



Not for release, publication or distribution in the United States, Australia, Canada or Japan.

NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THE PRESS RELEASE.

Dermapharm Holding SE sets price range at EUR 26.00 to EUR 30.00 per share for its IPO

- » Primary offering of 3,840,000 shares to fund growth strategy and recent acquisition
- » Secondary offering by current shareholder of 9,615,000 shares, including a potential over-allotment, intended to create a free float of approx. 25%
- » Offer period to commence on January 29, 2018 and expected to end on February 8, 2018
- » First day of trading on Prime Standard expected on February 9, 2018

Grünwald, January 26, 2018 – Dermapharm Holding SE (together with its consolidated subsidiaries, “Dermapharm”), a leading manufacturer of patent-free branded pharmaceuticals for selected markets in Germany, sets price range for its envisaged IPO resulting in expected total size of the offering between approx. EUR 350 million and approx. EUR 404 million.

The offering will comprise a total of 13,455,000 ordinary bearer shares with no par value (*Stückaktien*), consisting of 3,840,000 new shares from a capital increase and 7,860,000 existing shares offered by the current shareholder. In addition, up to 1,755,000 shares from the holdings of the current shareholder may be allocated through over-allotments (the “Greenshoe Option”). Assuming that all new shares are placed and the Greenshoe Option is fully exercised, post-IPO free float would amount to approx. 25% of Dermapharm’s share capital.

The offer period will commence on January 29, 2018 and is expected to end on February 8, 2018. The price range was set at EUR 26.00 to EUR 30.00 per share. The final offer price will be determined based on a bookbuilding process.

Dermapharm CEO Dr. Hans-Georg Feldmeier says: “Dermapharm is a family-owned company that opens up to the capital market. We are looking forward to the planned IPO as a consequent step on our growth path.”

Assuming a full placement of all primary shares, Dermapharm would generate primary gross proceeds of between approx. EUR 100 million and approx. EUR 115 million. The company currently plans to use these proceeds as follows: approx. EUR 35 million on in-house developments and an expansion of Dermapharm’s manufacturing facilities in Brehna, Germany and a new manufacturing facility in Neumarkt am Wallersee, Austria, approx. EUR 20 million on Dermapharm’s efforts to increase its international footprint, and between approx. EUR 40 million and EUR 50 million on the partial refinancing of a bridge loan provided to partially finance the acquisition of Trommsdorff. Dermapharm obtained antitrust approval for this transaction sooner than expected, was consequently able to close the acquisition on January 23, 2018 and has proceeded with the integration of Trommsdorff. Dermapharm currently intends to spend any remaining proceeds on general corporate purposes.



Not for release, publication or distribution in the United States, Australia, Canada or Japan.

Dermapharm intends to list its shares on the regulated market segment of the Frankfurt Stock Exchange with simultaneous admission to the Prime Standard under the German securities code (WKN) A2GS5D, the international securities identification number (ISIN) DE000A2GS5D8 and the ticker symbol DMP. The first day of trading is expected for February 9, 2018. Dermapharm has agreed to a lock-up period of six months and its current sole shareholder, family-owned Themis Beteiligungs-Aktiengesellschaft, has agreed to a lock up period of twelve months.

Berenberg is acting as Sole Global Coordinator and Sole Bookrunner and ODDO BHF as Co-Lead Manager for the offering.

The securities prospectus that has been approved by the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* (BaFin)) as well as further information about Dermapharm are available at ir.dermapharm.de.

