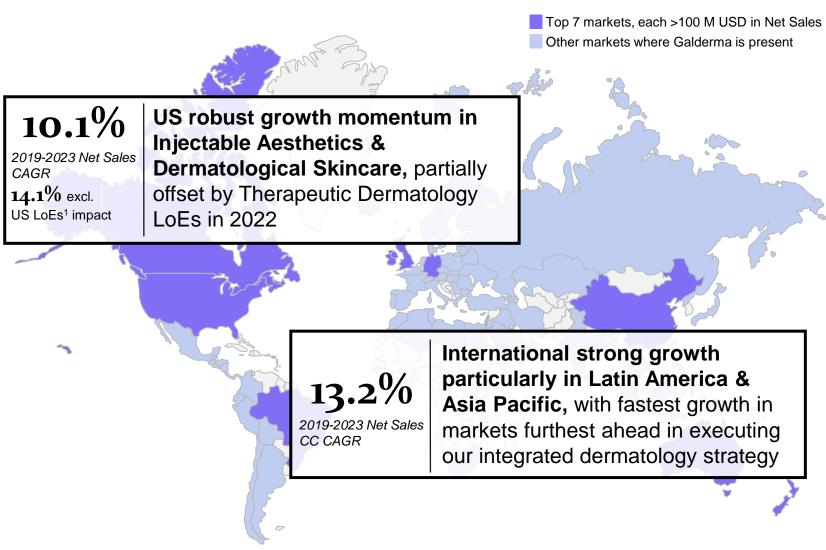
#1 across² acne, rosacea, & actinic keratosis

Leading portfolio in Therapeutic Derm. orals & topicals





Commercially scaled global presence



Scaled presence & distribution in >90 markets, with 7 driving >70% of sales

Significant headroom for high growth through continuing penetration in high-growth geographies and strengthening our integrated model

Geographic pockets of excellence in Latin America and Asia Pacific, executing the integrated strategy, with high double-digit growth across all three product categories

Galderma prepared to run as a public company

Governance

- Robust internal governance enabled by 4 management committees with clear roles and responsibilities
- Experienced board oversight supported by public-grade policies
- Established ESG governance validated by a pre-IPO ESG rating:

Top 4th

percentile ESG risk rating in its category by Sustainalytics (assessed in February 2024)¹

Corporate platform

- Institutionalized financial management, with streamlined end-to-end processes and a simplified IT ecosystem
- Holistic people strategy and management, attracting high talent and enabling scale through global talent pools



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Galderma affiliates certified

External communications

- Public-grade investor engagement, including quarterly debt investor reporting
- Professional communications
 with timely material updates
 complemented by frequent
 publications







Seasoned executives with proven track-record of value creation in public settings













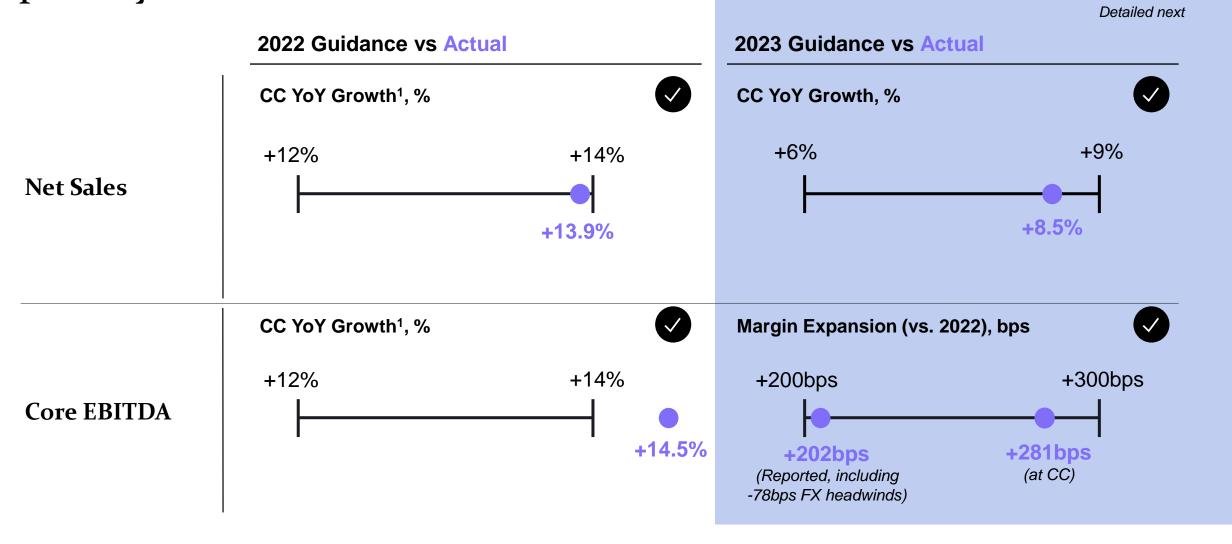
^{1.} Our indicative score would place us in the top fourth percentile of pharmaceutical companies assessed by Sustainalytics. Sustainalytics is a leading ESG research provider that provides research based on its independent methodology, and publicly available information or non-confidential information from issuers. While Sustainalytics exercised due care in compiling the Corporate ESG Assessment, it makes no warranty, express or implied, regarding the accuracy, completeness or usefulness of any facts or statements included therein that Galderma had made available to Sustainalytics for this purpose, in light of the circumstances under which such facts or statements have been presented, and assumes no liability with respect to the consequences of relying on this information for investment or other purposes. In no event the Corporate ESG Assessment nor any portion thereof shall be considered as an offer to buy a security, solicitation of votes or proxies, investment advice, expert opinion or an assurance letter as defined by the applicable legislation



