



Upcoming Expiration of Tender Offer and Intention to Delist Notes

May 23, 2019 – STADA Arzneimittel Aktiengesellschaft (“**STADA**”) would like to remind all holders of its outstanding 1.750% Notes due 2022 (ISIN XS1213831362, Common Code 121383136, German Securities Code (WKN) A14KJP) (the “**Notes**”) that the final expiration time of its pending tender offer for the Notes (the “**Tender Offer**”) will be June 19, 2019, at 3 p.m. Central European Summer Time. All holders that intend to accept the Tender Offer must tender their Notes prior to the final expiration time.

STADA intends to apply in the near term for the delisting of the Notes and the revocation of the admission of the Notes to trading on the regulated market of the Luxembourg Stock Exchange. All holders of the Notes that are not prepared to hold unlisted securities are encouraged to consider accepting the Tender Offer prior to the final expiration time described above, in accordance with the terms of the tender offer memorandum dated January 8, 2019 (the “**Tender Offer Memorandum**”).

Neither STADA nor the Tender Agent (as defined in the Tender Offer Memorandum) makes any recommendation as to whether you should tender any or all of your Notes. This announcement is not an offer to purchase any Notes or a solicitation of an offer to sell any Notes. The Tender Offer is being made solely by means of the Tender Offer Memorandum.

DISCLAIMER

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The Tender Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telephone and the internet. The Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located or resident in the United States, or any agent, fiduciary or other Intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by STADA and the Tender Agent to inform themselves about, and to observe, any such restrictions.

This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Tender Offer is made solely pursuant to the Tender Offer Memorandum dated January 8, 2019.

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If any Holder is in any doubt as to the action it should take, it is recommended that such Holder seek its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes in the Tender Offer. Neither STADA nor the Tender Agent makes any recommendation as to whether Noteholders should participate in the Tender Offer.

Any deadlines set by any intermediary will be earlier than the deadlines specified in the Tender Offer Memorandum.

Neither the information contained in this announcement nor any other documents or materials relating to the Tender Offer have been approved by, or will be submitted for approval to, the Luxembourg Financial Services Authority (*Commission de Surveillance du Secteur Financier*) for purposes of a public offering or sale in the Grand Duchy of Luxembourg ("**Luxembourg**"). Accordingly, the Tender Offer may not be made to the public in Luxembourg, directly or indirectly, and neither the Tender Offer Memorandum, nor any other offering circular, prospectus, form of application, advertisement or other material relating to the Tender Offer may be distributed, or otherwise made available in, from, or published in, Luxembourg except in circumstances which do not constitute an offer of securities to the public, subject to prospectus requirements, in accordance with the Luxembourg Act of July 10, 2005 on prospectuses for securities, as amended, and implementing the Prospectus Directive, as amended.

The Tender Offer is not subject to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetzes (WpÜG)*). The Tender Offer Memorandum has not been submitted to the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)*) for inspection, review and/or approval. The Tender Offer will also not be subject to notification, registration, approval or permission procedures outside of Germany nor have any such procedures been applied or induced for or been granted. The publication, dispatch, distribution or dissemination of the Tender Offer Memorandum and other documents related to the Tender Offer outside the Federal Republic of Germany may be subject to legal restrictions. The Tender Offer Memorandum and other documents related to the Tender Offer may not be dispatched to or disseminated, distributed or published by third parties in countries in which this would be illegal. Depositary Banks may not publish, dispatch, distribute, or disseminate the offer document outside the Federal Republic of Germany unless in compliance with all applicable domestic and foreign statutory provisions. The Tender Offer will be made solely pursuant to the terms and conditions of the Tender Offer as laid out in the Tender Offer Memorandum.

The information contained in this announcement have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom: (i) falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")), (ii) falling within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Company; or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "**Relevant Persons**"). Any person in the United Kingdom who is not a Relevant Person should not act or rely on this document or materials or any of their content.