

## EXTRAORDINARY INFORMATION

### On the material of the investor webcast presentation and conference call upon request of the Offeror

Egis Pharmaceuticals PLC (Egis) announces that besides having received today a voluntary public purchase offer (Offer) from Arts et Techniques du Progrès (Offeror), a wholly owned subsidiary of Servier Group (Servier), Egis also received from the Offeror and hereby publishes upon request of the Offeror the attached material of the investor webcast presentation and conference call held by Offeror at 3pm CET today.

#### **About Servier**

Servier is a privately-held research-led pharmaceutical group, with more than 22,000 employees, including 3,000 in R&D, around the world and is present in more than 140 countries. Organized as a foundation and deeply committed to research, it reinvests a large portion of its sales in the research and development of innovative medications.

#### **About Egis**

Egis, headquartered in Budapest, Hungary, is one of the leading pharmaceutical companies operating principally in Central Europe and in the CIS (Commonwealth of Independent States) countries. The company focuses on research, development and commercialization of pharmaceuticals and active pharmaceutical ingredients for the treatment of cardiovascular, central nervous system, respiratory and digestive system disorders. The company sells its products in many countries across the world through business partners and strong subsidiary companies network.

Budapest, September 24, 2013

Egis Pharmaceuticals PLC



# Arts et Techniques du Progrès to Acquire Remaining Stake in Egis Pharmaceuticals Plc.

Investor Presentation

Tuesday 24<sup>th</sup> September 2013



# Disclaimer

The Offer, its annexes and related documentation shall not be made, delivered, communicated or distributed in any form (including postal or in electronic form, or distribution by any means of telecommunication) and shall not be disseminated or published, directly or indirectly, in Australia, Canada or Japan, and in any other country in which such dissemination or publication of the Offer, its annexes and related documentation would constitute a violation of the requirements of the applicable Regulation. The Offer is made and is to be construed exclusively in accordance with Hungarian law, and will not be subject to any filing with, or approval by, any foreign regulatory authority, including, without limitation the US Securities and Exchange Commission.



# Overview of the Tender Offer

- Servier Group (“Servier”) today announces a voluntary public offer to be made by its wholly-owned subsidiary Arts et Techniques du Progrès to purchase all outstanding shares in its majority-owned subsidiary Egis Pharmaceuticals Plc. (Budapest Stock Exchange: EGIS) for HUF 28,000 per share in cash (the “Offer”)
- Servier has owned a majority stake of approximately 51% in EGIS since 1995
- Following the conclusion of the Offer, Servier will consider requesting a general meeting of EGIS to decide on the delisting of EGIS from the Budapest Stock Exchange
- The Offer has been submitted for approval to the Hungarian Financial Supervisory Authority (“HFSA”)
  - Approval of the final Offer expected to be granted by HFSA within approx. 10 business days
- The price of HUF 28,000 is final and will not be revised



# Offer Details

	HUF
<b>Offer Price per Share</b>	<b>28,000</b>
<b>Total Considerations to Minority Shareholders (millions)</b>	<b>107,010</b>
<b>Premium to:</b>	
1-Day Prior <sup>(1)</sup>	33.0%
3-Month Volume-Weighted Average Price <sup>(2)</sup>	32.3%
6-Month Volume-Weighted Average Price <sup>(3)</sup>	38.3%



Source: Egis Company Information, Budapest Stock Exchange, FactSet as of 23-September-2013.

(1) As of 23-September-2013.

(2) As of volume-weighted average price for the period of HUF 21,157 (source: KBC).

