



Press  
Release

# CSL Behring AG publishes Offer Prospectus on public tender offer for all publicly held shares of Vifor Pharma Ltd.

**Melbourne, Australia and St. Gallen, Switzerland, 18 January 2022** – CSL Behring AG, Berne, Switzerland, a wholly-owned subsidiary of global biotechnology leader CSL Limited (ASX: CSL; USOTC: CSLLY), today published the offer prospectus regarding its public tender offer for all publicly held registered shares of Vifor Pharma Ltd. (SIX:VIFN; ISIN:CH0364749348), a global specialty pharmaceutical company with leadership in Iron Deficiency, Nephrology & Cardio-Renal Therapies, as indicated in the pre-announcement of the public tender offer published by CSL Limited on 14 December 2021.

The transaction, has been unanimously approved by both companies' Boards of Directors. The offer price for each registered share of Vifor Pharma Ltd. is USD 179.25 in cash. The public tender offer is subject to the offer conditions set forth in the offer prospectus, which includes the report of Vifor Pharma's Board of Directors and the fairness opinion prepared by IFBC Ltd., Zurich, and is available on the website [www.CSLtransaction.com](http://www.CSLtransaction.com).

The main offer period is expected to commence on 2 February 2022 and to end at 4:00 p.m. Swiss time on 2 March 2022. A detailed indicative timetable is set forth in the offer prospectus.

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### About Vifor Pharma Group

Vifor Pharma Group is a global pharmaceuticals company. It aims to become the global leader in iron deficiency, nephrology and cardio-renal therapies. The company is a partner of choice for pharmaceuticals and innovative patient-focused solutions. Vifor Pharma Group strives to help patients around the world with severe and chronic diseases lead better, healthier lives. The

company develops, manufactures and markets pharmaceutical products for precision patient care. Vifor Pharma Group holds a leading position in all its core business activities and consists of the following companies: Vifor Pharma and Vifor Fresenius Medical Care Renal Pharma (a joint company with Fresenius Medical Care). Vifor Pharma Group is headquartered in Switzerland, and listed on the Swiss Stock Exchange (SIX Swiss Exchange, VIFN, ISIN: CH0364749348). For more information, please visit [viforpharma.com](http://viforpharma.com).

### **About CSL**

CSL (ASX: CSL; USOTC: CSLLY) is a leading global biotechnology company with a dynamic portfolio of life-saving medicines, including those that treat hemophilia and immune deficiencies, as well as vaccines to prevent influenza. Since our start in 1916, we have been driven by our promise to save lives using the latest technologies. Today, CSL — including our two businesses, CSL Behring and Seqirus- provides life-saving products to more than 100 countries and employs more than 25,000 people. Our unique combination of commercial strength, R&D focus and operational excellence enables us to identify, develop and deliver innovations so our patients can live life to the fullest. For more information visit [csl.com](http://csl.com).

### **Legal Disclaimers**

#### **Important Additional Information**

This release is for informational purposes only and does not constitute, or form part of, any offer or invitation to purchase, sell or issue, or any solicitation of any offer to sell, purchase or subscribe for any registered shares or other equity securities in Vifor Pharma Ltd., nor shall it form the basis of, or be relied on in connection with, any contract therefor. This release is not part of the offer documentation relating to the tender offer. Terms and conditions of the tender offer have been published in today's offer prospectus regarding the tender offer. Shareholders of Vifor Pharma Ltd. are urged to read the tender offer documents, including the offer prospectus, which are or will be available at [www.CSLtransaction.com](http://www.CSLtransaction.com).

#### **Certain Offer Restrictions**

The tender offer is not made, directly or indirectly, in any country or jurisdiction in which it would be considered unlawful or otherwise violate any applicable laws or regulations, or which would require CSL or any of its subsidiaries to change or amend the terms or conditions of the tender offer in any material way, to make an additional filing with any governmental, regulatory or other authority or take additional action in relation to the tender offer. It is not intended to extend the tender offer to any such country or jurisdiction. Any documents relating to the tender offer must neither be distributed in any such country or jurisdiction nor be sent into such country or jurisdiction, and must not be used for the purpose of soliciting the sale or purchase of securities of Vifor Pharma Ltd. by any person or entity resident or incorporated in any such country or jurisdiction.

The tender offer will be made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), subject to the applicable exemptions provided by Rule 14d-1 under the U.S. Exchange Act and Rule 14e-5(b) under the U.S. Exchange Act and any exemptions that may be granted by the U.S. Securities and Exchange Commission ("SEC") and otherwise in accordance with the requirements of Swiss law.

Accordingly, the tender offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and laws. Neither the SEC nor any securities commission of any State of the United States has (a) approved or disapproved of the tender offer; (b) passed upon the merits or fairness of the tender offer; or (c) passed upon the adequacy or accuracy of the disclosure in the Pre-Announcement of the tender offer or, when the tender offer is commenced, the tender offer prospectus. Any representation to the contrary is a criminal offence in the United States.

The communication is not being made by, and has not been approved by, an "authorised person" for the purposes of Section 21 of the U.K. Financial Services and Markets Act 2000.

Reference is made to the offer prospectus regarding the tender offer published today for full offer restrictions.

#### **Other Important Additional Information**

#### **Forward-Looking Statements**

This announcement may contain statements that constitute forward-looking statements. The words "anticipate", "believe", "expect", "estimate", "aim", "project", "forecast", "estimate", "risk", "likely", "intend", "outlook", "should", "could", "would", "may", "will", "continue", "plan", "probability", "indicative", "seek", "target", "plan" and other similar expressions are intended to identify forward-looking statements.

Any such statements, opinions and estimates in this announcement speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward-looking statements are provided as a general guide only. The forward-looking statements in this announcement are not indications, guarantees or predictions of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of CSL, its officers, employees, agents and advisors, and may involve significant elements of subjective judgement and assumptions as to future events which may or may

not be correct, and may cause actual results to differ materially from those expressed or implied in such statements. You are strongly cautioned not to place undue reliance on forward-looking statements.

This announcement is not financial product or investment advice, a recommendation to acquire or sell securities or accounting, legal or tax advice. It does not constitute an invitation or offer to apply for securities. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek legal and taxation advice appropriate for their jurisdiction. CSL is not licensed to provide financial product advice in respect of an investment in securities.