

Viatis Announces Expiration and Results of Any and All Cash Tender Offers



NEWS PROVIDED BY
Viatis Inc. →
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PITTSBURGH, Sept. 10, 2024 /PRNewswire/ -- Viatis Inc. (NASDAQ: **VTRS**, "Viatis" or the "Company") announced today that the previously announced cash tender offers (the "Any and All Tender Offers" and each, an "Any and All Tender Offer") of Viatis and its subsidiary Mylan Inc. ("Mylan" and, together with Viatis, the "Offerors" and each, an "Offeror") for any and all of the outstanding 1.650% Senior Notes due 2025 issued by Viatis (the "Viatis Notes") (CUSIP No. 92556VAB2/ISIN US92556VAB27) and any and all of the outstanding 2.125% Senior Notes due 2025 issued by Mylan (the "Mylan Notes" and, together with the Viatis Notes, the "Any and All Notes") (ISIN XS1801129286/Common Code No. 180112928) expired at 5:00 p.m., New York City time, on September 10, 2024. According to information provided by Global Bondholder Services Corporation, the tender and information agent for the Any and All Tender Offers, \$431,981,000 aggregate principal amount of the Viatis Notes and €208,100,000 aggregate principal amount of the Mylan Notes were validly tendered and not validly withdrawn prior to or at the expiration of the Any and All Tender Offers. This amount excludes \$164,000 aggregate principal amount of the Viatis Notes and none of the Mylan Notes, respectively, tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, dated September 4, 2024 (the "Offer to Purchase"), and the related notice of guaranteed delivery provided in connection with the Any and All Tender Offers, which remain subject to the holders' performance of the delivery requirements under such procedures. The obligations of the applicable Offeror to accept any of the applicable Any and All Notes tendered and to pay the consideration for such Any and All Notes are subject to satisfaction or waiver of certain conditions and other terms set forth in the Offer to Purchase. If the conditions are satisfied or waived, the Offerors expect to pay for such Any and All Notes on September 16, 2024 (the "Any and All Settlement Date").

Holders of Any and All Notes that validly tendered and did not validly withdraw their Any and All Notes prior to the expiration of the applicable Any and All Tender Offer are expected to receive total consideration of \$977.66 for each \$1,000 principal amount of Viatis Notes tendered and accepted for payment or €994.12 for each €1,000 principal amount of Mylan Notes tendered and accepted for payment, in each case plus accrued and unpaid interest up to but not including the Any and All Settlement Date. The Company and Mylan, respectively and as applicable, currently intend to (but are not obligated to) cause the applicable indenture corresponding to any remaining Viatis Notes to be satisfied and discharged in accordance with the terms thereof and solely with respect to the Viatis Notes and redeem any remaining Mylan Notes in accordance with the terms of the applicable indenture corresponding to the Mylan Notes.

The Offerors intend to fund the purchase of the applicable Any and All Notes with cash on hand.

The Offerors have retained Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC as lead dealer managers for the Any and All Tender Offer of the Viatris Notes and Barclays Bank PLC, Citigroup Global Markets Inc. and J.P. Morgan Securities plc as lead dealer managers for the Any and All Tender Offer of the Mylan Notes (collectively, the "Dealer Managers"). The Offerors have retained Global Bondholder Services Corporation as the tender and information agent for the Any and All Tender Offers. For additional information regarding the terms of the Any and All Tender Offer of the Viatris Notes, please contact: Barclays Capital Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect); Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect) or J.P. Morgan Securities LLC at (866) 834-4666 (toll-free) or (212) 834-3554 (collect). For additional information regarding the terms of the Any and All Tender Offer of the Mylan Notes, please contact: Barclays Bank PLC at + 44 20 3134 8515; Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect) or J.P. Morgan Securities plc at +44 20 7134 2468 (collect). Requests for documents and questions regarding the tendering of securities may be directed to Global Bondholder Services Corporation by telephone at (212) 430-3774 (for banks and brokers only) or (855) 654-2015 (for all others, toll-free), by email at contact@gbsc-usa.com or to the Dealer Managers at their respective telephone numbers. Copies of the Offer to Purchase and other documents relating to the Any and All Tender Offers (including the Notice of Guaranteed Delivery) may also be obtained at www.gbsc-usa.com/viatris/.

