Appendix 1

# Appendix to Official Offer Document regarding takeover bid to shareholders of Actavis Group hf. made on 1st June 2007

On 1 June 2007, Novator eignarhaldsfélag ehf (the "Offeror") made an offer to acquire all the outstanding Class A shares in the capital of Actavis Group hf. not already held by companies affiliated with the Offeror or held in treasury (the "Offer"). The Offer was made to all holders of Class A shares of Actavis Group hf. The Offeror has now decided to improve the terms of its Offer (the "Revised Offer") the details of which are outlined in this appendix.

Shareholders are recommended to refer to the Official Offer Document issued on 1 June 2007 (the "Original Offer Document") and read this appendix alongside it. Unless and to the extent amended by this appendix, the terms and conditions of the Revised Offer are as set forth in the Original Offer Document.

Unless otherwise stated, all defined terms used in this appendix shall bear the meanings given to them in the Original Offer Document.

## Increased offer price

The offer price is increased from EUR 0.98 to EUR 1.075 in cash for each Class A share, free from any pledges and encumbrances (the "Increased Offer Price").

## Potential additional cash payment

The Offeror commits to make an additional cash payment in respect of each Class A share to holders of Class A shares who accept the Offer or the Revised Offer ("Accepting Shareholders") in the event the Offeror makes a Disposal (as defined below) of 10% or more of the Class A shares in Actavis held by it following Completion (as defined below) to an unrelated third party at a price higher than the Increased Offer Price (the "Higher Sale Price"), during the twelve months after the Revised Offer becomes unconditional in all respects in accordance with its terms, or is otherwise completed in accordance with Act No. 33/2003 on Securities Transactions ("Completion").

A "Disposal" shall mean any disposal, sale or transfer of the Class A shares or of any interest in the Class A shares held by the Offeror (including of shares in any group holding company or successor entity of Actavis) and shall include any grant of warrants or options to acquire such shares, acceptance of a takeover offer, merger, disposal of material assets of Actavis, or a flotation of any company holding substantially all the assets which are currently held by Actavis. A "Disposal" shall exclude any issue of shares or options to acquire shares to employees of Actavis, any intra-group restructuring, as well as any security interests granted over the shares.

The Offeror shall pay the difference between the Higher Sale Price and the Increased Offer Price (net of any reasonable transaction costs) to Accepting Shareholders, such payment to be pro rata on a per share basis (the "Additional Cash Payment").

The Offeror shall notify all Accepting Shareholders no later than 5 business days after such a Disposal has been completed. Any Additional Cash Payment due to Accepting Shareholders will be made in cash in EUR no later than 10 business days following the completion of such Disposal.

In the event that any Accepting Shareholder disputes the amount of the Additional Cash Payment, he or she must serve a written notice on the Offeror, stating the reasons for such dispute, within 28 business days after receipt of an Additional Cash Payment. Following receipt of such notice from an Accepting Shareholder, the amount of the Additional Cash Payment shall then be referred for independent determination by auditors from either KPMG, PricewaterhouseCoopers, Ernst & Young or Deloitte & Touche (the "Independent Auditor"), based upon such methodology that the Independent Auditor deems reasonable (the "Determined Amount"). The Independent Auditor, which will be appointed by the Offeror, will disclose the Determined Amount to all of the Accepting Shareholders, and such determination shall then be binding upon the Offeror and all Accepting Shareholders. If the Determined Amount is higher than the Additional Payment, the Offeror will make a payment of the difference between the Determined Amount and the Additional Cash Payment in cash in EUR to all Accepting Shareholders pro rata on a per share basis within 10 business days of such determination.

2 Appendix

#### **Conditions**

The Revised Offer is conditional upon: a) the receipt of a unanimous recommendation by the independent directors of the board of Actavis to holders of the outstanding Class A shares to accept the Revised Offer; and b) each independent director of the board of Actavis who is also a holder of Class A shares giving an irrevocable undertaking to the Offeror (in a form acceptable to the Offeror) that he will accept the Revised Offer in respect of the Class A shares held by him or on his behalf. All other conditions set out in Chapter VII of the Original Offer Document continue to apply.

## Acceptance and payment

Shareholders who wish to accept the Revised Offer, should declare their acceptance by signing the acceptance form, which has been sent to their address as registered in the share registry of Actavis, and send it back, properly completed, to Landsbanki Islands hf. at Hafnarstraeti 5, 155 Reykjavik, Iceland, "c/o Actavis Offer", in the reply envelope provided. Shareholders can also accept the Revised Offer by sending the acceptance form, properly completed, by fax to +(354) 410 3002 or enter Landsbanki's website, www. landsbanki.is, and use the access information provided in the letter to Actavis's shareholders.

Payment for shares in respect of which acceptances are received will be made in the form of cash in EUR and deposited into the respective shareholder's bank account specified in the acceptance form.

Shareholders who have already accepted the Offer must send an acceptance form in respect of the Revised Offer if they wish to accept the Revised Offer. If any such shareholder does not submit an acceptance form in respect of the Revised Offer, the Offeror reserves the right to treat its acceptance of the Offer as a valid acceptance of the Offer, rather than of the Revised Offer.

### Validity period

The Revised Offer is valid until 16:00 on 9 July 2007. Acceptance of the Revised Offer must be received by Landsbanki Islands hf., Hafnarstraeti 5, 155 Reykjavik, Iceland, prior to the expiry of the validity period. The Offeror reserves the right to determine whether acceptance forms which are received after the validity period has lapsed will be accepted.

Save to the extent amended by this appendix, the Revised Offer is subject to the same rights and conditions as are detailed in the Original Offer Document.

Reykjavik, 23 June 2007





Novator eignarhaldsfélag ehf.

Landsbanki Corporate Finance.