



## Definitive Notice of the Interim Result

of the public tender offer by

**CSL Behring AG, Berne, Switzerland**

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

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

On January 18, 2022, CSL Behring AG (the **Offeror**) published the offer prospectus (the **Offer Prospectus**) for its public tender offer according to articles 125 *et seq.* FMIA (the **Offer**) for all publicly held registered shares of Vifor Pharma Ltd. (**Vifor**) with a nominal value of CHF 0.01 each (each a **Vifor Share**). The offer price for each Vifor Share is USD 179.25 in cash, less the gross amount of any dilutive effects in respect of the Vifor Shares prior to the Settlement (as further described in the Offer Prospectus).

Terms not defined herein have the meaning assigned to them in the Offer Prospectus.

### Interim Result

As of the end of the Main Offer Period on March 2, 2022, 4:00 p.m. Swiss time, the participation of the Offeror and the persons acting in concert with the Offeror is 48,092,873 Vifor Shares in aggregate, corresponding to 73.99% of the issued share capital and voting rights of Vifor (*participation rate*). 48,021,367 Vifor Shares were tendered into the Offer until the end of the Main Offer Period, corresponding to 73.96% of all Vifor Shares to which the Offer relates as of the end of the Main Offer Period (*success rate*).

The following overview summarizes the interim result:

	Number of Vifor Shares	In % of share capital/voting rights (participa- tion rate)	In % of Vifor Shares to which the Offer relates (success rate)
Vifor Shares tendered into the Offer	48,021,367	73.88%	73.96%
Vifor Shares held by the Offeror and the persons acting in concert with the Offeror as at the end of the Main Offer Period*	71,506	0.11%	
Interim result	48,092,873	73.99%	

\* Consisting entirely of treasury shares held by Vifor and its subsidiaries. The Offeror and the persons acting in concert with the Offeror (other than Vifor and its subsidiaries) held no Vifor Shares as at the end of the Main Offer Period.

### **Satisfaction of Offer Conditions**

The Offer Condition pursuant to Section B.7(1)(a) (*Minimum Acceptance Rate*) of the Offer Prospectus has not been satisfied. The Offeror hereby waives the Offer Condition pursuant to Section B.7(1)(a) (*Minimum Acceptance Rate*) of the Offer Prospectus.

As at the end of the Main Offer Period, the Offer Condition pursuant to Section B.7(1)(d) (*No Material Adverse Effect*) of the Offer Prospectus was satisfied.

Accordingly, the Offeror hereby declares the Offer successful (*zustande gekommen*).

The Offer Conditions pursuant to Sections B.7(1)(b), B.7(1)(c), B.7(1)(e), B.7(1)(f), B.7(1)(g), and B.7(1)(h) of the Offer Prospectus remain in effect, as set forth in Section B.7(3) (*Period With Respect to Which the Offer Conditions are in Effect*) of the Offer Prospectus.

### **Additional Acceptance Period and Acceptance of the Offer**

In accordance with Section B.6 (*Additional Acceptance Period*) of the Offer Prospectus, the Additional Acceptance Period of ten (10) Trading Days for the subsequent acceptance of the Offer will commence on March 9, 2022 and expire on March 22, 2022, 4:00 p.m. Swiss time.

Shareholders of Vifor holding their Vifor Shares in a securities account should be aware that their custodian bank may set a deadline for tendering their Vifor Shares that ends prior to March 22, 2022, 4:00 p.m. Swiss time, and should proceed according to the instructions of their custodian bank.

### **Squeeze-out and Delisting**

As described in the Offer Prospectus, the Offeror intends to have Vifor submit an application to SIX Exchange Regulation for the delisting of the Vifor Shares and for an exemption from certain disclosure and publicity obligations until the date of delisting of the Vifor Shares, and to request the cancellation of the remaining publicly held Vifor Shares in accordance with article 137 FMIA or to merge Vifor with the Offeror or another company directly or indirectly controlled by CSL, whereby the remaining public holders of Vifor Shares would be compensated (in cash or otherwise) and not receive any shares in the surviving company, if the statutory requirements are met (*cf.* Section E.3 (*Intentions of Offeror with Respect to Vifor*) and Section K.7 (*Cancellation, Squeeze-out Merger and Delisting*) of the Offer Prospectus).

### **Offer Restrictions**

The Offer is subject to the offer restrictions as set forth in the Offer Prospectus. The Offer Prospectus may be obtained free of charge in German, French and English from Credit Suisse AG (e-mail: [equity.prospectus@credit-suisse.com](mailto:equity.prospectus@credit-suisse.com)). The Offer Prospectus and other information concerning the Offer are also available at [www.csltransaction.com](http://www.csltransaction.com).

Vifor Pharma Ltd.	Swiss securities number	ISIN	Ticker symbol
Vifor Shares <b>not tendered</b> (first trading line)	36 474 934	CH036 474 934 8	VIFN
Vifor Shares <b>tendered</b> (second trading line)	115 606 016	CH115 606 016 7	VIFNE
Vifor Shares <b>tendered for USD/CHF Conversion Facility</b> (third line, not traded)	115 606 017	CH115 606 017 5	--

March 8, 2022

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Lead Financial Advisor  
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Financial Advisor  
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Financial Advisor  
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Financial Advisor and Offer Manager  
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