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Regulated information - Inside information

Nazareth (Belgium)/Rotterdam (The Netherlands), 11 October 2019 – 18:00 CEST

Waterland and Baltisse have successfully completed the private placement of shares of Fagron

Fagron NV (“Fagron”) has been informed by WPEF VI Holdco III BE B.V. (referred to as “Selling Shareholder”), jointly owned by Waterland Private Equity Fund VI C.V. and Baltisse NV, of the successful private placement of 9,326,245 existing ordinary shares (the “Shares”) of Fagron. This represents 12.98% of Fagron’s current outstanding capital, being the entire stake of the Selling Shareholder in Fagron. The Shares have been placed at a price of € 16.20 per Share, resulting in a placement amount of c. € 151,085,169.

Settlement will take place on 15 October 2019.

Trading of the Fagron share on Euronext Brussels and Amsterdam has been suspended since this afternoon following this private placement and will be resumed soon after the publication of this press release.

Joh. Berenberg, Gossler & Co. KG acted as Sole Bookrunner in connection with the placement.

In the event of differences between the English translation and the Dutch original of this press release, the latter prevails.

For more information

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Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the



Product Governance Requirements) may otherwise have with respect thereto, the shares the subject of this sale have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of shares may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the sale. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Sole Bookrunner will only procure investors who meet the criteria of Qualified Investors (professional clients and eligible counterparties).

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.

Joh. Berenberg, Gossler & Co. KG is acting exclusively for the Selling Shareholder and no one else in connection with the sale. In connection with such matters, Joh. Berenberg, Gossler & Co. KG, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the sale or any other matters referred to in this announcement.