



CORPORATE PRESENTATION

Analyst Call Q1/2017

May 11, 2017



REASONED JOINT STATEMENT: STADA RECOMMENDS THE ACCEPTANCE OF THE TAKEOVER OFFER SUBMITTED BY BAIN CAPITAL / CINVEN (1/2)

The Executive Board and Supervisory Board have carefully reviewed the takeover offer submitted by Bain Capital / Cinven and published their Reasoned Joint Statement on May 11, 2017.

Consideration

A total consideration of Euro 66.00 per STADA share is appropriate

- **Significant premium on relevant share prices**
 - 13.3% on the last share price before the announcement (April 7, 2017)
 - 48.9% on the last share price that was possibly unaffected by concrete takeover speculation (December 9, 2016)
- **The implicit EBITDA multiple of 12.3x EV / EBITDA 2017E is significantly higher than STADA's historic average multiples** (last 12 months: 10.2x; last 3 years: 8.7x)
- This assessment is supported by **Fairness Opinions from Deutsche Bank, Evercore and Perella Weinberg Partners.**

Note: We refer readers to the published version of the Reasoned Joint Statement of the Executive Board and the Supervisory Board (<https://www.stada.com/investor-relations/takeover-offer.html>) for detailed information on the assessment of the consideration and the derivation of the individual premiums and multiples shown here as well as the intentions of the bidder.

REASONED JOINT STATEMENT: STADA RECOMMENDS THE ACCEPTANCE OF THE TAKEOVER OFFER SUBMITTED BY BAIN CAPITAL / CINVEN (2/2)

Intentions

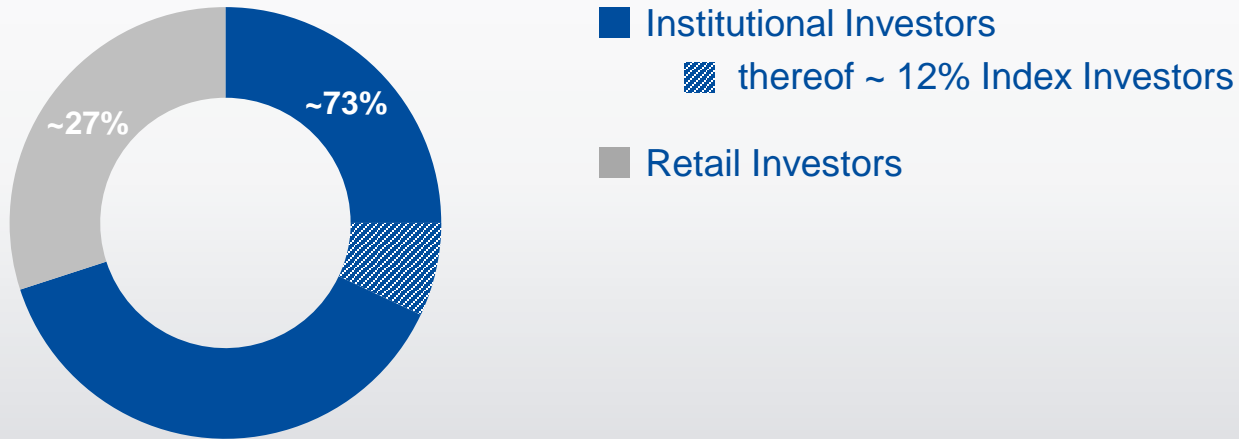
The Executive Board and Supervisory Board support the intentions of the bidder expressed in the offer document

- **Measures and targets correspond to the commitments agreed in the Investment Agreement**
 - Strengthen the business of the STADA Group
 - Generate growth
 - Support management in implementing its strategy
- **The commitments made by the bidder with respect to the employees are particularly important to the Executive Board and Supervisory Board**
 - There will be no staff reduction measures Group-wide for the next four years beyond the staff cuts planned by the Executive Board.
 - Furthermore: The bidder will refrain in full from business-related layoffs of industrial employees in Germany until January 1, 2020

The Executive Board and Supervisory Board each recommend that STADA shareholders accept the takeover offer

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CURRENT SHAREHOLDER STRUCTURE



Source: Orient Capital. Shareholder analysis based on share register as of May 10, 2017.