2023 performance update

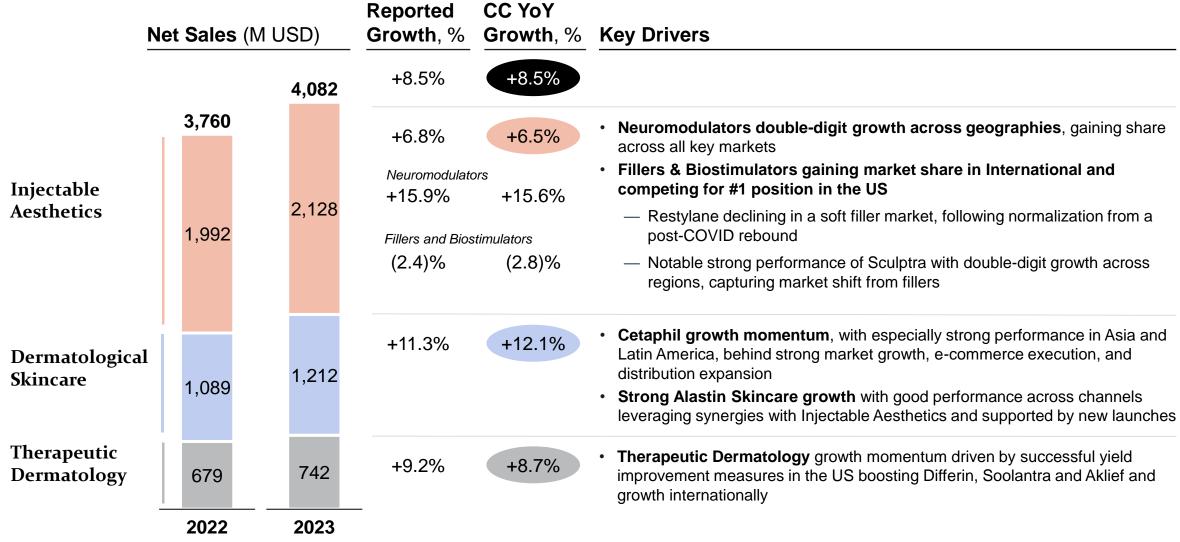


Growth and profitability guidance consistently met over the past 2 years



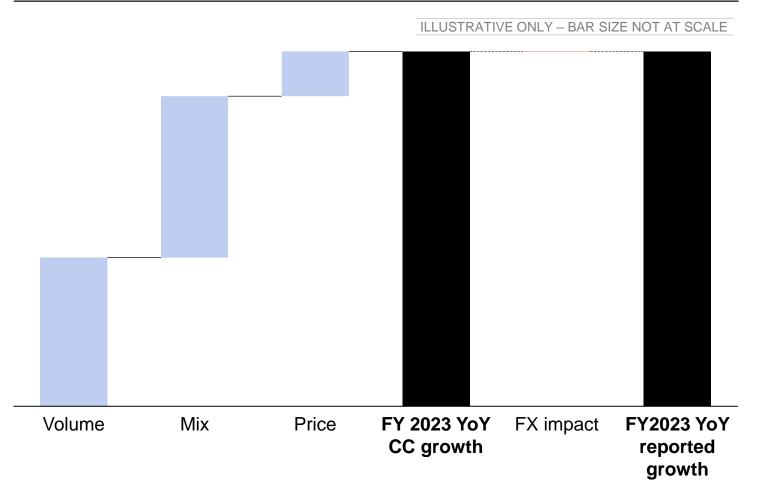
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Continued strong momentum in Dermatological Skincare, Injectable Aesthetics & acceleration in Therapeutic Dermatology



