



## Pre-Announcement of the Public Tender Offer by

**CSL Limited, Melbourne, Australia**

(or one or several of its direct or indirect subsidiaries, in which case CSL Limited will guarantee its or their obligations)

for all publicly held registered shares with a nominal value of CHF 0.01 each of

**Vifor Pharma Ltd., St. Gallen, Switzerland**

On the terms and subject to the conditions set forth in this pre-announcement (this **Pre-Announcement**) and in an offer prospectus to be published (the **Offer Prospectus**), CSL Limited, a company limited by shares registered in the Australian Capital Territory, Australia (**CSL**), or one or several of CSL's direct or indirect subsidiaries (CSL or such subsidiary or subsidiaries, the **Offeror**), intends to launch within six (6) weeks from the date of this Pre-Announcement a public tender offer (the **Offer**) pursuant to art. 125 *et seq.* of the Swiss Federal Act on Financial Market Infrastructure and Market Conduct in Securities and Derivatives Trading of June 19, 2015 (*Bundesgesetz über die Finanzmarktinfrastrukturen und das Marktverhalten im Effekten- und Derivatehandel*), and its implementing ordinances, in each case as amended, for all publicly held registered shares (*Namenaktien*) of Vifor Pharma Ltd., St. Gallen, Switzerland (the **Company** or **Vifor**), with a nominal value of CHF 0.01 each (each a **Vifor Share**), which are listed on the SIX Swiss Exchange (the **SIX**) under the ticker symbol VIFN and the International Securities Identification Number (ISIN) CH0364749348.

On December 14, 2021, CSL and the Company entered into a transaction agreement pursuant to which CSL agreed to, or cause the Offeror to, submit, publish and conduct the Offer. The Company's board of directors unanimously resolved to recommend the Offer for acceptance by the holders of Vifor Shares.

Furthermore, CSL entered into a tender undertaking with Patinex AG, Freienbach, Switzerland, in which Patinex AG agreed to tender all 15,090,000 Vifor Shares held by it, corresponding to 23.2% of the Company's share capital as of the date of this Pre-Announcement, into the Offer.

### I. Terms of the Offer

The Offer is expected to be made on the following main terms:

## A. Object of the Offer

Except as set forth below and subject to the offer restrictions set forth in Section III of this Pre-Announcement, the Offer will be made for all publicly held Vifor Shares.

The Offer will not extend to (i) any Vifor Shares that may be held by CSL or any of its direct or indirect subsidiaries (each direct or indirect subsidiary of CSL or of Vifor, including in the case of CSL the Offeror, hereinafter a **Subsidiary**), (ii) any Vifor Shares held by the Company or any of its Subsidiaries, and (iii) the American Depositary Shares representing Vifor Shares (**ADSs**), nor to the American Depositary Receipts evidencing such ADSs (**ADRs**) which are traded over the counter (OTC) in the United States of America, including its territories and possessions, any state of the United States of America and the District of Columbia (the **U.S.**).

## B. Offer Price and 2022 Dividend Allowance

The offer price for each Vifor Share is intended to be USD 179.25 in cash (the **Offer Price**).

The Offer Price will be reduced by the gross amount of any dilutive effects in respect of the Vifor Shares prior to the consummation of the Offer (the **Settlement**, and the date on which the Settlement occurs, the **Settlement Date**), including, but not limited to, dividend payments (other than the 2022 Dividend Allowance, as specified below) and other distributions of any kind, mergers, demergers, spin-offs or similar transactions, asset sales below or acquisitions of assets above market value, capital increases and the sale of Vifor Shares by Vifor or any of its Subsidiaries at a price per Vifor Share below the higher of the Offer Price and the prevailing market price, the purchase of Vifor Shares by Vifor or any of its Subsidiaries at a price above the lower of the Offer Price and the prevailing market price, the issuance of options, warrants, convertible securities or other rights of any kind for the acquisition or receipt of Vifor Shares or other securities of the Company, and repayments of capital in any form.