Q1/2017: STRONG START INTO THE YEAR

Group sales & earnings

- Increase in all key earnings figures – reported and adjusted

Generics

- Continued growth in sales and earnings
- Particularly strong acq. based growth in Serbia
- Further adjusted segment margin improvement (up 60bps)

Branded products

- Double-digit sales growth
- Particularly strong growth in Russia
- Significant increase in segment earnings

Cash flow

- Operating cash flow, free cash flow and free cash flow adjusted significantly improved

Leverage

- Net debt further reduced
- Leverage now at 2.5 (December 31, 2016: 2.8)

Strong pipeline

- 186 product introductions in Q1 (branded and generics)

GENERICS

KEY HIGHLIGHTS

» Strong growth in Serbia based on first-time consolidation effect of a wholesaler and change in distribution model (direct sales)

» Reorganization of STADApHarm and cell pharm in Germany expected to be completed in July

» Key product launches in Q1/2017: RUPATADIN, Olmesartan, Bimatoprost, Perindopril/Erbumine/Amlodipin and Olmesartan/HCT



Generics business remains attractive core business

BRANDED PRODUCTS

KEY HIGHLIGHTS

» Strong sales in Russia due to positive price and volume effects

» Good growth of established brands and numerous launches (internationalization of brands) incl. Fultium in Belgium and Portugal, Ombe drink (Lactoflora) in Austria, Flexitol in France, Daosin in Spain

» Reorganization of STADA GmbH and STADAvita in Germany expected to be completed in July

» Internationalization of branded products well on track

FINANCIAL OVERVIEW

Group results

| €m | Q1/2017 | Q1/2016 | Δ |
|--------------------------------|---------|---------|------|
| Sales | 566.3 | 497.1 | +14% |
| Sales (adj.) ¹ | 538.4 | 496.7 | +8% |
| EBITDA | 108.6 | 85.2 | +27% |
| EBITDA (adj.) ² | 108.5 | 92.1 | +18% |
| Financial result | -9.6 | -12.6 | +23% |
| Income taxes | 15.2 | 11.8 | +28% |
| Net Income | 49.2 | 29.6 | +66% |
| Net Income (adj.) ² | 53.3 | 40.1 | +33% |

1) Adjusted for currency and portfolio effects. 2) Adjusted for special items.

Note: In connection with planned capital market transactions by the bidders as part of the takeover offer, the figures for the first quarter of 2017 are the subject of an external review, the result of which was not yet available at the time of publication.

GENERICS

Segment results

| €m | Q1/2017 | Q1/2016 | Δ |
|----------------------------|---------|---------|--------|
| Sales | 325.9 | 307.2 | +6% |
| Sales (adj.) ¹ | 311.6 | 306.8 | +2% |
| EBITDA (adj.) ² | 69.4 | 63.6 | +9% |
| Margin (adj.) ² | 21.3 | 20.7 | +60bps |

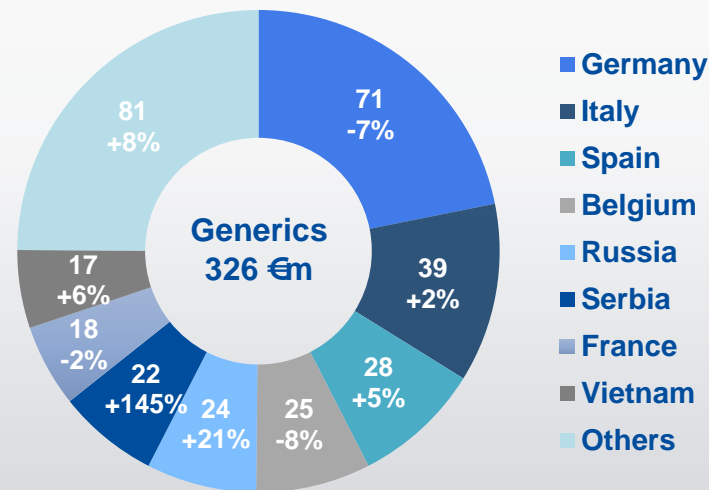
1) Adjusted for currency and portfolio effects. 2) Adjusted for special items.

