

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO ANY RESTRICTED JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION**

**FOR IMMEDIATE RELEASE**

13 May 2019

**Recommended cash acquisition of Stallergenes Greer plc ("Stallergenes Greer") by Ares Life Sciences I S.à r.l. ("Waypoint")**

### **Results of Court Meeting and General Meeting – Acquisition Approved**

#### **Highlights**

- All resolutions to implement the Scheme were passed by the requisite majorities at today's Court Meeting and General Meeting
- The Scheme is now expected to become effective on 16 May 2019, subject to the Court sanctioning the Scheme at the Court hearing
- The de-listing of Stallergenes Greer shares from Euronext Paris is expected to take place on 17 May 2019
- The payment of cash consideration to the Shareholder Paying Agent and the Scheme Shareholder Paying Agent is expected to take place by 23 May 2019, with payment to Shareholders and Scheme Shareholders to follow according to normal procedures

#### **Results of Court Meeting and General Meeting**

Stallergenes Greer is pleased to announce that at the Court Meeting and General Meeting held today to consider the acquisition of Stallergenes Greer by Waypoint (the "**Acquisition**") by means of a Court approved scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"), all resolutions were duly passed.

At the Court Meeting, a majority in number of the Scheme Shareholders who voted, and together who represented over 75% by value of votes cast, voted to approve the Scheme.

At the General Meeting, SG Shareholders, who together represented over 75% by value of votes cast, voted to pass the Special Resolution to approve the implementation of the Scheme and to amend Stallergenes Greer's articles of association.

Details of the resolutions passed are set out in the notices of the Court Meeting and General Meeting contained in Parts 10 and 11 (respectively) of the scheme document published on 5 April 2019 (the "**Scheme Document**").

The total number of Stallergenes Greer shares in issue as at the Voting Record Time was 19,787,553. As at the Voting Record Time, Stallergenes Greer held 59,231 ordinary shares as Treasury Shares which do not carry voting rights. Therefore, the total voting rights in Stallergenes Greer as at the Voting Record Time was 19,728,322. Waypoint (or its nominees) hold 16,550,910 of these shares. As the shares held by Waypoint (or its nominees) are not Scheme Shares, the number of Scheme Shares at the Voting Record Time was 3,177,412.

#### **Voting results of the Court Meeting**

The results of the poll conducted at the Court Meeting held on 13 May 2019 are set out in the table below.

Each Scheme Shareholder, present in person or by proxy, was entitled to one vote per Scheme Share held at the Voting Record Time. Although English law only recognises the votes of the Scheme Shareholders, the table also shows the vote of the Shareholders.

Resolution	Number of Scheme Shares voted	% of Scheme Shares voted	Number of Scheme Shareholders who voted	% of Scheme Shareholders who voted	Number of Shareholders who voted	% of Shareholders who voted
FOR	1,609,433	98.43%	5	83.33%	77	77%
AGAINST	25,657	1.57%	1	16.67%	23	23%
TOTAL	1,635,090	100%	6	100%	100	100%

### Voting results of the General Meeting

The results of the poll conducted at the General Meeting held on 13 May 2019 are set out in the table below.

Each SG Shareholder, present in person or by proxy, was entitled to one vote per Stallergenes Greer ordinary share held at the Voting Record Time.

Special Resolution 1A	Number of Stallergenes Greer ordinary shares voted	% of votes cast
FOR	18,267,831	99.92%
AGAINST	13,892	0.08%
TOTAL	18,281,723	100%

Special Resolution 1B	Number of Stallergenes Greer ordinary shares voted	% of votes cast
FOR	18,267,848	99.92%
AGAINST	13,842	0.08%
TOTAL	18,281,690	100%

### Timetable and Effective Date

Completion of the Acquisition remains subject to the satisfaction or waiver of the remaining Conditions set out in the Scheme Document, including the Court sanctioning the Scheme at the Court hearing which is expected to take place on 15 May 2019.

The listing of, and dealings in, Stallergenes Greer shares was suspended with effect from 09:00 C.E.S.T. on 13 May 2019 and the Scheme is expected to become effective on 16 May 2019. The de-listing of Stallergenes Greer shares is expected to take place by 17 May 2019.

