



## Media Release

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27 April 2017

### Publication of the definitive notice of the end result of Actelion tender offer

- Transaction remains on track to close towards the end of the second quarter of 2017

**ALLSCHWIL, SWITZERLAND – 27 April 2017** – Actelion Ltd (SIX: ATLN) today announced that Janssen Holding GmbH, a Swiss subsidiary of Johnson & Johnson, published the definitive notice of the end result of its all-cash public tender offer in Switzerland to acquire all publicly held shares of Actelion Ltd for \$280 per share, payable in US dollars, per the offer prospectus of February 16, 2017.

At the expiration of the additional acceptance period on April 21, 2017, 16:00 hrs CEST, a total of 99,303,760 Actelion shares were tendered, corresponding to 92.51% of the 107,339,642 Actelion shares covered by the tender offer. Including the Actelion shares tendered, Janssen and Actelion, a person acting in concert with Janssen, held as of the end of the additional acceptance period 100,665,760 Actelion shares, corresponding to 92.62% of the voting rights and the share capital of Actelion (including the Actelion shares issued until the end of the additional acceptance period out of Actelion's conditional capital due to the exercise of awards under Actelion's equity plans).

According to SIX Swiss Exchange's media release of April 24, 2017, Actelion will be excluded from the SMI<sup>®</sup> blue-chip index with effect from May 3, 2017.

Based on the current understanding of the regulatory approval proceedings in different jurisdictions, the settlement of the tender offer is expected to occur, subject to the satisfaction of all relevant conditions to the tender offer, including regulatory approvals, towards the end of the second quarter of 2017.

As previously announced, as part of the transaction, Actelion will spin out its drug discovery operations and early-stage clinical development assets into a newly created Swiss biopharmaceutical company, Idorsia Ltd. The shares of Idorsia are expected to be distributed to Actelion's shareholders as a dividend in kind and listed on the SIX Swiss Exchange on the day of the settlement of the tender offer. An affiliate of Janssen Holding GmbH will initially hold 16 percent of the shares of Idorsia Ltd and have rights to potentially increase to 32 percent through a convertible note.

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## **NOTES TO THE EDITOR**

### **ABOUT ACTELION LTD**

Actelion Ltd. is a leading biopharmaceutical company focused on the discovery, development and commercialization of innovative drugs for diseases with significant unmet medical need.

Actelion is a leader in the field of pulmonary arterial hypertension (PAH). Our portfolio of PAH treatments covers the spectrum of disease, from WHO Functional Class (FC) II through to FC IV, with oral, inhaled and intravenous medications. Although not available in all countries, Actelion has treatments approved by health authorities for a number of specialist diseases including Type 1 Gaucher disease, Niemann-Pick type C disease, Digital Ulcers in patients suffering from systemic sclerosis, and mycosis fungoides type cutaneous T-cell lymphoma.

Founded in late 1997, with now over 2,500 dedicated professionals covering all key markets around the world including Europe, the US, Japan, China, Russia and Mexico, Actelion has its corporate headquarters in Allschwil / Basel, Switzerland. Actelion shares are currently traded on the SIX Swiss Exchange (ticker symbol: ATLN) as part of the Swiss blue-chip index SMI (Swiss Market Index SMI®). All trademarks are legally protected.

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### **NOTE TO INVESTORS CONCERNING FORWARD-LOOKING STATEMENTS**

This press release contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995 regarding the potential transaction between Johnson & Johnson and Actelion Ltd. The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations and projections of Johnson & Johnson and Actelion. Risks and uncertainties include, but are not limited to: the satisfaction of closing conditions for the transaction, including clearance by relevant merger control authorities and the receipt of regulatory approvals for the transaction; the possibility that the transaction will not be completed in the expected timeframe or at all; the potential that the expected benefits and opportunities of the transaction, if completed, may not be realized or may take longer to realize than expected; challenges inherent in product research and development, including the uncertainty of clinical success and obtaining regulatory approvals; uncertainty of commercial success for new and existing products; economic conditions, including currency exchange and interest rate fluctuations; competition, including technological advances, new products and patents attained by competitors; changes to applicable laws and regulations, including tax laws and domestic and foreign health care reforms; adverse litigation or government action; changes in behavior and spending

patterns or financial distress of purchasers of health care products and services; and trends toward health care cost containment. In addition, if and when the transaction is consummated, there will be risks and uncertainties related to the ability of the Johnson & Johnson family of companies to successfully integrate the products, employees/operations and clinical work of Actelion, as well as the ability to ensure continued performance or market growth of Actelion's products. A further list and description of these risks, uncertainties and other factors and the general risks associated with the respective businesses of Johnson & Johnson and Actelion can be found in Johnson & Johnson's publicly available filings with the U.S. Securities and Exchange Commission, and Actelion's publicly available filings on its website. Copies of these filings, as well as subsequent filings, are available online at [www.sec.gov](http://www.sec.gov), [www.jnj.com](http://www.jnj.com), [www.actelion.com](http://www.actelion.com) or on request from Johnson & Johnson or Actelion. Neither Johnson & Johnson nor Actelion undertakes to update any forward-looking statement as a result of new information or future events or developments.

#### **IMPORTANT ADDITIONAL INFORMATION**

This release is for informational purposes only and does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer, to purchase or subscribe for any registered shares in Actelion or Actelion's ADSs, nor shall it form the basis of, or be relied on in connection with, any contract there for. Shareholders of Actelion are urged to read the offer documents which are or will be available at <http://www.investor.jnj.com/publictenderoffer.cfm>.