+8.5% constant currency Net Sales growth driven by volume growth and positive product mix, supported by price gains

FY 2023 Net Sales growth composition, YoY growth



Key drivers

- Strong volume growth in Dermatological Skincare including Alastin
- Mix driven by the shift in Injectable
 Aesthetics to our unique Sculptra
 Biostimulator and market share
 gains in Neuromodulators
- Pricing driven by Therapeutic
 Dermatology and Dermatological
 Skincare, which was partially offset by strategic price investments in Injectable Aesthetics in line with competitive environment
- Neutral FX impact

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Core EBITDA margin expansion supported by premiumisation, increased efficiency and OPEX leverage

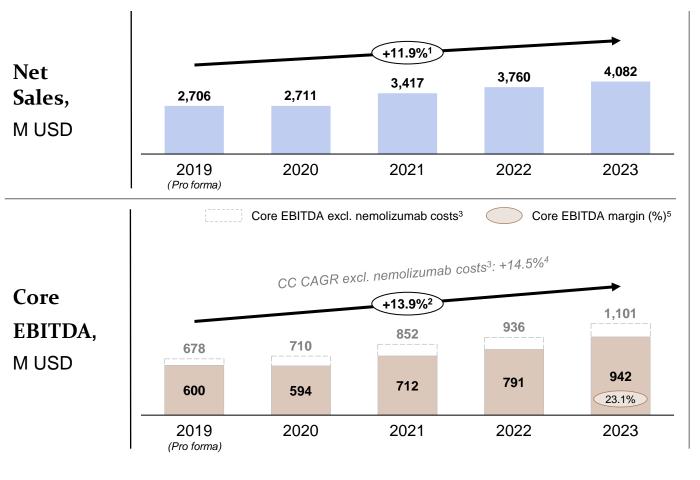
	2022, M USD	2023, M USD	Reported YoY Growth, %	CC YoY Growth, %
Net Sales	3,760	4,082	+8.5%	+8.5%
Core Gross Profit	A 2,849	3,071	+7.8%	
As % of Net Sales	75.8%	75.2%	(54)bps	
Core EBITDA¹	791	942	+19.0%	+21.4%
As % of Net Sales	21.0%	23.1%	+202bps	Margin Expansion +281bps

Key drivers

- A Core Gross Profit margin slightly below 2022 with price and efficiency gains mostly offsetting the lower royalty income and unfavorable product mix driven by the shift in demand from Fillers to Neuromodulators compared to last year
- B Core EBITDA margin above 2022 as per 2023 guidance, despite inflationary environment

Margin expansion delivered through the execution of the multi-year transformation program and the benefit of scale effects on our cost base, as well as normalization of R&D as a % of Net Sales post nemolizumab Phase III studies completion

2023 confirms track record of strong Net Sales and Core EBITDA growth momentum



- Low teens Net Sales growth, primarily driven by Injectable Aesthetics and Dermatological Skincare
- Resilience during COVID-19 (+1.8% CC YoY growth in 2020), strong rebound and continued momentum in volatile environment
- Mid-teens Core EBITDA expansion driven by sales growth, end-to-end transformation program and prudent capital allocation
- 638 M USD invested in nemolizumab costs³ (159 M USD in 2023) over 2019-2023
- 89% average cash conversion over the period

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Phase 2

Execution of a proven strategy to drive consistent above-market performance

Dependable growth and margin expansion on a proven integrated dermatology strategy in fast-growing markets and incremental portfolio & geographic expansion



Phase 2: Continued execution of a proven strategy fully benefiting from a diversified product portfolio & broad geographic exposures

Phase 1

Establishing an integrated dermatology platform 2019-2023 & fueling strong growth momentum



Phase 2

Executing a proven strategy to continue outgrowing the markets with further boost from biologics entries

Key topline growth drivers

Injectable Aesthetics

Significant market share gains & differentiated launches

Dermatological Skincare

Growth acceleration behind Cetaphil launches & acquisition of **Alastin Skincare**

International

Particularly strong growth in **Latin America and Asia Pacific** US

Robust growth in Inj. Aesthetics

Injectable **Aesthetics**

Continue to increase shares, penetration, & steady flow of innovation incl. QM-1114 **Dermatological** Skincare

Continue to gain market share & expand internationally

Therapeutic **Dermatology**

Reignite growth with nemolizumab & explore new horizons

& Derm. Skincare partially offset by **Therapeutic Dermatology LoEs**

International

Continue penetration of fastgrowing markets (Brazil, China, India) & entering new geographies US