The payment of cash consideration to the Shareholder Paying Agent and the Scheme Shareholder Paying Agent is expected to take place by 23 May 2019. In turn, Shareholders and Scheme Shareholders will receive payment of the cash consideration from the Shareholder Paying Agent or the Scheme Shareholder Paying Agent (as applicable) in accordance with their normal procedures.

The expected timetable of remaining principal events remains as set out in the Scheme Document. If any of the key dates set out in the timetable changes, Stallergenes Greer will give notice of this change by issuing an announcement via Business Wire.

## General

Capitalised terms used but not defined in this announcement have the meaning given to them in the Scheme Document. All references in this announcement to times are to C.E.S.T.

## Enquiries

### **Stallergenes Greer**

Youssef Abbas, Investor Relations

+33 1 55 59 78 43

Catherine Kress, Communications

+33 1 55 59 26 05

### **Evercore**

+44 (0) 20 7653 6000

#### **Financial adviser to the Special Committee**

Edward Banks, Senior Managing Director

Simon Elliott, Senior Managing Director

Wladimir Wallaert, Managing Director

### **FTI Consulting**

+33 1 47 03 69 48

#### **Investor and media relations adviser to Stallergenes Greer**

Arnaud de Cheffontaines

### **Havas Worldwide Paris**

+33 6 13 54 38 91

#### **Media relations adviser to Stallergenes Greer**

Claire Olivieri

### **UBS**

+44 (0) 20 7567 8000

#### **Financial adviser to Waypoint**

Cailin McGurk, Managing Director

Sarantis Douropoulos, Executive Director

Nicolas Le Ray, Executive Director

### **Hirzel.Neef.Schmid.Counselors**

+41 43 344 42 42

#### **Media relations adviser to Waypoint**

Dr Jörg Neef

## **Further Information**

*UBS AG London Branch is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS AG London Branch is acting exclusively as financial adviser to Waypoint and no one else in connection with the Acquisition. In connection with such matters, UBS AG London Branch will not regard any other person as its client, nor will it be responsible to any other person for providing the protections afforded to its clients or for providing advice in relation to the Acquisition, the contents or subject matter of this announcement or any transaction, arrangement or other matter referred to herein.*

*Evercore Partners International LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as financial adviser exclusively for the Special Committee and no one else in connection with the matters referred to in this announcement and will not regard any other person as its client in connection with the matters referred to in this announcement and will not be responsible to anyone other than the Special Committee for providing the protections afforded to clients of Evercore, nor for providing advice in relation to the matters referred to in this announcement, nor for the contents or subject matter of this announcement or any transaction, arrangement or other matter referred to herein.*

*This announcement has been prepared for the purpose of complying with English law and disclosure requirements under French law. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of the United Kingdom and France (as applicable). The statements contained in this announcement are not to be construed as legal, business, financial or tax advice. If you are in any*

*doubt about the contents of this announcement, you should consult your own legal adviser, tax adviser or financial adviser for legal, business, financial or tax advice.*

*The receipt of cash pursuant to the Acquisition by Shareholders and Scheme Shareholders may be a taxable transaction under applicable national, state and local, as well as foreign and other tax laws. Each Shareholder and Scheme Shareholder is urged to consult their independent professional adviser regarding the tax consequences of the Acquisition applicable to him or her.*

*No person has been authorised to make any representation on behalf of Stallergenes Greer or Waypoint concerning the Acquisition or the Scheme which is inconsistent with the statements contained in this announcement and any such representation, if made, may not be relied upon as having been so authorised.*

*The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and service of this announcement shall not give rise to any implication that there has been no change in the facts set out in this announcement since such date. Nothing contained in this announcement shall be deemed to be a forecast, projection or estimate of the future financial performance of Stallergenes Greer except where otherwise expressly stated. Neither Stallergenes Greer nor Waypoint intends, or undertakes any obligation, to update information contained in this announcement, except as required by applicable law or other regulation.*

### **Information for Overseas Shareholders**

*Unless otherwise determined by Waypoint and Stallergenes Greer, and permitted by applicable law and regulation, the Acquisition will not be made, directly or indirectly, in, into or from any restricted jurisdiction where to do so would violate the laws of that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a restricted jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and any formal documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any restricted jurisdiction and persons receiving this announcement and all other documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any restricted jurisdiction. To the fullest extent permitted by applicable law, Waypoint, Stallergenes Greer and persons involved in the Acquisition disclaim any responsibility or liability for such violation by any person.*