Notwithstanding the foregoing, the payment of an ordinary dividend of up to CHF 2.00 gross (pre-tax) per Vifor Share to holders of Vifor Shares in respect of the financial year ending December 31, 2021, if and to the extent approved by the 2022 annual general meeting of shareholders of the Company scheduled to be held on April 26, 2022 (the **2022 Dividend Allowance**), shall not constitute a dilutive effect leading to an adjustment of the Offer Price.

The Offer Price implies a premium of 36.7 % (rounded) to the volume-weighted average price of all on-exchange transactions in Vifor Shares on the SIX during the sixty (60) SIX trading days (each a **Trading Day**) prior to the publication of this Pre-Announcement (being CHF 121.06).<sup>1</sup>

The Offeror will make arrangements to make available a USD/CHF conversion facility for eligible retail investors to convert the Offer Price into CHF. Details as to the requirements for the eligibility and participation in the conversion facility will be set forth in the Offer Prospectus.

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<sup>1</sup> For purposes of the determination of such premium, the average USD/CHF currency exchange rate over the sixty (60) Trading Days prior to the publication of this Pre-Announcement of USD 1 = CHF 0.9231 (average of the daily exchange rates at 16:00 GMT as per WM/Refinitiv) has been applied.

### C. Offer Period and Additional Acceptance Period

It is expected that the Offer Prospectus will be published within six (6) weeks from the date of this Pre-Announcement. After the lapse of the cooling-off period of ten (10) Trading Days, the Offer will be open for acceptance for at least twenty (20) Trading Days (the **Offer Period**). The Offeror reserves the right to extend the Offer Period once or several times to a maximum of forty (40) Trading Days or, with the approval of the Swiss Takeover Board (the **TOB**), beyond forty (40) Trading Days. If the Offer is successful, after the expiration of the (possibly extended) Offer Period, there will be an additional acceptance period of ten (10) Trading Days for the subsequent acceptance of the Offer (the **Additional Acceptance Period**).

Assuming that the Offer Prospectus will be published on January 18, 2022 and applying the minimum periods above, the Offer Period would run from February 2, 2022 until 4 p.m. Swiss time on March 1, 2022, and the Additional Acceptance Period would run from March 8, 2022 until 4 p.m. Swiss time on March 21, 2022.

### D. Offer Conditions, Waiver and Effectiveness

#### 1. Offer Conditions

The Offer is expected to be subject to the conditions set forth below (each an **Offer Condition**):

- (a) *Minimum Acceptance Rate*: By the end of the (possibly extended) Offer Period, the Offeror shall have received valid and irrevocable acceptances for such number of Vifor Shares representing, when combined with any Vifor Shares that CSL and its Subsidiaries will own at the end of the (possibly extended) Offer Period (but not including Vifor Shares held by the Company or any of its Subsidiaries), at least 80% of the fully diluted share capital of Vifor as at the end of the (possibly extended) Offer Period (*i.e.*, of all Vifor Shares issued as at such date *plus* all Vifor Shares the issuance of which (i) has been resolved by a shareholders' meeting or the board of directors of the Company before or on such date, or (ii) may occur through the exercise of options or conversion or other rights for the issuance, acquisition, transfer or receipt of Vifor Shares which are issued at, or the issuance of which has been resolved by the shareholders' meeting or the board of directors of the Company before or on, such date).
- (b) *Merger Clearances, Foreign Direct Investment and Other Approvals*: All waiting periods applicable to the acquisition of the Company by the Offeror shall have expired or been terminated and all competent merger control, foreign direct investment and other authorities and, if applicable, courts in all relevant jurisdictions shall have approved or cleared or, as the case may be, not prohibited or objected to, the Offer, its Settlement and the acquisition of the Company by the Offeror (each such expiration or termination of a waiting period, approval, clearance, non-prohibition or non-objection, a **Clearance**). No condition, restriction or undertaking shall have been imposed on CSL, the Company and/or any of their Subsidiaries (including, as the case may be, the Offeror) or other affiliates in connection with any Clearance, and no Clearance shall be subject to any condition, restriction or undertaking on any of them that, individually or together with any other condition, restriction or undertaking or other facts, occurrences, circumstances or events, in the opinion of an independent accounting firm or investment bank of international repute to be appointed by the Offeror (the **Independent Expert**), would reasonably be capable of causing a Material Adverse Effect (as defined below) on CSL, the Company, any of

their Subsidiaries or other affiliates or on the combined group consisting of CSL, the Company, their Subsidiaries and their other affiliates when aggregating all respective effects on them.