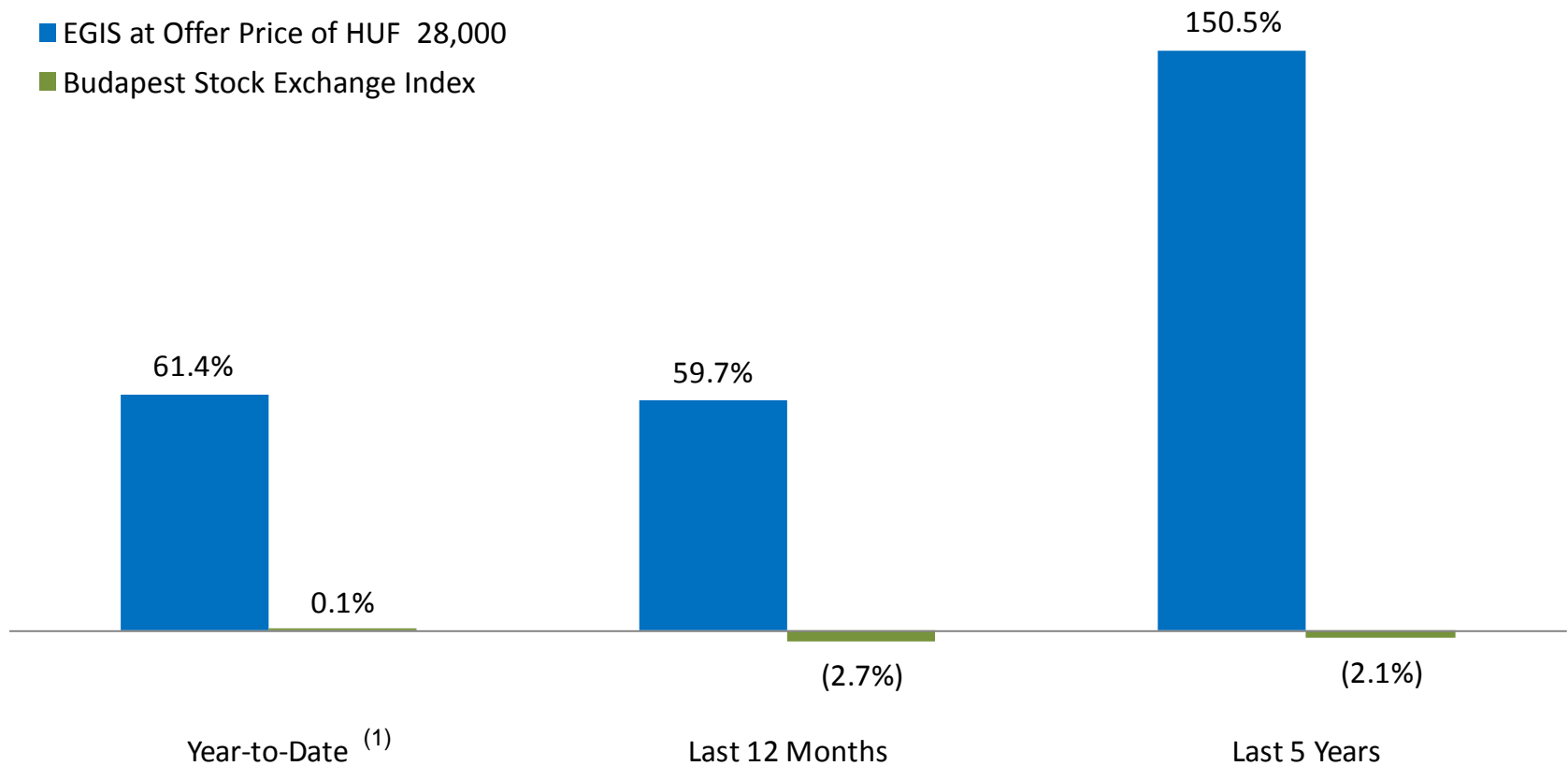
(3) As of volume-weighted average price for the period of HUF 20,242 (source: BSE).





# Attractive Return to Shareholders

- EGIS at Offer Price of HUF 28,000
- Budapest Stock Exchange Index



Source: Budapest Stock Exchange, Bloomberg as of 23-Sep-2013.

Note: Shareholders' return in HUF based on the compound total return, with dividends reinvested on ex-date.

(1) Performance for the period of 31-Dec-2012 to 23-Sep-2013.