*It is the responsibility of each Overseas Shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection with the Acquisition, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.*

*This announcement has been prepared for the purposes of complying with English law and disclosure requirements under French law. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom and France (as applicable). Nothing in this announcement should be relied upon for any other purpose.*

*The financial information included in, or incorporated by reference into, this announcement has been prepared in accordance with accounting standards that may not be comparable to the financial statements of U.S. companies. U.S. generally accepted accounting principles differ in certain respects from International Financial Reporting Standards. None of the financial information in, or incorporated by reference into, this announcement has been audited in accordance with auditing standards generally accepted in the U.S. or the auditing standards of the Public Company Accounting Oversight Board (United States). U.S. persons should note that the Scheme relates to shares of an English company trading on Euronext Paris that is a "foreign private issuer" as defined in Rule 3b-4 under the Securities Exchange Act of 1934, and the Scheme will be governed by English law. Neither the proxy solicitation rules nor the tender offer rules under the Securities Exchange Act of 1934 will apply to the Scheme. Moreover, the Scheme will be subject to the disclosure requirements and practices applicable in France, which differ from the disclosure requirements under U.S. securities laws.*

*It may be difficult for U.S. holders of Shares to enforce their rights and any claim arising out of the U.S. federal securities laws, since Stallergenes Greer and Waypoint are located in non-U.S. jurisdictions, and some of or all of their officers and directors may be residents of non-U.S. jurisdictions. U.S. holders of Shares may not be able to sue a non-U.S. company or its officer or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.*

*Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved of the Acquisition, or passed comment upon the adequacy or completeness of this announcement. Any representation to the contrary is a criminal offence.*

### **Forward-Looking Statements**

*This announcement contains certain statements which are, or may be deemed to be, "forward-looking statements" which are prospective in nature. All statements other than statements of current or historical fact, are or may be deemed to be, forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are therefore subject to known and unknown risks and uncertainties which could cause actual results, performance or events to differ materially from the future results, performance or events expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "targets", "aims", "projects", "goal", "objective", "outlook", "risks", "seeks" or words or terms of similar substance or the negative thereof, as well as variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might", "probably" or "will" be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.*

*Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this announcement. Any forward-looking statements made in this announcement on behalf of Stallergenes Greer or Waypoint are made as of the date of this announcement based on the opinions and estimates of directors of Stallergenes Greer or Waypoint respectively and no assurance can be given that such opinions or estimates will prove to have been correct. Each of Stallergenes Greer and Waypoint and their respective members, directors, officers, employees, advisers and any person acting on behalf of one or more of them, expressly disclaims any intention or obligation to update or revise any forward-looking or other statements contained in this announcement, whether as a result of new information, future events or otherwise, except as required by applicable law. Neither Stallergenes Greer nor Waypoint nor their respective members, directors, officers or employees, advisers or any person acting on their behalf, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur.*

*No forward-looking or other statements have been reviewed by the auditors of Stallergenes Greer or Waypoint. All subsequent oral or written forward-looking statements attributable to Stallergenes Greer or Waypoint or their respective members, directors, officers, advisers or employees or any person acting on their behalf are expressly qualified in their entirety by the cautionary statement above.*

### **Rounding**

*Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

### **No Profit Forecasts or Estimates**

*Nothing in this announcement is intended or shall be deemed to be a forecast, projection or estimate of the future financial performance of Stallergenes Greer or Waypoint for any period and no statement*

*in this announcement should be interpreted to mean that cash flow from operations, earnings, or earnings per share or income of those persons (where relevant) for the current or future financial years would necessarily match or exceed the historical published cash flow from operations, earnings, earnings per share or income of those persons (as appropriate).*

**Publication on website**

*A copy of this announcement will be available, subject to certain restrictions relating to persons resident in any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to Shareholders in that jurisdiction, on Stallergenes Greer's website at <http://www.stallergenesgreer.com/> promptly and in any event by no later than 12 noon (London time) on 14 May 2019. For the avoidance of doubt, the content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.*