

This is a joint press release by Al Garden B.V. and Mediq N.V. pursuant to the provisions of Article 4 and Article 17 paragraph 4 of the Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the **Decree**) in connection with the recommended all-cash public offer by Al Garden B.V. for all the issued and outstanding ordinary shares in the capital of Mediq N.V. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Mediq N.V. Any offer will be made only by means of an offer memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, Canada and Japan. Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum.



## Press Release

### Final Offer results – 99.7% of ordinary shares Mediq tendered for acceptance

#### Highlights

- **99.7% of Shares tendered for acceptance**
- **Delisting to occur on 13 March 2013**

**London, Utrecht, 12 February 2013** – Al Garden B.V. (the **Offeror**), a company ultimately indirectly controlled by funds advised and managed by Advent International Corporation (**Advent**), is pleased to announce that during the post closing acceptance period (*na-aanmeldingstermijn*) that ended on 12 February 2013 at 17:40 hours, Amsterdam time (the **Post Closing Acceptance Period**), 2,121,712 ordinary shares with a nominal value of EUR 0.25 each (the **Shares**) in the capital of Mediq N.V. (**Mediq**) were tendered for acceptance under the Offeror's recommended all-cash public offer for all the issued and outstanding Shares (the **Offer**). These Shares represent approximately 3.6% of the total number of outstanding Shares and a value (at the increased Offer Price of EUR 14.00 per Share) of EUR 29,703,968.

Together with the 56,187,125 Shares that were tendered during the initial offer period, the total number of Shares tendered for acceptance under the Offer amounts to 58,308,837 Shares, which represents approximately 99.7% of the total number of outstanding Shares and a value (at the increased Offer Price of EUR 14.00 per Share) of EUR 816,323,718. No treasury shares are held by Mediq and no Shares were acquired by the Offeror outside the Offer.

#### Settlement

With reference to the Offer Memorandum and the joint press release of the Offeror and Mediq dated 1 February 2013, Shareholders who accepted the Offer shall receive an amount in cash of EUR 14.00 per Share cum dividend (the **Offer Price**) for each Share validly tendered (or defectively tendered provided that such defect has been waived by the

Offeror) and delivered (*geleverd*) under the terms and conditions and subject to the restrictions of the Offer.

Payment of the Offer Price per Share shall occur on 13 February 2013 for those Shares that were validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) during the initial offer period or during the Post Acceptance Period up to and including 8 February 2013. Furthermore, the Offeror shall arrange for payment for the Shares that are validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) during the Post Acceptance Period after 8 February 2013 on the third Business Day after such Shares are tendered and delivered (*geleverd*).

### **Delisting**

As a result of the acquisition of more than 95% of the Shares by the Offeror, the Offeror and Mediq jointly announce that the listing and trading of the Shares on NYSE Euronext Amsterdam (**Euronext**) will be terminated.

In consultation with Euronext, it has been decided that the last day of trading of the Shares will be on 12 March 2013. This means that the termination of the listing of the Shares shall be effective as of 13 March 2013.

Reference is also made to Section 6.11.5 of the Offer Memorandum.

### **Further consequences of the Offer**

With reference to the joint press release of the Offeror and Mediq dated 1 February 2013, the Offeror will initiate a squeeze-out procedure and/or take other steps in order to acquire all Shares held by the minority Shareholders as soon as possible.

The purchase of Shares by the Offeror pursuant to the Offer will, amongst other things, reduce the number of Shareholders and the number of Shares that might otherwise trade publicly and thus likely adversely affect the liquidity and market value of the Shares not tendered.

The remaining Shareholders should carefully review Section 6.11 of the Offer Memorandum, which describes certain risks that will exist in connection with their continued shareholding in Mediq.

### **Further information**

The Offeror is making the Offer on the terms and subject to the conditions and restrictions contained in the Offer Memorandum. In addition, Mediq has made available the Position Statement, containing the information required by Article 18, paragraph 2 and Annex G of the Decree in connection with the Offer.

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum and/or the Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and the Position Statement.

Shareholders are advised to review the Offer Memorandum and the Position Statement in detail and to seek independent advice where appropriate in order to reach a reasoned judgment in respect of the Offer and the content of the Offer Memorandum and the Position Statement.

Copies of the Offer Memorandum are available free of charge at the offices of the Offeror, Mediq and the Paying and Exchange Agent and can be obtained by contacting the Offeror, Mediq or the Paying and Exchange Agent.