- (c) No Injunction or Prohibition: No judgment, award, decision, order or other authoritative measure shall have been issued temporarily or permanently, in full or in part, preventing, prohibiting or declaring illegal the Offer, its acceptance, the Settlement or the acquisition of the Company by the Offeror.
- (d) No Material Adverse Effect: By the end of the (possibly extended) Offer Period, no facts, occurrences, circumstances or events shall have arisen or occurred, and no facts, occurrences, circumstances or events shall have been disclosed or reported by the Company or otherwise come to CSL's or the Offeror's attention which, individually or together with any other facts, occurrences, circumstances, events or conditions, restrictions or undertakings, in the opinion of an Independent Expert, would reasonably be capable of having a Material Adverse Effect on the Company or any of its Subsidiaries or other affiliates or on the combined group consisting of the Company, its Subsidiaries and its other affiliates when aggregating all respective effects on them.

A **Material Adverse Effect** means a reduction of:

- (A) consolidated operating profit (EBIT) of CHF 29.14 million or more; or
- (B) consolidated net sales of CHF 85.28 million or more; or
- (C) consolidated shareholders' equity of CHF 401.76 million or more.

When determining whether facts, occurrences, circumstances or events would reasonably be capable of having a Material Adverse Effect with respect to any person mentioned in this Offer Condition (d), any fact, occurrence, circumstance or event that is a consequence of the COVID-19 pandemic shall not be taken into account, except to the extent such fact, occurrence, circumstance or event disproportionately adversely affects such person relative to other companies in the same industry.

- (e) Registration in the Share Register of the Company: The board of directors of the Company shall have resolved to register CSL, the Offeror and/or any other company controlled and designated by CSL in the Company's share register as shareholder with voting rights with respect to all Vifor Shares that CSL or any of its Subsidiaries has acquired or may acquire (with respect to Vifor Shares to be acquired in the Offer, subject to all other Offer Conditions having been satisfied or waived), and CSL, the Offeror and/or any other company controlled and designated by CSL shall have been registered in the share register of the Company as shareholder with voting rights with respect to all Vifor Shares acquired.
- (f) Resignation and Appointment of Members of the Board of Directors: All members of Vifor's board of directors shall have resigned from their functions on the boards of directors of the Company and its Subsidiaries subject to and with effect from the Settlement, and a duly convened general meeting of the Company's shareholders shall have elected the persons nominated by the Offeror to the Company's board of directors (and one person as chairman and

certain persons as members of the compensation committee, as nominated by the Offeror) subject to and with effect from the Settlement.

(g) No Adverse Resolutions by the General Meeting of Shareholders of the Company: The general meeting of shareholders of the Company shall not have:

- (A) resolved or approved any dividend (other than the 2022 Dividend Allowance), other distribution or capital reduction or any acquisition, spin-off (*Abspaltung*), transfer of assets and liabilities (*Vermögensübertragung*) or other disposal of assets (x) with an aggregate value or for an aggregate consideration of more than CHF 521.17 million, or (y) contributing in the aggregate more than CHF 29.14 million to the consolidated operating profit (EBIT);
- (B) resolved or approved any merger, demerger (*Aufspaltung*) or ordinary, authorized or conditional increase of the share capital of the Company; or
- (C) adopted any amendment of the articles of association of the Company to introduce any transfer restrictions (*Vinkulierung*) or voting limitations (*Stimmrechtsbeschränkungen*).

(h) No Acquisition or Sale of Material Assets or Incurrence or Repayment of Material Indebtedness: With the exception of the obligations that have been made public by the Company in accordance with applicable laws and regulations prior to the date of this Pre-Announcement or that are related to the Offer or arise from the Settlement, between December 31, 2020 and the transfer of control to the Offeror, the Company and its Subsidiaries shall not have undertaken to acquire or sell (and have not acquired or sold) any assets or undertaken to incur or repay (and have not incurred or repaid) any indebtedness in the aggregate amount or value of more than CHF 521.17 million.