#### **OFFER RESTRICTIONS**

The public tender (öffentliches Kaufangebot) offer described in the offer prospectus (the Offer) is not being made and will not be made, directly or indirectly, in any country or jurisdiction in which such an Offer would be considered unlawful or otherwise violate any applicable laws or regulations, or which would require Johnson & Johnson or any of its direct or indirect subsidiaries to change or amend the terms or conditions of the Offer in any material way, to make an additional filing with any governmental, regulatory or other authority or take additional action in relation to the Offer. It is not intended to extend the Offer to any such country or jurisdiction. Any such documents relating to the Offer must neither be distributed in any such country or jurisdiction nor be sent into such country or jurisdiction, and must not be used for the purpose of soliciting the purchase of securities of Actelion by any person or entity resident or incorporated in any such country or jurisdiction.

#### **NOTICE TO U.S. HOLDERS**

The Offer described in this communication is being made for the registered shares of Actelion, a Swiss corporation (Aktiengesellschaft) whose shares are listed on the SIX Swiss Exchange (SIX), and is subject to Swiss disclosure and procedural requirements, which are different from those of the United States of America (U.S.). The Offer is being made in the U.S. pursuant to Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934, as amended (the U.S. Exchange Act), subject to the exemptions provided by Rule 14d-1 and Rule 14e-5 under the U.S. Exchange Act and any exemptions from such requirements granted by the U.S. Securities and Exchange Commission (the SEC), and otherwise in accordance with the requirements of Swiss law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and laws. U.S. holders of registered

shares of Actelion (Actelion Shares) are encouraged to consult with their legal, financial and tax advisors regarding the Offer.

The shareholders of Actelion should review the offer prospectus (the Offer Prospectus) and all other Offer documents carefully.

According to the laws of Switzerland, Actelion Shares tendered into the Offer may generally not be withdrawn after they are tendered except under certain circumstances, in particular if a competing offer for the Actelion Shares is launched.

In accordance with the laws of Switzerland and subject to applicable regulatory requirements, Johnson & Johnson and its subsidiaries and affiliates or their respective nominees or brokers (acting as agents for Johnson & Johnson, its subsidiaries or affiliates) may from time to time after the date of the Offer Prospectus, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase Actelion Shares or any securities that are convertible into, exchangeable for or exercisable for Actelion Shares from shareholders of Actelion who are willing to sell their Actelion Shares outside the Offer from time to time, including purchases in the open market at prevailing prices or in private transactions at negotiated prices, and shall comply with applicable laws and regulations in Switzerland and applicable U.S. securities regulation and pursuant to exemptive relief granted by the SEC from Rule 14e-5 under the U.S. Exchange Act. Any such purchases will not be made at prices higher than the offer price or on terms more favorable than those offered pursuant to the Offer unless the offer price is increased accordingly. Any information about such purchases or arrangements to purchase will be publicly disclosed in the U.S. on Johnson & Johnson's website to the extent that such information is made public in accordance with the applicable laws and regulations of Switzerland. In addition, the financial advisor to Actelion and, subject to applicable Swiss and U.S. regulation and pursuant to exemptive relief granted by the SEC from Rule 14e-5 under the U.S. Exchange Act, the financial advisor to Johnson & Johnson and its affiliates may also engage in ordinary course trading activities in securities of Actelion, which may include purchases or arrangements to purchase such securities.

It may be difficult for U.S. holders to enforce their rights and any claim arising out of U.S. securities laws, since the Offeror and Actelion are located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. holders may not be able to sue a non-U.S. company or its officers or directors in a U.S. or 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.

The receipt of cash pursuant to the Offer by a U.S. holder of Actelion Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local laws, as well as foreign and other tax laws. In addition, the receipt of shares of Idorsia Ltd pursuant to the demerger distribution by a U.S. holder of Actelion Shares may be taxable as a dividend for U.S. federal income tax purposes and under applicable U.S. state and local laws, as well as foreign and other tax laws. Each shareholder of Actelion is urged to consult his or her independent professional advisor immediately regarding the tax consequences of an acceptance of the Offer. Neither the SEC nor any securities commission of any State of the U.S. has (a) approved or disapproved of the Offer, (b) passed upon the merits or fairness of the Offer, or (c) passed upon the adequacy or accuracy of the disclosure in the Offer Prospectus. Any representation to the contrary is a criminal offence in the U.S.

**AMERICAN DEPOSITARY SHARES AND AMERICAN DEPOSITARY RECEIPTS**

Johnson & Johnson, its subsidiaries and affiliates are aware that there are “unsponsored” American Depositary Receipt Programs concerning Actelion Shares. The Offer is not being made for American Depositary Shares representing Actelion Shares (ADSs), nor for American Depositary Receipts evidencing such ADSs (ADRs). However, the Offer is being made for the Actelion Shares that are represented by the ADSs. Holders of ADSs and ADRs are encouraged to consult with the appropriate depository regarding the tender of Actelion Shares that are represented by ADSs. Johnson & Johnson, its subsidiaries and affiliates are unaware of whether any respective depository will make arrangements to tender the underlying Actelion Shares into the Offer on behalf of holders of ADSs or ADRs.

Holders of ADSs may present their ADSs to the appropriate depository for cancellation and (upon compliance with the terms of the deposit agreements relating to the “unsponsored” American Depositary Receipt Program concerning Actelion Shares, including payment of the depository’s fees and any applicable transfer fees, taxes and governmental charges) delivery of Actelion Shares to them, in order to become shareholders of Actelion. The Offer may then be accepted in accordance with its terms for the Actelion Shares delivered to holders of ADSs upon such cancellation. Holders of ADSs should be aware, however, that in order to tender in this manner, they may need to have an account in Switzerland into which the Actelion Shares can be delivered.