# Background to the Offer

- EGIS and Servier have a 18-year shared history
  - Servier has owned a majority stake of approximately 51% in EGIS since 1995
- EGIS is already well-integrated into the Servier Group's operational structure and Servier intends to make no significant changes to the business strategy or operations of EGIS
  - EGIS to retain its focus on developing, producing and marketing high-quality generics and biosimilars for the CEE and CIS regions, under its own highly respected identity
  - Current highly-valued Hungarian management team will remain in place
- Servier is a private company and EGIS is the only listed subsidiary in the group. As EGIS does not require equity finance, there is no financial sense in continuing with the listing



# Process Timeline to Closing

## Offer Submission

- Submission of the Offer for HFSA Regulatory approval
- On Announcement day, 24<sup>th</sup> September

## HFSA Approval

- Regulatory approval of the final Offer granted
- Expected between 27<sup>th</sup> September and 8<sup>th</sup> October 2013

## Offer Commencement Day

- Start of the period for acceptance of the Offer
- 2-5 days following receipt of the Offer approval – exact date to be published post approval

## Offer Closing Day

- Close of the period for acceptance of the Offer
- First Tuesday after the lapse period of 30 calendar days following the Commencement Day

## Settlement Day

- The Offer Price will be paid on Settlement Day
- Between 1-5 business days after, but not including, the Closing Day





# Background Information

## About Servier

Servier is a privately-held research-led pharmaceutical group, with more than 20,000 employees, including 3,000 in R&D, around the world and with its products available in more than 140 countries. Organized as a foundation and deeply committed to research, it reinvests a large portion of its sales in the research and development of innovative medications.

[www.servier.com](http://www.servier.com)

For the interview with Pascal Touchon, please see:

<http://sites.merchantcantos.com/companies/s/servier/announcement/>

## About EGIS

EGIS, headquartered in Budapest, Hungary, is one of the leading pharmaceutical companies operating principally in Central Europe. The company focuses on research, development and commercialization of pharmaceuticals and active pharmaceutical ingredients for the treatment of cardiovascular, central nervous system, respiratory and digestive system disorders. The company sells its products in many countries across the world through business partners and strong subsidiary companies network.

[www.egis.hu](http://www.egis.hu)



# Investor Contact Details

KBC Securities Hungary provides assistance concerning the acceptance of the Offer and the submission of the related shareholder declarations:

KBC Securities Hungary

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**CHECK AGAINST DELIVERY**



**SPEAKER NOTES :**

**INVESTOR CALL RELATING TO THE SERVIER GROUP VOLUNTARY PUBLIC OFFER FOR OUTSTANDING  
SHARES OF EGIS PHARMACEUTICALS PLS**

**24 September 2013**

Bonjour and thank you for joining us today. My name is Pascal Touchon, and I am the Director of Business Development of Servier Group.

A Hungarian version of this presentation is available from a link at the bottom of your screens, so please click on that link to view the document.

To start, I just need to read a short disclaimer:

The Offer, its annexes and related documentation shall not be made, delivered, communicated or distributed in any form (including postal or in electronic form, or distribution by any means of telecommunication) and shall not be disseminated or published, directly or indirectly, in Australia, Canada or Japan, and in any other country in which such dissemination or publication of the Offer, its annexes and related documentation would constitute a violation of the requirements of the applicable Regulation. The Offer is made and is to be construed exclusively in accordance with Hungarian law, and will not be subject to any filing with, or approval by, any foreign regulatory authority, including, without limitation the US Securities and Exchange Commission.

## CHECK AGAINST DELIVERY

Hopefully by now you will have had a chance to read through the announcement this morning of our voluntary public offer, to acquire all the outstanding shares of Egis, which we do not own. We have, since 1995, owned 51% of Egis, a company listed on the Hungarian Stock Exchange.

I will run through a very brief presentation with details of today's Offer which I hope might address any questions you have about the Offer.

We are offering to acquire all shares from the minority shareholders who own the outstanding 49 per cent of Egis's shares. The cash Offer of HUF 28,000 per share represents a 33 per cent premium to the closing price of Egis shares on the Budapest stock exchange yesterday, Monday 23 September 2013, and values Egis at HUF 218 billion. This is a fully-funded, one-time Offer, which will not be revised regardless of the outcome of the Offer.

Servier Group is a private company and we have made this Offer because Egis is the only listed subsidiary within the Servier Group. As Egis is not financed from the equity capital markets there is no financial sense in continuing the listing. This Offer is in line with Servier Group's strategy and we believe now is the right time as we have the financial resources to do so. Following the conclusion of the Offer, Servier Group will consider requesting a general meeting of Egis to decide on the delisting of Egis from the Budapest Stock Exchange. If and when we reach 90%, we will initiate a squeeze-out procedure in accordance with the applicable laws. These shareholders will receive the same Offer price, but at a later stage.