## **2. Waiver of Offer Conditions**

The Offeror reserves the right to waive, in whole or in part, one or more of the Offer Conditions.

## **3. Period With Respect to Which the Offer Conditions are in Effect**

Offer Conditions (a) and (d) shall be in effect with respect to the period until the expiration of the (possibly extended) Offer Period.

Offer Conditions (b), (c), (g) and (h) shall be in effect with respect to the period until the Settlement.

Offer Conditions (e) and (f) shall be in effect with respect to the period until the Settlement or, if earlier, until the date when the applicable corporate body of the Company has taken the required resolution mentioned therein.

If Offer Conditions (a) or (d) or both have not been satisfied by the end of the (possibly extended) Offer Period, the Offer will be declared unsuccessful and withdrawn if such conditions are not waived.

If the respective corporate body of the Company resolves on the matters specified in Offer Condition (e) or (f) prior to the expiration of the (possibly extended) Offer Period and any of the Offer Conditions (e) or (f) have not been satisfied (with respect to the resolutions of corporate bodies mentioned therein) by the end of the (possibly extended) Offer Period, the Offer will be declared unsuccessful and withdrawn if such conditions are not waived.

If Offer Condition (b) has not been satisfied by the anticipated Settlement Date and if such condition is not waived, the Offeror will postpone the Settlement for a period of up to four (4) months after the expiration of the Additional Acceptance Period or longer if so required, or requested by the Offeror and approved, by the TOB (any such postponement of the Settlement, the **Postponement**). If any of the Offer Conditions (c), (g) or (h) or, if and to the extent still applicable (see preceding paragraph), any of the Offer Conditions (e) or (f), have not been satisfied by the anticipated Settlement Date and if such conditions are not waived, the Offeror shall be entitled to declare the Offer unsuccessful and to withdraw the Offer or to declare a Postponement. During a Postponement, the Offer shall continue to be subject to the Offer Conditions (b), (c), (g) and (h) and, if and to the extent still applicable (see preceding paragraph), Offer Conditions (e) and (f) as long as, and to the extent, such Offer Conditions have not been satisfied or waived. Unless the TOB requires, or the Offeror requests and the TOB approves, an additional postponement of the Settlement, the Offeror will declare the Offer unsuccessful if such Offer Conditions have not been satisfied during a Postponement and are not waived.

## II. Takeover Proceedings

### A. Decision of the Swiss Takeover Board

On December 13, 2021, the TOB issued the following decision (*Verfügung*) (unofficial translation of the German original):

- "1. The conditions of the submitted draft pre-announcement of the public tender offer of CSL Limited to acquire the shares of Vifor Pharma Ltd. comply with the provisions of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (*FinfraG*) and the implementing ordinances.
2. It is stated that the offer price may be denominated in USD.
3. CSL Limited or a group company of CSL Limited shall provide retail investors with CHF as their base currency with an exchange facility from USD to CHF in connection with the settlement which puts retail investors with CHF as their base currency on an equal footing with other investors in relation to the exchange costs.
4. The offer prospectus shall contain explicit disclosure related to the currency risks associated with the offer in a prominent place.
5. This decision shall be published at the earliest on the day of publication of the pre-announcement. CSL Limited shall publish the holdings of this decision together with the pre-announcement.
6. The fee payable by CSL Limited is CHF 30,000."

## **B. Right of Shareholders of Vifor to Request Party Status (Article 57 Takeover Ordinance)**

Shareholders of Vifor who have been holding at least 3% of the voting rights of Vifor, whether exercisable or not (a **Qualified Participation**), since the publication of this Pre-Announcement (each a **Qualified Shareholder**), will be granted party status if they file a respective request with the TOB. The request of a Qualified Shareholder must be received by the TOB within five (5) Trading Days from the date of publication of the decision of the TOB (see Section II.A). The first Trading Day after the publication of the decision of the TOB on the TOB's website will be the first day of the filing period. Concurrently with the request, the applicant has to furnish proof of his or her Qualified Participation. The TOB may request proof of the Qualified Shareholder's continued Qualified Participation at any time. The party status of a Qualified Shareholder will be upheld in relation to any further decisions issued by the TOB in connection with the Offer, provided that the Qualified Shareholder continues to hold a Qualified Participation.