Leverage strong market position & biologic entries

Key margin expansion drivers

Cost optimization

Cost discipline. optimized procurement & efficiencies from shared investments

Structural platform transformation

Shared services implementation, duplication removal. process & systems optimization

Structural platform transformation

Streamlined corporate set-up & network efficiencies

Commercial effectiveness

Pricing & mix benefits, along with an integrated and scaled commercial infrastructure

Normalization of **R&D** as % of Sales

Key Phase 3 studies completed while investing in indication expansion

Select examples detailed next

QM-1114 with a differentiated profile across 4 dimensions, further reinforced by phase 3b data

New phase 3b clinical data for both Glabellar Lines (GL) and Lateral Canthal Lines (LCL)

Long lasting	Clinical effects reported through 6 months for GL & LCL in pivotal studies (NB: severity of GL reduced up to 4 months on the main competitor's US label)
	New GL study demonstrated long durability of results ¹ (43% of patients at month 9 and 38% at month 12 rated themselves as 'improved' or better)
	Onset of action as early as day 1 (60% for GL and 68% for LCL)
Fast acting	100% patients reported improvement from day 3 in GL & LCL
ruse ucering	High efficacy in GL & LCL (100% of patients at month 1 rated as 'improved' or better ²) (2x higher LCL response rate at month 1 vs. main competitor on pivotal study data)
Unique liquid ready	Convenient and consistent in the results it delivers (reducing potential reconstitution errors & reconstitution-related contamination as well as saving clinic time)
to use formulation	Liquid over powder benefits recognized by the vast majority of aesthetic practitioners ³
	High purity and complex free
Clean and green	No human- or animal-derived excipients
	More sustainable, reduces consumables waste

^{1. 12}m data only available for the GL phase 3b study (phase 3b study on GL & LCL conducted over 4 months) | 2. Based on the phase 3b study on GL & LCL; 92.9% of patients based on the GL phase 3b | 3. Asked of treating investigators in a head-to-head study comparing Alluzience (RTU formulation) vs. Botox | Source: Galderma data on file: GAIS TLFs for protocol 2106. Dallas, TX, 2023; GAIS TLFs for protocol 2107. Dallas, TX, 2023; CSR for protocol 43QM1602: READY-1. Fort Worth, TX: 2021; CSR for protocol 43QM1901: READY-2. Fort Worth, TX: 2021



Nemolizumab is well-positioned to compete in prurigo nodularis (PN) & atopic dermatitis (AD)

BLOCKBUSTER POTENTIAL

Large and fast-growing biologics market, expected to reach 22 B USD by 2027

based on double-digit market CAGRs, with unmet needs and opportunity for new biologic launches



UNIQUE MOA¹

IL-31

A first-in-class, unique biologic that directly targets IL-31 signaling – the key driver of itch, inflammation & skin barrier disruption



ITCH RELIEF

As early as Day 2

Works fast, providing significant itch relief as early as Day 2 with improvements continuing through Week 16 & beyond, also improves sleep & overall quality of life



SKIN CLEARANCE

Lasting

Significantly improves skin lesions/ nodules and heals skin, with improved responses through Week 16



SAFETY

Similar to placebo

Well-tolerated with Safety similar to placebo, with no boxed warning and no preliminary lab work required



EASY TO USE

Every 4 weeks

First to offer once-every-4week dosing from the start, with every-8 week option for maintenance in AD

Nemolizumab has blockbuster potential in prurigo nodularis and atopic dermatitis, with more opportunities to explore

Short- to mid-term

Mid- to long-term

Prurigo nodularis (PN)

Well-positioned to be the preferred treatment choice (1L)

Atopic dermatitis (AD)

Expected to be the 2nd largest product, especially for itch-dominant & IL-4/IL-13 refractory patients

New indications

Exploring potential in multiple new indications

FDA priority review in 2024 & reconfirmed breakthrough therapy designation in 2023

Nemolizumab the #1 most anticipated launch in the US by dermatologists

Clinical development ongoing, e.g., POC¹ study in chronic kidney disease associated pruritus

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Multiple publications in the New England Journal of Medicine, including most recently OLYMPIA 2 for prurigo nodularis

Alastin continued fast growth and account penetration in the US while expanding internationally

Select 2023 examples - non-exhaustive

27



Continuing strong growth momentum, doubling sales & accounts since acquisition

- Delivering a record 100+ M USD sales in 2023, through salesforce expansion & commercial synergies, with ~60% of new accounts also with Galderma Injectable Aesthetics
- Increasing penetration across channels, with growing direct online sales
- Expanding reach with aesthetic practitioners and consumers, including integration into GAIN and ASPIRE