As this is a transaction involving a listed company, we will be following all necessary rules and regulations, and thus we anticipate approval of the Offer to be received from the HFSA within approximately 10 business days and the Offer will then be open for approximately 30 days.

## CHECK AGAINST DELIVERY

So on to the next slide... you will see more information about the price we have offered today.

Our offer of 28,000 Hungarian Forints represents a premium of approximately 33 per cent above the closing price of Egis on the Hungarian stock exchange yesterday, Monday 23 September 2013. This price also represents a significant 32 per cent premium to the 3-month volume weighted average price, and 38 per cent to the six-month volume weighted average price. This means the total Offer is valued at approximately 107 billion Forints for the outstanding 49 per cent of shares which Servier Group does not own in Egis. The Offer will be financed from Servier Group's own resources and from cash, therefore no bank loans are required.

On the next slide, you will see that this Offer price represents a highly attractive total shareholder return, considerably outperforming the Budapest stock exchange index.

Moving onto the next slide –

The two companies we are discussing here today, Servier Group and Egis, have an eighteen year shared history and as I mentioned at the start of the presentation, Servier Group has owned a controlling 51 per cent stake in Egis, since 1995.

Over the last 18 years, we have maximized synergies between the two companies; there are very limited incremental synergies available and regardless of the bid's outcome, we are not planning any major changes in the operation of Egis, just as it has been Servier Group's strategy with previous acquisitions.

## CHECK AGAINST DELIVERY

Egis is already well integrated into Servier Group's operational structure, and as such, we are not proposing to make any significant changes to the business, its existing independent brand or identity.

The focus of Egis will remain on developing, producing and marketing high-quality generics for the Central and Eastern European and CIS region and the current management team, who we regard very highly, will remain in place. Egis is, and will remain, a Hungarian company.

Following the conclusion of the Offer, as I mentioned earlier, Servier Group will consider requesting a general meeting of Egis to decide on the delisting of Egis from the Budapest Stock Exchange. Given Egis is not reliant on equity finance, it does not make financial sense to continue the listing.

I imagine you have some questions on the process from here, and on the next slide, I will go into a little more detail on the process.

We expect to receive the regulatory approval of the Offer from the Hungarian Financial Supervisory Authority within the next 10 business days. Following receipt of this approval, the commencement of the period for acceptances of the offer will follow two to five days later. The closing date of the offer will be at least 30-days after the commencement. Holders of Egis shares who tender them under this Offer can expect to receive the cash in exchange for their shares around five business days following the closing of the Acceptance Period. The exact timing of each of these dates will be communicated to shareholders once the Offer is approved, and all details for how to accept this Offer are available online.

## CHECK AGAINST DELIVERY

On the last slide you will see some information about these two companies, Servier Group and Egis, and more information can be found at the two companies' websites. It is important to emphasise that this Offer does not propose any further integration of these two companies. They are both well respected and focused on specific areas of activities and expertise.

To conclude, we are pleased to announce this Offer today. We understand that there has been, as is often the case, some speculation in the market that the Offer may be increased. Let me be clear – the reason we took the decision to make such a generous offer from the outset, is because it is the only offer that we will make. I should probably emphasise that there will NOT be an increase in this tender Offer. By accepting this Offer, shareholders have the opportunity to receive the certainty of cash, now, rather than risk not realising profits.

I hope I have answered most of your questions. We are pleased to have opened this call to all Egis shareholders in accordance with Hungarian law, however this means that due to the high number of participants on the line, it is not possible to have a question and answer session.

As such, I direct you to a video interview on the Offer I have given which is available on the Servier Group website.

If you have any questions about the process of the Offer, please consult the webpage of our tender agent, which is [www.kbcsecurities.hu](http://www.kbcsecurities.hu) or contact KBC's shareholder call centre either on +361 483 4088 or by email, at either [publicoffer@kbcsecurities.hu](mailto:publicoffer@kbcsecurities.hu) or [veteliajanlat@kbcsecurities.hu](mailto:veteliajanlat@kbcsecurities.hu).

With that, I thank you for joining us today and will hand back to the operator.