



19 December 2017, 17.15 hours

Ad-hoc notification

STADA: domination and profit and loss transfer agreement pursuant to sections 291 et seqq. AktG concluded between STADA Arzneimittel AG and Nidda Healthcare GmbH

Bad Vilbel, 19 December 2017 – the Executive Board of STADA Arzneimittel AG (**STADA**) has today concluded a domination and profit and loss transfer agreement pursuant to sections 291 et seqq. of the German Stock Corporation Act (AktG) between STADA as the controlled company and Nidda Healthcare GmbH (**Nidda Healthcare**) as the controlling company. The Supervisory Board of STADA had already consented to the conclusion of this agreement earlier today through its DPLTA committee, which was formed ad hoc for this purpose. According to the voting right notifications published on 31 August 2017, Nidda Healthcare holds 64.50 per cent of the shares in STADA.

The domination and profit and loss transfer agreement still requires the consent of the extraordinary general meeting of STADA, which is planned for 2 February 2018 in Frankfurt. The shareholders' meeting of Nidda Healthcare has already consented to the Agreement on today's date.

In the agreement, Nidda Healthcare is offering to acquire the shares of the outside STADA Shareholders in return for cash compensation pursuant to section 305 AktG in the amount of EUR 74.40 per share. This value lies at the upper end of the value range per STADA share calculated by an independent STADA valuation performed in accordance with IDW S1 by the expert ValueTrust Financial Advisors SE and confirmed by the court-appointed auditor, the auditing firm ADKL AG. The Executive Board of STADA and the management of Nidda Healthcare agreed on the amount of compensation on the basis of the expert opinion, inter alia.

Executive Board: Dr. Claudio Albrecht (Chairman) / Mark Keatley / Dr. Barthold Piening
Chairman of the Supervisory Board: Dr. Günter von Au



The cash compensation exceeds the volume-weighted average stock market price of the STADA share of EUR 65.41 per share calculated by the Federal Financial Supervisory Authority (BaFin) in the relevant three-month period up to and including 23 August 2017. On 24 August 2017, STADA announced that Nidda Healthcare GmbH had approached STADA to inform it of its intention to conclude a domination and profit and loss transfer agreement with STADA.

In addition, the domination and profit and loss transfer agreement provides for an annual recurring compensation payment for the outside shareholders pursuant to section 304 AktG in the amount of EUR 3.82 gross (EUR 3.53 net at current tax rates) per share.

Both the domination and profit and loss transfer agreement and the joint report of the STADA Executive Board and the management of Nidda Healthcare on the agreement, including the expert opinion of ValueTrust Financial Advisors SE and the audit report of the court-appointed auditor, ADKL AG, will be published on the internet at www.stada.de in the next few days together with the invitation to the extraordinary general meeting of STADA Arzneimittel AG.

Contact:

STADA Arzneimittel AG / Investor Relations / Leslie Iltgen / Stadastraße 2–18 / 61118 Bad Vilbel /
Tel.: +49 (0) 6101 603-173 / Fax: +49 (0) 6101 603-215 / Email: leslie.iltgen@stada.de

Or visit us on the internet at www.stada.de.

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