

Eurofins Board of Administration sets out terms of offer to shareholders who voted against the proposed corporate seat transfer to Luxembourg

07 February 2012

The process of transferring the registered corporate seat of Eurofins Scientific SE is proceeding on schedule as announced in the previous press release regarding the shareholder approval of the proposed transfer to the Grand Duchy of Luxembourg dated January 17, 2012.

As communicated in the same press release, in accordance with Articles L.229-2 paragraph 3 and R.229-6 of the French Commercial Code, the minority shareholders who voted against the transfer at the general meeting of January 11, 2012 have until 20 February, 2012 (midnight, Paris time) to request redemption of their shares by the Company.

On the basis of a multi-criteria analysis using objective methodologies as set out in Article L.433-4 paragraph II of the French Monetary and Financial Code, taking into account historical performance and estimated future development of the Company as well as its share price, and the Group's unaudited preliminary results for 2011, two separate independent experts* assigned valuation ranges for Eurofins Scientific of between EUR 58.2 and EUR 60.7, and between EUR 56.2 and EUR 63.2.

In this context and on the basis of the above independent analysis and all other information in its possession during its meeting on 06 February 2012, the Board of Administration of Eurofins Scientific SE has determined the price to be offered to those shareholders who voted against the corporate seat transfer and subsequently request for redemption at EUR 63.2 per share. The offer price corresponds to the upper end of the higher valuation range as estimated by the independent experts. The shareholders concerned will then have until 13 March, 2012 (midnight, Paris time) to accept the offer (end of the "Acceptance Period"), according to the terms and conditions as set out in the offer, should it indeed be made.

Following the acceptance period of the above-mentioned tender offers by the relevant shareholders, the Board will meet again to assess, given the number of acceptances of the Offer to Repurchase during the offer period specified above, if it is possible to proceed with the proposed corporate seat transfer, given the available liquidities and the potential impact of these purchases on the Group's financial structure.

The shares subject to a redemption request, or even an acceptance of the tender offer, would not be blocked and the owner can transfer them freely until the date of the settlement, especially in the open market, where there are no constraints on liquidity.

If the Board of Administration, having been satisfied that the requests for redemption will not significantly impact the Group financial structure, lifts the condition precedent relevant to the proposed transfer, the actual share purchase (settlement) will not take place until the eve of the confirmed registration of Eurofins Scientific SE in the Grand Duchy of Luxembourg. As indicated in the project dated 16 September 2011 to transfer the corporate seat, the actual registration is not expected before April 2012.

The company clarifies, however, that any redemption offer is applicable only to the balance of the number of shares held by the tendering shareholder at the date of settlement, and capped at the number of shares held at the date of the Shareholders General Meeting on 11 January 2012. Furthermore, should the Company be required to repurchase its shares under Article L.229-2 of the Commercial Code, it reserves the right to sell its own shares at any time, for immediate or future sale in the open market, or over the counter (OTC) for blocks, also at a price which may differ from that to which it undertook to repurchase the shares of the opposing minority shareholders.

*For more information including, in particular, the advice of independent experts, shareholders are advised to refer to the website <http://www.eurofins.fr/fr-fr/informations-financieres/information-juridique.aspx>. The experts had access to unaudited preliminary 2011 results, the full version of their reports will be available online on 05 March 2012, along with the Full Audited 2011 Results of the Company

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Notes for the editor:

Eurofins – a global leader in bio-analysis

Eurofins Scientific is the world leader in food and pharmaceutical products testing. It is also number one in the world in the field of environmental laboratory services and one of the global market leaders in agrosience, genomics and central laboratory services.

With about 10,000 staff in more than 150 laboratories across 30 countries, Eurofins offers a portfolio of over 100,000 reliable analytical methods for evaluating the safety, identity, composition, authenticity, origin and purity of biological substances and products. The Group provides its customers with high quality services, accurate results in time and expert advice by its highly qualified staff.

Eurofins is committed to pursuing its dynamic growth strategy by expanding both its technology portfolio and its geographic reach. Through R&D and acquisitions, the Group draws on the latest developments in the field of biotechnology and analytical chemistry to offer its clients unique analytical solutions and the most comprehensive range of testing methods.

As one of the most innovative and quality oriented international players in its industry, Eurofins is ideally positioned to support its clients' increasingly stringent quality and safety standards and the expanding demands of regulatory authorities around the world.

The shares of Eurofins Scientific are listed on the NYSE Euronext Paris Stock Exchange (ISIN FR0000038259, Reuters EUFI.PA, Bloomberg ERF FP).

Important disclaimer:

This press release contains forward-looking statements and estimates that involve risks and uncertainties. The forward-looking statements and estimates contained herein represent the judgement of Eurofins Scientific' management as of the date of this release. These forward-looking statements are not guarantees for future performance, and the forward-looking events discussed in this release may not occur. Eurofins Scientific disclaims any intent or obligation to update any of these forward-looking statements and estimates. All statements and estimates are made based on the data available to the Company as of the date of publication, but no guarantee can be made as to their validity.