## **C. Right of Shareholders of Vifor to Raise Objections (Article 58 Takeover Ordinance)**

A Qualified Shareholder may file an objection against the TOB's decision (see Section II.A). The objection must be filed with the TOB within five (5) Trading Days from the date of publication of the decision of the TOB. The first Trading Day after the publication of the decision of the TOB on the TOB's website will be the first day of the filing period. The objection must contain a motion, summary reasons and proof of the Qualified Participation as from the publication of this Pre-Announcement.

## **III. Offer Restrictions**

### **A. General**

The Offer will not be 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 Offer in any way, to make an additional filing with any governmental, regulatory or other authority or take additional action in relation to the Offer. It is not intended to extend the Offer to any such country or jurisdiction. Any document relating to the 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 purchase of securities of the Company by any person or entity resident or incorporated in any such country or jurisdiction.

This Pre-Announcement does not constitute the Offer (with full Offer terms and conditions). The Offeror will disseminate the Offer Prospectus (with full Offer terms and conditions) as required by applicable law, and the shareholders of the Company should review the Offer Prospectus and all other documents relating to the Offer carefully. The Offer may not be accepted before publication of the Offer Prospectus and expiration of a cooling-off period of ten (10) Trading Days (if not extended by the TOB), which will run from the Trading Day immediately after the publication date of the Offer Prospectus.

According to Swiss law, Vifor Shares tendered into the Offer may generally not be withdrawn after they are tendered except under certain circumstances, in particular in case a competing offer for the Vifor Shares is launched.

## B. Notice to U.S. Holders

The Offer will be made for the registered shares of the Company, a Swiss company whose shares are listed on the SIX, and is subject to Swiss disclosure and procedural requirements, which are different from those of the U.S.

The Offer will be made in the U.S. 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 either (i) the exemptions provided by Rule 14d-1(c) under the U.S. Exchange Act (the **Tier I Exemption**) and Rule 14e-5(b)(10) under the U.S. Exchange Act or (ii) the exemptions provided by Rule 14d-1(d) under the U.S. Exchange Act (the **Tier II Exemption**) and Rule 14e-5(b)(12) 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 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.

Any financial statements or figures included or referenced in the Offer Prospectus have been or will be prepared in accordance with the applicable accounting standards of, or recognized in, Switzerland and/or Australia, which may not be comparable to the financial statements of U.S. companies.

In accordance with the laws of Switzerland and subject to applicable regulatory requirements, CSL and its Subsidiaries and affiliates or their respective nominees or brokers (acting as agents for the Offeror) may from time to time after the date of the Offer Prospectus, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase Vifor Shares or any securities that are convertible into, exchangeable for or exercisable for Vifor Shares from their holders who are willing to sell them outside the Offer from time to time, including purchases in the open market at prevailing prices or in private transactions at negotiated prices, and shall comply with applicable laws and regulations in Switzerland and applicable U.S. securities laws, rules and regulations, including Rule 14e-5 under the U.S. Exchange Act (subject to, if the Tier I Exemption is available, the exemptions provided by Rule 14e-5(b)(10) under the U.S. Exchange Act or, if the Tier I Exemption is not available but the Tier II Exemption is available, the exemptions provided by Rule 14e-5(b)(12) under the U.S. Exchange Act). Any such purchases will not be made at prices higher than the Offer Price or on terms financially more favorable than those offered pursuant to the Offer unless the Offer Price is increased accordingly. Any information about such purchases or arrangements to purchase will be publicly disclosed in the U.S. on [www.cslltransaction.com](http://www.cslltransaction.com) if and to the extent that such information is made public in accordance with the applicable laws and regulations of Switzerland. In addition, the financial advisor to the Company and, subject to applicable Swiss and U.S. securities laws, rules and regulations, including Rule 14e-5 under the U.S. Exchange Act (subject to, if the Tier I Exemption is available, the exemptions provided by Rule 14e-5(b)(10) under the U.S. Exchange Act or, if the Tier I Exemption is not available but the Tier II Exemption is available, the exemptions provided by Rule 14e-5(b)(12) under the U.S. Exchange Act), the financial advisor to CSL and its affiliates may also engage in ordinary course trading activities in securities of the Company, which may include purchases or arrangements to purchase such securities.