Increasing reach through international expansion, targeting key aesthetics markets

- Expansion initiated in 2023, with launches in Mexico and the UK along with a switch to a direct model in Canada
- Upcoming launches planned across Asia, Europe and Latin America over the next 2 years, including entry in China – the 2nd largest physician-dispensed market globally



Financial guidance



2024 guidance

2023 actuals



Group Net Sales

+8.5%

Growth in Constant Currency

2024 guidance

+7-10%

Growth in Constant Currency



Core EBITDA margin

Includes nemolizumab

23.1%

Includes 159 M USD of nemolizumab costs1

% Core EBITDA margin in line with 2023 at Constant Currency

Includes ~250 M USD of nemolizumab costs1

Mid-term guidance

Mid-term guidance, 2023-2027E CC CAGR

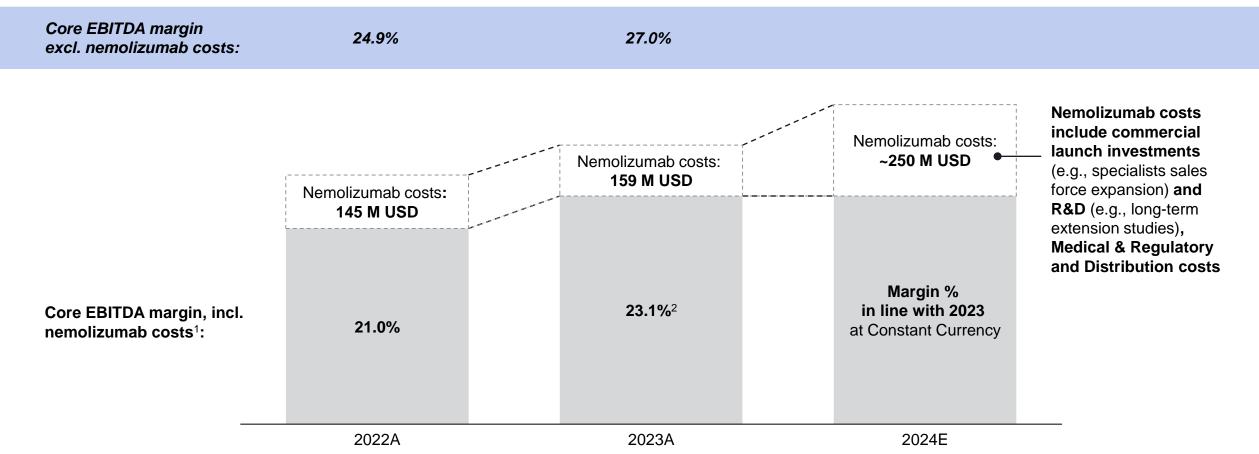
		2019-2023 CC CAGR	'Teens' defined as numbers greater than 10% and lower than 20%	
	Group Net Sales	11.9% excl. nemolizumab	'Low to mid-teens' CAGR incl. nemolizumab	
Topline Dermatological Skincar Therapeutic Dermatolog	Injectable Aesthetics	19.0%	'Low to mid-teens ¹ ' CAGR	
	13.4 %	'High single- to low-teens ¹ ' CAGR		
	Therapeutic Dermatolog	-2.2% y _{excl.} nemolizumab	'High-teens' CAGR incl. nemolizumab	
Profitability	Core EBITDA Margin Incl. nemolizumab		+300 – 500bps Core EBITDA margin expansion (vs. 2023) by 2027E majority of which delivered in 2026 and 2027	
Nomolizumoh	Launch time		PN and AD launches in the US in H1 2025	
Nemolizumab Peak sales (beyond the mid-term period guida		nce horizon)	>2 B USD peak sales	

^{1. &#}x27;Teens' defined as numbers greater than 10% and lower than 20%

Continued improvement on underlying profitability whilst supporting nemolizumab's launch preparation

Core EBITDA margin evolution

ILLUSTRATIVE ONLY - BAR SIZE NOT AT SCALE



^{1.} Nemolizumab costs include external R&D, Medical and Regulatory, Sales and Marketing, and Distribution | 2. Includes impact from FX rates of (78)bps

Commitment to disciplined capital allocation at and post IPO

Leverage (Net Debt / Core EBITDA)

FYE 2024E

2.25 - 2.50x¹

Includes ~175 M USD milestones and earnouts

Implies a ~2.3 B USD equity raise at IPO (~3x leverage, based on 2023A Core EBITDA)



Mid-term target

< 2x

Post IPO interest expenses (Run Rate)