Contact

cometis AG
Claudius Krause
Phone: 0611-20585528
Email: ir@dermapharm.de

About Dermapharm Holding SE

Dermapharm - Pharmaceutical Excellence "Made in Germany"

Dermapharm is a leading manufacturer of patent-free branded pharmaceuticals for selected markets in Germany. Founded in 1991, the company is based in Grünwald near Munich and has its main manufacturing facility in Brehna near Leipzig. The company's integrated business model comprises in-house development, in-house production and distribution of pharmaceuticals and other healthcare products for specifically targeted markets by a medical and pharmaceutical sales force. Dermapharm holds approx. 900 marketing authorizations (*Arzneimittelzulassungen*) for more than 200 active pharmaceutical ingredients, which are reflected in a broad assortment of products. This assortment makes the company unique. In addition to Germany, the company's core markets also include Austria and Switzerland. The company plans to further expand its international presence. Dermapharm's business model also includes a parallel import business, which operates under the "axicorp" brand. Based on revenues, Dermapharm was among the top four parallel import companies in Germany in 2016.

With a consistent development strategy and numerous successful product and company acquisitions over the past 25 years, Dermapharm has continuously optimized its business and provided external growth impulses in addition to organic growth. From 2014 to 2016, revenues grew to EUR 444.5 million at a CAGR of 6.6%. In 2016, the company generated EBITDA of EUR 102.7 million, which corresponds to an EBITDA margin of 23.1% and a CAGR from 2014 to 2016 of 19.1%. EUR 96.4 million of EBITDA was attributable to the branded pharmaceuticals and other healthcare products business area. Accordingly, the EBITDA margin for this business area amounted to 46.2%.

Dermapharm intends to continue this profitable growth course in the future. The company is focusing on three strategic growth drivers: in-house development of new products, increase of its international footprint and further acquisitions. These include the acquisition of the pharmaceuticals manufacturer and distributor Trommsdorff in January 2018, whose portfolio includes the well-known brands Keltican® forte and Tromcardin® complex.



Not for release, publication or distribution in the United States, Australia, Canada or Japan.

DISCLAIMER:

These materials may not be published, distributed or transmitted in the United States, Canada, Australia or Japan. These materials do not constitute an offer of securities for sale or a solicitation of an offer to purchase securities (the "Securities") of Dermapharm Holding SE (the "Company") in the United States, Australia, Canada or any other jurisdiction in which such offer or solicitation is unlawful. The Securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan subject to certain exceptions.

The Securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The Securities of the Company have not been, and will not be, registered under the Securities Act. There will be no public offering of the securities in the United States. Any sale in the United States of the Securities mentioned in this communication will be made solely to "qualified institutional buyers" as defined in, and in reliance on, Rule 144A under the Securities Act.

This publication constitutes neither an offer to sell nor a solicitation to buy securities Dermapharm Holding SE. The offer is being made solely by means of, and on the basis of, the published securities prospectus (including any amendments thereto, if any). An investment decision regarding the publicly offered securities of Dermapharm Holding SE should only be made on the basis of the securities prospectus. The securities prospectus has been approved by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)) and is available free of charge from Dermapharm Holding SE, Lil-Dagover-Ring 7, 82031 Grünwald, Germany, or on the Dermapharm Holding SE website.

In the United Kingdom, this document is only being distributed to and is only directed at persons who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) through (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

In connection with the placement of the offer shares Joh. Berenberg, Gossler & Co. KG will act as the stabilization manager (the "Stabilization Manager") and may, as Stabilization Manager, and acting in accordance with legal requirements (Article 5 para. 4 and 5 of the Market Abuse Regulation (EU) No 596/2014 in conjunction with Articles 5 through 8 of the Commission Delegated Regulation (EU) 2016/1052), make over-allotments and take stabilization measures to support the market price of the Company's shares and thereby counteract any selling pressure.

The Stabilization Manager is under no obligation to take any stabilization measures. Therefore, stabilization may not necessarily occur and may cease at any time. Such measures may be taken on the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) from the date when trading in the shares of the Company is commenced on the regulated market segment (regulierter Markt) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) and must be terminated no later than 30 calendar days after this date (the "Stabilization Period"). Stabilization transactions aim at supporting the market price of the Company's shares during the Stabilization Period. These measures may result in the market price of the Company's shares being higher than would otherwise have been the case. Moreover, the market price may temporarily be at an unsustainable level.