

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION IN THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, SOUTH AFRICA OR JAPAN OR IN ANY OTHER JURISDICTION IN WHICH THIS WOULD BE UNLAWFUL. OTHER RESTRICTIONS APPLY – PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

Limited liability company making or having made a public appeal on savings
Textielstraat 24, 8790 Waregem, Belgium
VAT BE 0890.535.026
RLP Ghent, division Kortrijk, Belgium
(the **Company**)

An investment in the New Shares and the Scrips or the trading of the Preferential Subscription Rights involves a high degree of risk. Investors risk losing a part of or their entire investment. Investors should exclusively base an investment in the New Shares or the Scrips, or the trading of the Preferential Subscription Rights on the information included in the Prospectus. Before investing in New Shares or Scrips, or trading Preferential Subscription Rights, investors should review the Prospectus, in particular part D of the summary (as of page 11) and section 3 (Risks, as of page 33) of the Prospectus. The Offering takes place in the context of the entry by the Issuer into Long Term Waivers (see part 8 of the Prospectus) following negotiations by the Issuer with its debt providers in order to avoid potential breaches of certain of its financial covenants. The proceeds of the Offering will be used to reduce and partly reimburse the Group's indebtedness (in accordance with the arrangements described in part 13 of the Prospectus). Fagron's level of indebtedness may impact its profitability and restrict the Group's operating and financial flexibility and may place it at a disadvantage compared to less leveraged competitors. Under the Company's current financing arrangements, certain restrictions on dividend distributions are included. Changes in the reimbursement regimes of public healthcare administrations and private insurers for the Group's products have in the past and may in the future impact the Group's profitability.

Successful completion of the Offering / Completion of the Scrips Private Placement

Fagron NV (**Fagron**) announced today that further to the subscription of 94.62% of the total number of 17,105,690 new shares (the **New Shares**) offered pursuant to its rights offering in the amount of € 88,265,360.40 (the **Rights Offering**, and together with the Scrips Private Placement (as defined below) the **Offering**), an additional 5.38% of New Shares have been committed to be subscribed to following completion of the private placement of the scrips (the **Scrips Private Placement**).

The New Shares were offered at a ratio of 5 New Shares for 16 Preferential Subscription Rights (the **Ratio**), at an issue price of € 5.16 per New Share (the **Issue Price**). The 2,947,606 Preferential Subscription Rights that had not been exercised during the Subscription Period have automatically been converted into an equal number of scrips (the **Scrips**). The Scrips Private Placement took place today. In the framework of the Scrips Private Placement, WPEF VI Holdco III BE B.V. has, in accordance with its priority offering and its right of first refusal, committed to subscribe to 625,000 New Shares. Qualified investors have committed to subscribe to the remaining 296,125 New Shares.

¹ This press release was sent out by Fagron NV and Fagron BV.



Purchasers of Scrips in the Scrips Private Placement have irrevocably undertaken to subscribe to the corresponding number of New Shares at the Issue Price and in accordance with the Ratio. As a result, 100% of the Offering has been undertaken to be subscribed to.

The payment for the New Shares subscribed to with Preferential Subscription Rights and Scrips is expected to take place on 7 July 2016. Delivery of the New Shares will take place on or around 7 July 2016. The net proceeds of the sale of the Scrips (as the case may be after deduction of the relevant transaction costs and expenses and applicable taxes) to which the holders of unexercised Preferential Subscription Rights are entitled amount to € 0.73 per Scrip. This amount will be made available as of 12 July 2016.

Fagron has requested the resumption of trading of the shares of Fagron on the regulated market of Euronext Brussels and Euronext Amsterdam.

BNP Paribas Fortis NV/SA, ING Belgium SA/NV en KBC Securities NV/SA acted as Joint Global Coordinators and Joint Bookrunners.

Prospectus

The Prospectus is available in English and in Dutch and a French summary has been prepared.