Post IPO expected Run Rate ~8.5%²

Interest expense ~250³ M USD

Capital allocation priorities

1. Organic growth

Investing in the existing business, including R&D and Capex

2. Business development and licensing

Targeted in-licensing and bolt-on M&A focused on technology and innovation

3. Dividend policy

Ordinary dividend payout target of up to 20%4

^{1.} Net debt applied is pre-impact of pensions of 84 M USD | 2. Based on 3M SOFR + 2.75% subject to hedging strategy | 3. Full year expected interest expense based on 8.5% interest rate and ~2.95 B USD debt level at IPO + 126 M USD of IFRS-16 leases and local debt I 4. Of reported net income based on prior year results, subject to IPO timing and Board Approval

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Closing

Q&A and final remarks



Competing in the attractive & high-growth dermatology market, proven resilient & poised for continued high growth

Unique integrated dermatology strategy, driving competitive differentiation through:

- Broadest portfolio with leading science & innovation
- Global scale with omni-channel execution excellence
- Market-leading education & services

Phase 1 (2019-2023):

Established a scalable integrated dermatology platform & fueled sustainable growth, prepared to run as a public company

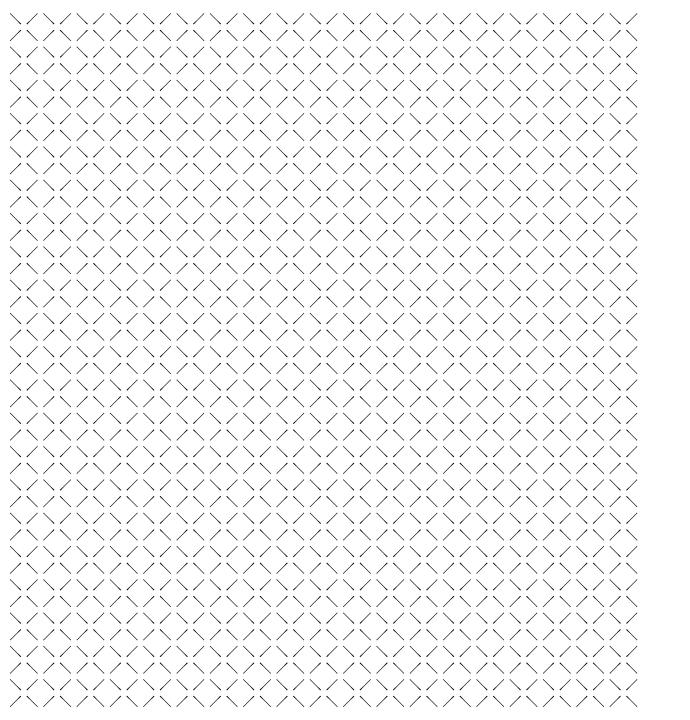
Phase 2 (2024+):

Execution of a proven strategy to drive consistent above-market growth & attractive margin expansion, further bolstered by differentiated biologic entries



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Appendix

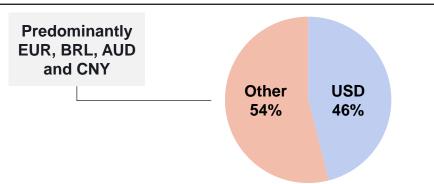
Financial disclosure by product category

Product categories		Brands		
Injectable	Neuromodulators	Dysport. 1 (abobotulinumtoxinA)	Alluzience*	QM-1114 ²
Aesthetics	Fillers and Biostimulators	Restylane	S SCULPTRA°	
Dermatological Skincare		Cetaphil	CALASTIN SKINCARE	Regional Brands
		Epiduo	OKLIEF° (trifarotene) Cream, 0.005*	TWYNEO° (tretinoin and benzoyl peroxide) cream, 0.1%/3%
Therapeutic	Prescription topicals and OTC	ORACEA®	once-dally Sociantra (IVERMECTIN) 10 mg/g CREAM	EPSOLAY* (benzoyl peroxide) cream, 5%
Dermatology		BENZAC® DIFFERI	IN metvix LOCERYL	Other Prescription
	Biologics		nemolizumab ²	

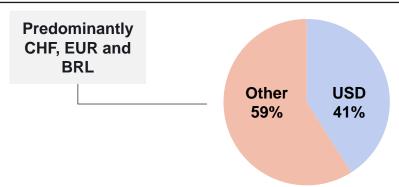
^{1.} Marketed under the brand name of Azzalure for aesthetic use in the EU and Dysport in the rest of the world for aesthetic indications | 2. Investigational drug currently under clinical study, not approved for any indication in any jurisdiction

Limited FX risk given alignment of topline and costs

Net Sales by currency (2023)



Cost transaction exposure by currency (2023)





