



## Additional Irrevocable Undertakings To Accept Amgen's Recommended Public Cash Offer To The Shareholders Of Nuevolution

May 29, 2019

THOUSAND OAKS, Calif., May 28, 2019 /PRNewswire/ --

*The Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa, or any other jurisdiction in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law.*

*Shareholders in the United States should refer to the section entitled "Important Information to U.S. Shareholders" at the end of this press release.*

On 22 May 2019 at 08:00 CEST, Amgen Inc. ("**Amgen**") (NASDAQ:AMGN) announced a recommended public cash offer to the shareholders of Nuevolution AB (publ) ("**Nuevolution**") to tender all their shares in Nuevolution to Amgen (the "**Offer**") for SEK 32.50 per share in cash (the "**Offer Price**").<sup>(1)</sup> Nuevolution's shares are listed on Nasdaq Stockholm, Small Cap. For more information about the Offer, including the terms and conditions of the Offer, please see Amgen's press release announcing the Offer (the "**Offer Announcement**"), available at [www.amgen.com/amgen/announcement](http://www.amgen.com/amgen/announcement).

Subsequent to Amgen's announcement of the Offer, S-E-Bankens Utvecklingsstiftelse and SEB-Stiftelsen, Skandinaviska Enskilda Bankens Pensionsstiftelse ("**SEB-Stiftelsen**"), which own approximately 7% and 5%, respectively, of the outstanding shares and votes in Nuevolution (or 3,288,306 and 2,458,009 Nuevolution shares, respectively), have under separate agreements undertaken to accept the Offer, subject to certain conditions. The irrevocable undertakings given by S-E-Bankens Utvecklingsstiftelse and SEB-Stiftelsen relate to their entire respective holdings of Nuevolution shares. The undertakings are conditional only upon the Offer being declared unconditional not later than 1 September 2019 and upon Amgen not committing any material breach of the Nasdaq Stockholm's Takeover Rules (the "**Takeover Rules**") or other laws and regulations applicable to the Offer, including the EU Market Abuse Regulation (596/2014/EU).

As set out in the Offer Announcement, Sunstone LSV Fund I K/S ("**Sunstone**"), Skandinaviska Enskilda Banken AB (publ) and Stiftelsen Industrifonden ("**Industrifonden**"), which own approximately 21%, 20% and 18%, respectively, or 59% in the aggregate, of the outstanding shares and votes in Nuevolution, have previously undertaken to accept the Offer on identical terms. Together, the irrevocable undertakings given by Sunstone, Skandinaviska Enskilda Banken AB (publ), Industrifonden, S-E-Bankens Utvecklingsstiftelse and SEB-Stiftelsen correspond to approximately 71% of the total number of shares and votes in Nuevolution (or 35,071,866 Nuevolution shares).

Information about the Offer is made available at: [www.amgen.com/amgen/announcement](http://www.amgen.com/amgen/announcement) and [www.sebgroup.com/prospectuses](http://www.sebgroup.com/prospectuses).

For further information, please contact:

**Investors:** Arvind Sood, Amgen Inc., +1 805-447-1060.

**Media:** Trish Hawkins, Amgen Inc., +1 805-447-5631.

*Amgen discloses the information provided herein pursuant to the Takeover Rules. The information was submitted for publication on 29 May 2019, 08:00 CEST.*

### Important information

This press release has been published in Swedish and English.

The Offer, pursuant to the terms and conditions presented in the Offer Announcement, is not being made to persons whose participation in the Offer requires that any additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law.

This press release is not being published in or distributed to or into and must not be mailed or otherwise distributed or sent in or into any jurisdiction in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any laws or regulations in such jurisdiction. Persons who receive this press release (including, without limitation, nominees, trustees and custodians) and are subject to the laws of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, Amgen disclaims any responsibility or liability for the violations of any such restrictions by any person. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.

The Offer is not being made, and will not be made, directly or indirectly, in or into, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa by use of mail or any other means or instrumentality of interstate or foreign commerce, or of any facilities of a national securities exchange, of Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. This includes, but is not limited to facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic transmission. The Offer cannot be accepted and shares may not be tendered in the Offer by any such use, means, instrumentality or facility of, or from within Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or by persons located or resident in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Accordingly, this press release and any documentation related to the Offer are not being and should not be mailed or otherwise transmitted, distributed, forwarded or sent in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or to any Australian, Canadian, Hong Kong, Japanese, New Zealand or South African persons or any persons located or resident or with a registered address in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa must not forward this press release or any other documents received in connection with the Offer to such persons. Amgen will not deliver any consideration from the Offer into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa.

Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported acceptance by a person located in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or any agent, fiduciary or other intermediate acting on a non-discretionary basis for a principal giving instructions from within Australia, Canada, Hong Kong, Japan, New Zealand or South Africa will be invalid and will not be accepted. Each holder of shares participating in the Offer will represent that it is not an Australian, Canadian, Hong Kong, Japanese, New Zealand or South African person, is not located in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa and is not participating in such Offer from Australia, Canada, Hong Kong, Japan, New Zealand or South Africa and that it is not acting on a non-discretionary basis for a principal that is an Australian, Canadian, Hong Kong, Japanese, New Zealand or South African person, that is located in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or that is giving an order to participate in such Offer from Australia, Canada, Hong Kong, Japan, New Zealand or South Africa.

Notwithstanding the foregoing, Amgen reserves the right to permit the Offer to be accepted by persons not resident in Sweden if, in its sole discretion, Amgen is satisfied that such transaction can be undertaken in compliance with applicable laws and regulations.

To the extent permissible under applicable law or regulation, Amgen or its brokers may purchase, or conclude agreements to purchase, shares in Nuevolution, directly or indirectly, outside of the scope of the Offer, before, during or after the period in which the Offer remains open for acceptance. This also applies to other securities which are directly convertible into, exchangeable for, or exercisable for Nuevolution shares, such as warrants. These purchases may be completed via the stock exchange at market prices or outside the stock exchange at negotiated prices. Any information on such purchases will be disclosed as required by law or regulation in Sweden.

#### **Important information to U.S. shareholders**

The Offer is being made for the shares in Nuevolution, a Swedish company. The Offer is being made in the United States pursuant to an exemption from certain U.S. tender offer rules provided by Rule 14d-1(c) under the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), in compliance with Section 14(e) of the U.S. Exchange Act and otherwise in accordance with the requirements of Swedish law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and laws. It may be difficult for U.S. shareholders to enforce their rights and any claim arising out of the U.S. federal securities laws, since Nuevolution is organized in a non-U.S. jurisdiction, and some or all of its officers and directors may be residents of a non-U.S. jurisdiction. U.S. shareholders may not be able to sue a non-U.S. company or its officers or directors in a 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 judgement. The receipt of cash pursuant to the Offer by shareholders who are U.S. taxpayers may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other tax laws. Each shareholder is urged to consult his or her independent professional adviser regarding the tax consequences of the Offer.

In accordance with normal Swedish practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Amgen and its affiliates or brokers (acting as agents for Amgen or its affiliates, as applicable) may from time to time, and other than pursuant to the Offer, directly or indirectly purchase, or arrange to purchase outside the United States, shares in Nuevolution that are the subject of the Offer or any securities that are convertible into, exchangeable for or exercisable for such shares before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Sweden, such information will be disclosed to U.S. shareholders of Nuevolution. In addition, the financial advisors to Amgen may also engage in ordinary course trading activities in securities of Nuevolution, which may include purchases or arrangements to purchase such securities.

For purposes of this section "United States" and "U.S." means the United States of America (its territories and possessions, all states of the United States of America and the District of Columbia).

#### **Forward-looking statements**

This press release contains forward-looking statements that are based on the current expectations and beliefs of Amgen. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including any statement on the outcome of the Offer and any resulting transactions, the benefits and synergies of any such transactions, the potential consequences of the Offer for those shareholders of Nuevolution who choose not to accept the Offer, future opportunities for Amgen or Nuevolution and any estimates of revenues, operating margins, capital expenditures, cash, other financial metrics, expected legal, arbitration, political, regulatory or clinical results or practices, customer and prescriber patterns or practices, reimbursement activities and outcomes and other such estimates and results. Forward-looking statements do not represent facts and involve significant risks and uncertainties, including those discussed above and more fully described in the U.S. Securities and Exchange Commission reports filed by Amgen, including its most recent annual report on Form 10-K and any subsequent periodic reports on Form 10-Q and current reports on Form 8-K. Unless otherwise noted, Amgen is providing this information as of the date of this press release and, unless required under the Takeover Rules or applicable law, does not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise. No forward-looking statement can be guaranteed and actual results may differ materially from those Amgen projects.

#### **Notes**

(1) If Nuevolution pays dividends or makes any other distributions to shareholders, for which the record date occurs prior to the settlement of the Offer, the Offer Price will be reduced accordingly.



[recommended-public-cash-offer-to-the-shareholders-of-nuevolution-300857993.html](https://www.amgen.com/~/media/Investor-Relations/2017/04/Recommended-Public-Cash-Offer-to-the-Shareholders-of-Nuevolution-300857993.html)

SOURCE Amgen