

Paris, September 7th, 2010

This press release does not constitute an offer to buy shares. The bid described below will only be opened once declared in conformity by the AMF.

SUBMISSION OF A DRAFT SIMPLIFIED TAKEOVER BID INITIATED BY



CONCERNING THE SHARES OF LVL MÉDICAL GROUPE

This press release related to the above mentioned bid, which draft was submitted to the *Autorité des marchés financiers* ('AMF') is published pursuant to Article 231-16 of the AMF General Regulations. This bid and the draft information note remain under review by the AMF.

The draft information note is available on the AMF's website (www.amf-france.org) and on LVL Médical Groupe's website (www.lvl-medical.com), and can also be obtained free of charge by contacting LVL Médical Groupe - Cité Internationale, 44 quai Charles de Gaulle – 69463 Lyon – France (Tel: +33 4 26 68 68 68) and Oddo Corporate Finance, 12 boulevard de la Madeleine, 75440 Paris Cedex 09 (Tel: +33 1 44 51 85 00).

Information concerning LVL Médical Groupe's legal, financial and accounting characteristics in particular, will be made available to the public, pursuant to the provisions of Article No. L.231-28 of the AMF General Regulations, the day before the opening of the simplified takeover bid at the latest and following the same terms.

1. PRESENTATION OF THE BID

Pursuant to the authorization given by the Combined General Meeting of Shareholders of February 15th, 2010, pursuant to article L. 225-209 of the French Commercial Code, the Executive Board of LVL Médical Groupe, public limited company with a capital of 4,076,073,05 Euros, whose registered office is located at Cité Internationale, 44 quai Charles de Gaulle, 69463 Lyon Cedex 06 - France, and whose unique identification number is 352 497 465 RCS Lyon (hereinafter 'LVL' or the 'Compagny'), decided during the September 6th, 2010 session, to offer to LVL shareholders the buy-back of their shares in the context of a share buy-back program of the Company approved by the General Assembly, as a simplified takeover bid (the 'Bid'). This Bid is carried out pursuant to the provisions of Article 233-1 6° of the AMF General Regulations.

The buy-back program outline required by Article 241-2 of the AMF General Regulations was published on February 16th, 2010 and is available on the Company's internet website (www.lvl-medical.com).

The price of the bid is 20 Euros per share of the Company and concerns a maximum of 698,759 shares, representing 6% of the capital of the Company, and a maximum amount of 13 975 180 Euros.

Pursuant to the provisions of Article 231-13 of the AMF General Regulations, Oddo Corporate Finance (hereinafter 'Oddo'), acting as the company presenting the Bid, submitted the draft Bid to the AMF on September 6th, 2010.

Pursuant to Article 231-13 of the AMF General Regulations, Oddo guarantees the content and the irrevocable nature of the commitments made by the Company in the context of the Bid.

2. REASONS FOR THE BID AND INTENTIONS OF THE OFFEROR

2.1 REASONS FOR THE BID

The Company wishes to demonstrate to the market its reliability by offering this Bid at a price reflecting a premium in comparison to the price on the stock exchange, and by doing so, offers its shareholders the opportunity to benefit from partial yet immediate liquidity.

Pursuant to the objectives of the buy-back of shares program authorized by the Combined General Meeting of Shareholders of February 15th, 2010, the shares acquired in the context of the Bid are intended to be used (i) with the objective of allotment of shares in the context of exercise of the rights attached to securities giving access to capital, and/or (ii) with the objective of conservation and future use for payment or exchange as part of external growth by acquisition.

In the event that some of the shares purchased would not be used for either one of these objectives, they would be subject to cancellation in 12 to 24 months, provided that the Extraordinary General Meeting of LVL shareholders gives its approval.

2.2 INTENTIONS OF THE COMPAGNY FOR THE NEXT TWELVE MONTHS

Strategy

LVL intends to carry on its activity in continuity of the current strategy.

Employment - Composition of the social and management bodies following the Bid

The operation will not lead to any change within the current management team and will have no impact in terms of employment.

Legal status of the Company

No modification of the Company's status is planned following the Bid.

Intention concerning the quotation of the Company's shares following the Bid

The Bid will not result in the withdrawal of LVL shares from Euronext Paris.

Distribution of dividends

The Bid will not change the distribution policy of the Company's dividends.

3. INVOLVEMENT OF MAJOR SHAREHOLDERS

Several shareholders of the Lavorel-Haby group have expressed their intention to make a proportionate participation to the Bid, corresponding to a global number of 250,282 shares, representing less than 2% of the capital and breaking down as follows:

Lavorel Family Group: 232,920 shares

Haby Family : 17,362 shares

Moreover, the other directors of the Company have expressed their intention not to tender their shares to the Bid.

Malakoff Médéric Group, holding 1,537,704 LVL shares and representing the same number of voting rights, i.e. 13.20% of the capital and 9.97% of the voting rights of the Company, has also expressed their intention not to tender their shares to the Bid.

To date, no other shareholders have announced whether or not they intend to tender their shares to the Bid.

4. DETAILS OF THE BID

4.1 LEGAL BACKGROUND OF THE BID

The buy-back of shares, which is part of the provisions of Article L. 225-209 of the French Commercial Code, has been authorized by the Annual General Meeting of Shareholders on February 15th, 2010, in its 12th ordinary resolution.

In July 2010, the Executive Management of the Company decided to examine a buy-back by LVL of its own shares in the context of the buy-back program authorized by the General Meeting of Shareholders on February 15, 2010.

To this end, the firm Bellot Mullenbach & Associés was appointed as independent expert pursuant to Articles 261-1 *et seq* of the AMF General Regulations, to express their opinion on the fairness of the Bid's price.