Value and earnings at risk structurally low due to hedge; hedging strategy optimises cost of hedge and net exposure mitigation



Transaction risk

Active hedging strategy to reduce remaining net exposure

Net exposure			
Long	Short		
AUD	CHF		
BRL	SGD		
THB	SEK		



Translation risk

Translation risk reduced as a result of alignment between financial debt and cash flows

Reconciliation of Net Income to Core EBITDA and Core Net Income

In M USD	FY 2022	FY 2023
Core EBITDA	791	942
% margin	21.0 %	23.1%
Exceptional and transformation related adjustments	(87)	(54)
Other income / (expenses)	(95)	(75)
Acquisition related accounting	(20)	-
Total EBITDA adjustments ¹	(203)	(130)
EBITDA	589	812
% margin	15.7 %	19.9%
Depreciation ²	(52)	(55)
Amortization	(225)	(221)
Operating profit	311	536
Net interest expenses	(385)	(527)
Foreign exchange gain / (loss) on financing activities	22	2
Profit / (loss) before Taxes	(52)	11
Income taxes	(45)	(68)
Net income / (loss) from continuing operations	(97)	(57)
Total EBITDA Adjustments and VCB revaluation	190	98
Amortization	225	221
Foreign exchange gain / (loss) on financing activities	(22)	(2)
Income taxes on above items	(55)	(52)
Core Net Income	241	208

FY 2023 Actual	In line with communication
Transformation Costs: 54m	

^{1. 2022} adjustments include 63 M USD for platform transformation costs, 25 M USD for VCB bonus, 24 M USD for litigation and onerous items, 20 M USD for IPO and M&A, 18 M USD for operating FX, and 20 M USD for acquisition related accounting for Alastin inventories step up, and 33 M USD on Impairment and Restructuring and Others. 2023 adjustments include 26 M USD for platform transformation costs, 28 M USD for VCB bonus, 24 M USD litigation and onerous items, 3 M USD for IPO and M&A, 31 M USD for operating FX, 18 M USD on Impairment and Restructuring and Others | 2. Including depreciation for leases of 24 M USD in 2023 and 22 M USD in 2022

Reconciliation of EBITDA adjustments

In M USD	FY 2022	FY 2023	Description
Platform Transformation costs	(63)	(26)	Costs related to the multi-year Transformation program, which is expected to be largely completed in 2024. Transformation costs relate to third-party consulting fees and project management costs, for the multi-year transformation program. These include the setup of a shared services organization, as well as implementation of IT solutions for Finance, HR, Procurement, Supply Chain.
Value Creation Bonus (VCB)	(25)	(28)	Non-cash item, settled and discontinued at IPO: pre-IPO long-term incentive (LTI) plan open to selected management employees. Post IPO: VCB would be replaced by LTI plan, which is already factored in our 2024 and mid-term Core EBITDA margin guidance.
Litigation and onerous items	(24)	(24)	Litigation and onerous costs primarily relate to legal fees, the largest item of which relate to legal arbitration cases initiated by Galderma
IPO & M&A fees	(20)	(3)	Advisor fees related to IPO readiness efforts
Operating FX	(18)	(31)	Operating FX due to balance sheet revaluations, in 2023 most of the amount was non-cash
Acquisition related accounting	(20)	-	Acquisition related accounting costs relate to inventory step-up resulting from the fair value assessment of Alastin inventories at the time of the acquisition
Impairment and Restructuring and others	(33)	(18)	2022 value includes 15M USD non-cash impairments and 18M USD settled in cash the following year 2023 value includes restructuring charges, majority of which are expected to be settled in cash in 2024
Total EBITDA adjustments ¹	(203)	(130)	

^{1.} Excludes IPO related transaction fees expected to be settled at IPO

Reconciliation of reported to certain Core P&L items – FY 2022

In M USD	IFRS - as reported	Exceptional and transformation related items	Amortization	Core reporting	% Net Sales ¹
Net Sales	3,760	-	-	3,760	
Other revenue	64	-	-	64	
Cost of goods sold	(1,194)	20	199	(975)	
Gross profit	2,630	20	199	2,849	
Research and development	(316)	0	-	(316)	8.4%
Sales and marketing	(1,260)	6	-	(1,254)	33.3%
General and administrative	(439)	81	26	(332)	8.8%
Medical and regulatory	(84)	-	-	(84)	2.2%
Distribution	(125)	0	-	(125)	3.3%
Other (expenses)/ Income	(95)	95	-	-	-
Operating profit	311	203	225	739	