Printed copies of the Prospectus, approved by the FSMA on 15 June 2015 and notified to the AFM in accordance with the European passport mechanism provided for by Directive 2003/71/EG, are made available, free of charge, at the registered office of Fagron NV (Textielstraat 24, 8790 Waregem, Belgium (via +31 88 33 11 200)). Upon request, the Prospectus is available free of charge via BNP Paribas Fortis NV/SA (+32 2 433 40 31 (DUT), +32 2 433 40 32 (FR), +32 2 433 40 34 (ENG)), ING Belgium SA/NV (+32 2 464 60 01 (DUT), +32 2 464 60 02 (FR), +32 2 464 60 04 (ENG)) and KBC Securities NV/SA (+32 78 152 153 (DUT), +32 78 152 154 (FR), +32 16 43 29 15 (ENG)).

Subject to certain restrictions (i.e., the acceptance of a disclaimer), this Prospectus is also available, on the internet at the following websites: investors.fagron.com, www.bnpparibasfortis.be/sparenenbeleggen (Dutch), www.bnpparibasfortis.be/epargneretplacer (French), www.ing.be/aandelentransacties (Dutch), www.ing.be/transactiesdacties (French), www.ing.be/equitytransactions (English), www.bolero.be/nl/fagron (Dutch), www.bolero.be/fr/fagron (French) and www.kbc.be/corporateactions.

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

For more information:

Constantijn van Rietschoten
Chief Marketing Officer

Tel. +31 6 53 69 15 85

constantijn.van.rietschoten@fagron.com



Fagron profile

Fagron is the leading global pharmaceutical compounding company, bringing customized pharmaceutical care to hospitals, pharmacies, clinics and patients in 32 countries worldwide.

The Belgian company Fagron NV is located in Waregem and is listed on Euronext Brussels and Euronext Amsterdam under the ticker symbol 'FAGR'. The operational activities of Fagron are driven by the Dutch company Fagron BV. The head office of Fagron BV is located in Rotterdam.

IMPORTANT NOTICE

Fagron NV is responsible for the information included in this announcement. This announcement is available in English and in Dutch on the website www.fagron.com.

The information included in this announcement is for background purposes only and does not purport to be full or complete. Any purchase of, or subscription for, securities of Fagron NV to be sold in the framework of the capital increase should be based on the information included in the prospectus and, as applicable, any supplements to such prospectus. The prospectus includes certain detailed information on Fagron NV and its activities, management, risks associated with investing in Fagron NV, as well as financial statements and other financial data.

This announcement is of a strict informative nature and does not constitute an offer to sell or purchase, nor the solicitation of an offer to sell or purchase, any securities of Fagron NV referred to in this announcement, in any jurisdiction whatsoever in which such offer or solicitation of an offer would be unlawful without prior registration, exemption from registration or qualification under securities law in accordance with the applicable laws or regulations in such jurisdictions.

The announcement should not be released, distributed or published in jurisdictions other than Belgium or the Netherlands, except in circumstances which are compliant with applicable laws or regulations. No steps have been or will be taken to offer securities outside of Belgium or the Netherlands in any jurisdiction in which such steps would be required. The issuance, exercise, purchase, subscription to or sale of securities could be subject to specific legal or regulatory restrictions in certain jurisdictions. Fagron NV does not assume any liability in case such restrictions would be violated by any person.

This announcement does not constitute an offer or invitation to sell or issue price, or any solicitation of an offer to purchase or subscribe for securities in Fagron NV in the United States, Australia, Canada, South-Africa, Japan or any other jurisdiction in which such offer or solicitation would be unlawful. The Fagron NV securities referred to in this announcement are not and will not be registered under the US Securities Act of 1933, as amended (the US Securities Act) or under the securities legislation of any of any state of the United States, and may not be offered, sold, resold or delivered, directly or indirectly, in the United States without such registration, except pursuant to an exemption from or in a transaction not subject to such registration requirements. Fagron NV does not intend to proceed with a public offering of its securities in the United States.

This announcement is directed only at (i) persons who are outside the United Kingdom or (ii) persons 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 (the Order) and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) (A) to (D) of the Order (all such persons together being referred to as relevant persons). Any investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

This announcement may be distributed in any member state of the European Economic Area, where no public offering will take place, which applies Directive 2003/71/EC and amendments thereto, including Directive 2010/73/EU (this Directive together with any implementing measures in any member state, the Prospectus Directive) only to those persons who are investment professionals for the purposes of the Prospectus Directive in such member state, and such other persons as this document may be addressed on legal grounds, and no person that is not a relevant person may act or rely on this document or any of its contents.