This announcement is for information purposes only and does not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. The Any and All Tender Offers are being made only pursuant to the Offer to Purchase and only in such jurisdictions as is permitted under applicable law.

Forward-Looking Statements

This release contains "forward-looking statements". These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include, without limitation, those relating to settlement dates, total consideration and the satisfaction or waiver of certain conditions to the Any and all Tender Offers. Forward-looking statements may often be identified by the use of words such as "will", "may", "could", "should", "would", "project", "believe", "anticipate", "expect", "plan", "estimate", "forecast", "potential", "pipeline", "intend", "continue", "target", "seek" and variations of these words or comparable words. Because forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: the possibility that the Company may not realize the intended benefits of, or achieve the intended goals or outlooks with respect to, its strategic initiatives (including divestitures, acquisitions, or other potential transactions) or move up the value chain by focusing on more complex and innovative products to build a more durable higher margin portfolio; the possibility that the Company may be unable to achieve intended or expected benefits, goals, outlooks, synergies, growth opportunities and operating efficiencies in connection with divestitures, acquisitions, other transactions, or restructuring programs, within the expected timeframes or at all; with respect to divestitures, failure to realize the total transaction values or proceeds, including as a result of any purchase price adjustment or a failure to achieve any conditions to the payment of any contingent consideration; goodwill or impairment charges or other losses, including but not limited to related to the divestiture or sale of businesses or assets; the Company's failure to achieve expected or targeted future financial and operating performance and results; the potential impact of public health outbreaks, epidemics and pandemics; actions and decisions of healthcare and pharmaceutical regulators; changes in relevant laws, regulations and policies and/or the application or implementation thereof, including but not limited to tax, healthcare and pharmaceutical laws, regulations and policies globally (including the impact of recent and potential tax reform in the U.S. and pharmaceutical product pricing policies in China); the ability to attract, motivate and retain key personnel; the Company's liquidity, capital resources and ability to obtain financing; any regulatory, legal or other impediments to the Company's ability to bring new products to market, including but not limited to "at-risk launches"; success of clinical trials and the Company's or its partners' ability to execute on new product opportunities and develop, manufacture and commercialize products; any changes in or difficulties with the

Company's manufacturing facilities, including with respect to inspections, remediation and restructuring activities, supply chain or inventory or the ability to meet anticipated demand; the scope, timing and outcome of any ongoing legal proceedings, including government inquiries or investigations, and the impact of any such proceedings on the Company; any significant breach of data security or data privacy or disruptions to our IT systems; risks associated with having significant operations globally; the ability to protect intellectual property and preserve intellectual property rights; changes in third-party relationships; the effect of any changes in the Company's or its partners' customer and supplier relationships and customer purchasing patterns, including customer loss and business disruption being greater than expected following an acquisition or divestiture; the impacts of competition, including decreases in sales or revenues as a result of the loss of market exclusivity for certain products; changes in the economic and financial conditions of the Company or its partners; uncertainties regarding future demand, pricing and reimbursement for the Company's products; uncertainties and matters beyond the control of management, including but not limited to general political and economic conditions, inflation rates and global exchange rates; and inherent uncertainties involved in the estimates and judgments used in the preparation of financial statements, and the providing of estimates of financial measures, in accordance with U.S. GAAP and related standards or on an adjusted basis. For more detailed information on the risks and uncertainties associated with Viatris, see the risks described in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2023, as amended, and our other filings with the SEC. You can access Viatris' filings with the SEC through the SEC website at www.sec.gov or through our website, and Viatris strongly encourages you to do so.

About Viatris

Viatris Inc. (NASDAQ: **VTRS**) is a global healthcare company uniquely positioned to bridge the traditional divide between generics and brands, combining the best of both to more holistically address healthcare needs globally. With a mission to empower people worldwide to live healthier at every stage of life, we provide access at scale, currently supplying high-quality medicines to approximately 1 billion patients around the world annually and touching all of life's moments, from birth to the end of life, acute conditions to chronic diseases. With our exceptionally extensive and diverse portfolio of medicines, a one-of-a-kind global supply chain designed to reach more people when and where they need them, and the scientific expertise to address some of the world's most enduring health challenges, access takes on deep meaning at Viatris. We are headquartered in the U.S., with global centers in Pittsburgh, Shanghai and Hyderabad, India.

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