Reconciliation of reported to certain Core P&L items – FY 2023

In M USD	IFRS - as reported	Exceptional and transformation related items	Amortization	Core reporting	% Net Sales¹
Net Sales	4,082	-	-	4,082	
Other revenue	35	-	-	35	
Cost of goods sold	(1,232)	0	186	(1,046)	
Gross profit	2,885	0	186	3,071	
Research and development	(287)	-	-	(287)	7.0%
Sales and marketing	(1,292)	1	-	(1,291)	31.6%
General and administrative	(467)	53	35	(379)	9.3%
Medical and regulatory	(95)	-	-	(95)	2.3%
Distribution	(133)	-	-	(133)	3.3%
Other (expenses)/ Income	(75)	75	-	-	-
Operating profit	536	130	221	886	

^{1.} Based on Core reporting

Reconciliation of reported to Core CAPEX

In M USD	FY 2022	FY 2023		
Acquisition of property, plant and equipment	102	121	_	
Acquisition of intangible assets	58	32		
Total capital expenditure	160	153		
- Transformation-related investments	(33)	(8)	FY 2023 In I	ine with
- IP and operating rights acquisitions	(7)	(2)	Actualcomn	nunication
Total Core capital expenditure	119	143	Core Capex: 3.5% of Net Sales	
Core EBITDA	791	942		
Cash conversion	84.9%	84.8 %	Working Capital: (2.0)% of Net Sales	

Reconciliation of constant currency growth to reported growth

FY 2023 CC vs. FY 2023 Reported

	Constant currency Net Sales growth	Effect of exchange rates	Reported Net Sales growth
Injectable Aesthetics	6.5%	+0.3%	6.8%
Dermatological Skincare	12.1%	(0.8)%	11.3%
Therapeutic Dermatology	8.7%	+0.5%	9.2%
Net Sales	8.5%	0.0%	8.5%
US	12.3%	0.0%	12.3%
International	4.2%	0.0%	4.2%
Net Sales	8.5%	0.0%	8.5%

	Constant currency EBITDA growth	Reported EBITDA grow	
Core EBITDA	21.4%	(2.4)%	19.0%

Total Net Indebtedness

Net Debt, M USD

	31-Dec-22	31-Dec-23
Total Indebtedness	5,769	5,003
Cash and Cash Equivalents	(234)	(368)
Total Net Indebtedness	5,535	4,635

Additional modelling metrics

			WIIG-LEITH		
Core CAPEX Additional Metrics Effective tax ra Leverage	Transformation costs ¹	~30 M USD	Transformation costs	De minimis after 2024	
	Milestones and earnouts ²	~175 M USD	Milestones and earnouts ²	~200M USD over 2024E-2025E (Includes ~175 M USD in 2024E)	
	Core CAPEX	3 - 4% of Net Sales	Core CAPEX	Low to mid-single digit as % of Net Sales	
	Effective tax rate	~27% ⁶	Effective tax rate	~20%	
	Leverage	2.25 - 2.50x ⁷	Leverage	Targeting < 2x for the mid-term	
	Interest (Post IPO expected Run Rate)	~8.5% ⁴ average interest rate; ~250 ⁵ M USD interest expense	Dividends	Ordinary dividend payout target of up to 20% ³	

2024

Mid-term

^{1.} In addition, assuming ~20 M 'other income & expenses', e.g., litigation and onerous items, excluding certain costs in relation to the IPO Incentive Plans which could vary between 0 and ~115 M USD, predominantly non-cash in nature and only impacting reported metrics as per the basis of financial information. The IPO Incentive Plans are inversely related to the final offer price, i.e., the higher the final offer price, the lower the amount of the awards under the IPO Incentive Plans is to align the interests of the members of the Board of Directors and the Executive Committee, management and selected employees of the Group with the interests of the new shareholders at the time of the offering by limiting the impact of the final offer price on the amount of the awards payable to the Board of Directors and the Executive Committee, management and selected employees of the Group as a result of the completion of the offering. Given the lack of predictability for the final offer price, interested parties might consider, for the purpose of modelling, to assume the mid-point of this range, i.e., ~60 M USD, ~15 M USD of which would be settled in cash with the rest (~45 M USD) expected to be settled in restricted existing shares funded and delivered by the Selling Shareholders upon completion of the offering | 2. Year-end metric, relates to nemolizumab, Alastin and other products | 3. Of reported net income based on prior year results, subject to IPO timing and Board Approval | 4. Based on 3M SOFR + 2.75% subject to hedging strategy | 5. Full year expected interest expense based on 8.5% interest rate and ~2.95 B USD debt level at IPO + 126 M USD of IFRS-16 leases and local debt | 6. Based on expected IPO window in Q1-2024 | 7. Based on 2024 expected Core EBITDA. Includes ~175 M USD milestones and earnouts

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