Digital copies of the Offer Memorandum are available on the websites of Mediq ([www.mediq.com](http://www.mediq.com)) and Advent ([www.adventinternational.com](http://www.adventinternational.com)). The Mediq and Advent websites do not constitute a part of, and are not incorporated by reference into, the Offer Memorandum. Digital copies of the Position Statement are available on the website of Mediq ([www.mediq.com](http://www.mediq.com)).

### **Restrictions**

The Offer is being made with due observance of such statements, conditions and restrictions as are included in the Offer Memorandum. The Offeror reserves the right to accept any tender under the Offer, which is made by or on behalf of a Shareholder, even if it has not been made in the manner set out in the Offer Memorandum.

The Offer is not being made, and the Shares will not be accepted for purchase from or on behalf of any Shareholder, in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms of the Offer Memorandum. Persons obtaining the Offer Memorandum are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents (to the extent applicable). Outside of the Netherlands, no actions have been taken (nor will actions be taken) to make the Offer possible in any jurisdiction where such actions would be required. In addition, the Offer Memorandum has not been filed with or recognised by the authorities of any jurisdiction other than the Netherlands. Neither the Offeror, nor Mediq nor any of their advisers assumes any responsibility for any violation by any person of any these restrictions. Any person (including, without limitation, custodians, nominees and trustees) who forwards or intends to forward the Offer Memorandum or any related document to any jurisdiction outside the Netherlands should carefully read Sections 2 and 3 of the Offer Memorandum (Restrictions and Important Information) before taking any action. The release, publication or distribution of the Offer Memorandum and any document regarding the Offer or the making of the Offer in jurisdictions other than the Netherlands may be restricted by law and therefore persons into whose possession the Offer Memorandum comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the law of any such jurisdiction. This announcement is not to be published or distributed in or to Canada or Japan.

### **United States**

The Offer is being made for the securities of a Dutch company and is subject to Dutch disclosure requirements, which differ from those of the United States. The financial information of Mediq included or referred to herein has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union and, accordingly, may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. The Offer will be made in the United States pursuant an exemption from the 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**), and otherwise in accordance with the applicable regulatory requirements in The Netherlands. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, that are different from those applicable under U.S. domestic tender offer procedures and law.

It may be difficult for U.S. holders of Shares to enforce their rights and claims arising out of the U.S. federal securities laws, since the Offeror and Mediq are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of Shares 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 judgment.

In accordance with standard Dutch practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, the Offeror or its nominees, or its brokers (acting as agents), or affiliates of the Offeror's financial advisors, may from time to time make certain purchases of, or arrangements to purchase, Shares outside of the United States, other than pursuant to the Offer, 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 required in the Netherlands, any information about such purchases will be announced by press release in accordance with Article 13 of the Decree and posted on the website of Advent at [www.adventinternational.com](http://www.adventinternational.com).

**Canada and Japan**

The Offer is not, directly or indirectly, being made in or into, or by use of the mailing systems of, or by any means or instrumentality (including, without limitation, electronic mail, post, telephone, facsimile, telex or electronic transmission) of interstate or foreign commerce of, or of any facility of a securities exchange of Canada and Japan, and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within Canada or Japan.

Accordingly, the Offer Memorandum and any related documents are not being and must not be mailed or otherwise distributed or sent in or into Canada or Japan or to such persons in their capacity of custodians, trustees, or nominees holding Shares for Canadian and Japanese persons. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) must not distribute or send them into such jurisdictions and doing so will render invalid any relevant purported acceptance of the Offer.

**For more information**

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**About Advent International**

Founded in 1984, Advent is one of the world's leading global buyout firms, with offices in 16 countries on four continents. A driving force in international private equity for more than 28 years, Advent has built an unparalleled global platform of over 170 investment professionals

across Western and Central Europe, North America, Latin America and Asia. The firm focuses on international buyouts, strategic repositioning opportunities and growth buyouts in five core sectors, including healthcare, working actively with management teams to drive revenue growth and earnings improvements in portfolio companies. Since inception, Advent has raised € 28 billion in private equity capital and, through its buyout programmes, has completed over 280 transactions in 35 countries.

For more information, visit [www.adventinternational.com](http://www.adventinternational.com).

### **About Mediq**

Mediq is an international company delivering pharmaceuticals, medical devices and related care services. The patient is at the centre of everything we do. Mediq delivers via three channels: direct to people's homes (Direct), via hospitals, nursing homes and other healthcare institutions (Institutional) and via Mediq Pharmacies. Mediq operates in 15 countries. Its head office is located in Utrecht, the Netherlands. The company was founded in 1899 and has around 8,300 employees. Mediq is listed on Euronext Amsterdam. Mediq reported € 2.7 billion net sales in 2011.

For more information see [www.mediq.com](http://www.mediq.com).