During the meeting of September 6th, 2010, in view of the independent expert's report, LVL Board of Directors has approved the terms of the Bid, decided it could be submitted, and delivered a reasoned opinion referred to in paragraph 1.11.2 of the draft information note.

4.2 PRICE OF THE BID

The price of the Bid is 20 euros per LVL share. This price reflects a premium of 33.5% in comparison to the price of the stock exchange of August 27th, 2010 and a premium of 27.6% in comparison to the volume weighted average price over 60 days of negotiations.

4.3 SHARES COVERED BY THE BID

The Bid can only concern a maximum of 698,759 LVL shares, representing about 6% of LVL capital.

4.4 OPERATIONS CARRIED OUT IN THE CONTEXT OF THE SHARE BUY-BACK PROGRAM OF THE COMPANY

In the context of the share buy-back program underway, the Company continues the implementation of the liquidity agreement with Oddo Corporate Finance. On June 30th, 2010, 7,164 shares (0.06% of the capital) are held in the context of the liquidity agreement.

4.5 REDUCTION MECANISM

In the event that the number of shares tendered in response to the Bid is greater than 698,759, the reduction rules specific to the Simplified Takeover Bid will apply, and all shareholders responding to the Bid will have their demand reduced in proportion with the number of shares tendered in the Bid.

5. AGREEMENTS WITH A POTENTIAL SIGNIFICANT IMPACT ON THE BID

To the Company's knowledge, there is no agreement with a potential impact on the outcome of the Bid.

6. MAIN ELEMENTS FOR THE ASSESSMENT OF THE BID PRICE

The assessment of the Bid price has been conducted from a multi-criteria approach based on conventional assessment procedures, appropriate to the considered transaction. The synthesis of this analysis, prepared by Oddo Corporate Finance, is reproduced below.

Selected Methods	Induced valuation per share (€)	Premium induced by the price of the Bid
Transactions on the Company's capital		
Transactions Amber/JCL and Amber/LVL	13.0	53.8%
Transaction Amber/Malakoff Médéric	14.0	42.9%
Stock Market Price		
Spot prices (27/08/2010)	14.98	33.5%
CMP (<i>code des marchés publics</i>) 20 days	15.58	28.4%
CMP 60 days	15.67	27.6%
CMP 120 days	15.20	31.5%
CMP 250 days	15.54	28.7%
Analysts' Targeted Market Price		
Average Objective	19.2	4.2%
Market Comparables		
VE/EBITDA 10e	12.4	61.3%
VE/EBITDA 11e	13.6	47.1%
VE/EBITDA 12e	14.3	39.9%
VE/EBIT 10e	12.4	61.3%
VE/EBIT 11e	13.0	53.8%
VE/EBIT 12e	14.8	35.1%
DCF method		
Central Value	19.1	4.7%

7. CONCLUSION OF THE INDEPENDENT EXPERT

The firm Bellot Mullenbach & Associés was appointed as independent expert pursuant to Articles 261-1 *et seq* of the AMF General Regulations in order to give their opinion on the fairness of the Bid's price. Below is an excerpt from their conclusion:

'The following table summarizes the ranges of values of the LVL share we came at, as well as the premiums and discounts obtained with the price of 20 per share offered in the context of the Bid in comparison to these values:

Market Values	Value per share			Premium / (Discount)		
	min.	central	max.	min.	central	max.
Volume weighted average price on August 31st, 2010						
12 months	15.51€			28.9%		
6 months	15.25€			31.2%		
3 months	15.34€			30.4%		
20 days	15.45€			29.4%		
Closing market price on August 31 st , 2010	14.98€			33.5%		
Analysts' Targeted Market Price						
Targeted market price from February to July 2010	17.00€	19.20€	23.00€	17.6%	4.2%	(13.0)%
Intrinsic Approach						
Discounting of expected cash flows	17.60€	20.78€	25.29€	13.6%	(3.7)%	(20.9)%
Analogical Approach						
Market Comparables	19.30€	20.76€	22.45€	3.6%	(3.7)%	(10.9)%
Recent Transactions on the Company's Capital						
Block Sale of LVL Shares	13.00€	-	14.00€	53.8%		42.9%

(...)

Therefore, based on the elements developed above, our opinion is that the price of 20 per LVL share proposed in the Bid is fair from a financial point of view for the minority shareholders of the Company.'

8. OPINION OF THE BOARD OF DIRECTORS

During the session of September 6th, 2010, after having read (i) all terms of the considered transaction, as presented in the draft information note concerning the Simplified Takeover Bid (ii), the evaluation work conducted by Oddo (iii), the report by Bellot Mullenbach & Associés appointed as independent expert pursuant to Articles 261-1 *et seq* of the AMF General Regulations concluding on the fairness of the price offered in the context of the Bid, the Board of Directors unanimously considered that it was consistent with the interests of the Company and of its shareholders and employees to implement the share buy-back program authorized by the General Assembly of February 15th, 2010 through a Bid on a maximum of 698,759 LVL shares, i.e. 6% of the capital, at a price of 20 Euros per share, and for a total amount of 13,975,180 Euros.

The Board also decided, given the fairness of the offered price, the significant premium compared to the stock market price, and the low liquidity of the share, to recommend that shareholders tender their shares to the Bid. The Board further noted that no impact is expected on employment because of this operation. Finally, the Board authorized the Executive Vice President to submit the draft Bid, to take all necessary steps, to finalize and sign all requested documents, and from a general point of view, to do all necessary to bring this operation to a successful conclusion.

9. INVESTOR RELATIONS

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