It may be difficult for holders of Vifor Shares in the U.S. (**U.S. Holders**) to enforce their rights and any claim they may have arising out of U.S. securities laws, since the Offeror and the Company are located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of



a non-U.S. jurisdiction. U.S. Holders may not be able to sue a non-U.S. company or its officers or directors in a U.S. or non-U.S. court for violations of the 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.

The receipt of cash pursuant to the Offer by a U.S. Holder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local laws, as well as foreign and other tax laws. Each shareholder of the Company is urged to consult his or her independent professional advisor immediately regarding the tax consequences of an acceptance of the Offer.

Neither the SEC nor any securities commission of any State of the U.S. has (a) approved or disapproved of the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in this Pre-Announcement. Any representation to the contrary is a criminal offence in the U.S.

U.S. Holders are encouraged to consult with their own legal (including with respect to Swiss law), financial and tax advisors regarding the Offer.

### **C. American Depositary Shares and American Depositary Receipts**

The Offeror is aware that there is an "unsponsored" American Depositary Receipt Program concerning Vifor Shares. The Offer will not be made for the ADSs representing Vifor Shares, nor for ADRs evidencing such ADSs. However, the Offer will be made for the Vifor Shares that are represented by the ADSs. Holders of ADSs and ADRs are encouraged to consult with the appropriate depositary regarding the tender of Vifor Shares that are represented by ADSs. The Offeror is unaware of whether any respective depositary will make arrangements to tender the underlying Vifor Shares into the Offer on behalf of holders of ADSs or ADRs.

Generally, holders of ADSs may be able to present their ADSs to the appropriate depositary for cancellation and (upon compliance with the terms of the deposit agreement relating to the "unsponsored" American Depositary Receipt Program concerning Vifor Shares, including payment of the depositary's fees and any applicable transfer fees, taxes and governmental charges) delivery of Vifor Shares to them, in order to become shareholders of the Company. The Vifor Shares delivered to holders of ADSs upon such cancellation may then be tendered into the Offer. Holders of ADSs should consult with the relevant depositary regarding their ability to obtain the underlying Vifor Shares and the applicable procedures. Holders of ADSs should be aware, however, that in order to tender in this manner, they may need to have an account in Switzerland into which the Vifor Shares can be delivered. U.S. holders of ADSs who become holders of Vifor Shares should also review the Notice to U.S. Holders in Section III.B above.

### **D. United Kingdom**

The communication of this Pre-Announcement is not being made by, and has not been approved by, an authorised person for the purposes of Section 21 of the Financial Services and Markets Act 2000, as amended. In the United Kingdom (**U.K.**), this communication and any other offer documents relating to the Offer is/will be directed only at persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the **Order**), (ii) falling within article 49(2)(a) to (d)

("high net worth companies, unincorporated associations, etc.") of the Order or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). No communication in respect of the Offer must be acted on or relied on in the United Kingdom by persons who are not relevant persons. The Offer, any investment or investment activity to which this communication relates is / will be available only in the United Kingdom to relevant persons and will be engaged in only with relevant persons.

#### **E. Canada and Japan**

The Offer will not be addressed to shareholders of the Company whose place of residence, seat or habitual abode is in Canada or Japan, and such shareholders may not accept the Offer.

#### IV. Additional Information

Additional information on the Offer is expected to be published electronically through the same media.

Identification	Security Number	ISIN	Ticker Symbol
Registered shares with a nominal value of CHF 0.01 each of Vifor Pharma Ltd.	36474934	CH0364749348	VIFN

December 14, 2021

Lead Financial Advisor



Financial Advisor



Financial Advisor



Financial Advisor and Offer Manager