GENERICS

Q1 segment sales

- » **Germany: lower sales reflect selected tender approach and stronger focus on profitability**
- » **Russia: decrease in adjusted numbers due to termination of contract manufacturing of one product**
- » **Serbia: strong increase due to first-time consolidation effect of a wholesaler and increased focus on direct sales**
- » **Belgium: slight decrease due to lower order volumes in March**

Sales by country Q1/2017 in €m



BRANDED PRODUCTS

Segment results

| €m | Q1/2017 | Q1/2016 | Δ |
|----------------------------|---------|---------|---------|
| Sales | 240.4 | 189.8 | +27% |
| Sales (adj.) ¹ | 226.8 | 189.8 | +19% |
| EBITDA (adj.) ² | 57.0 | 48.2 | +18% |
| Margin (adj.) ² | 23.7 | 25.4 | -140bps |

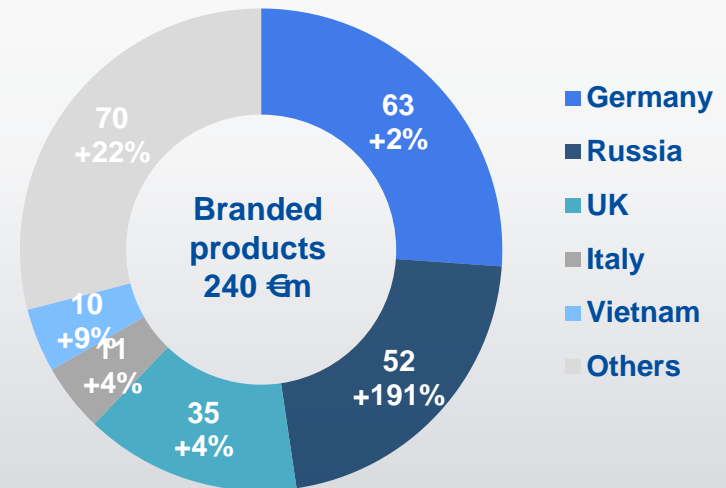
1) Adjusted for currency and portfolio effects. 2) Adjusted for special items.

BRANDED PRODUCTS

Q1 segment sales

- **Germany:** growth mainly due to new product launches and price increases for major products
- **Russia:** strong growth due to increased volume effects
- **UK:** good flu season and nice growth of established and recently acquired brands

Sales by country Q1/2017 in €m



CASH FLOW DEVELOPMENT

| €m | Q1/2017 | Q1/2016 | Δ |
|---|--------------|--------------|--------------|
| Operating cash flow | 59.5 | 47.2 | +26% |
| Capex (maintenance and other minor investments net of disposals) | -20.1 | -27.2 | |
| Free cash flow (adj.)¹ (before dividends) | 39.4 | 20.0 | +96% |
| Acquisitions net of disposals | -13.9 | -14.1 | |
| Free cash flow (before dividends) | 25.5 | 5.9 | +328% |

1) Adjusted for significant investments, acquisitions and disposals.

NET DEBT/EBITDA (ADJ.)



Net debt improved by 23.4 €m to 1,094.8 €m (December 31, 2016: 1,118.2 €m)

** Before acquisitions and potential takeover.*

GROUP GUIDANCE 2017 CONFIRMED

Target

Sales adj.¹

€2,280 - 2,350m

EBITDA adj.²

€430 - 450m

Net income adj.²

€195 - 205m



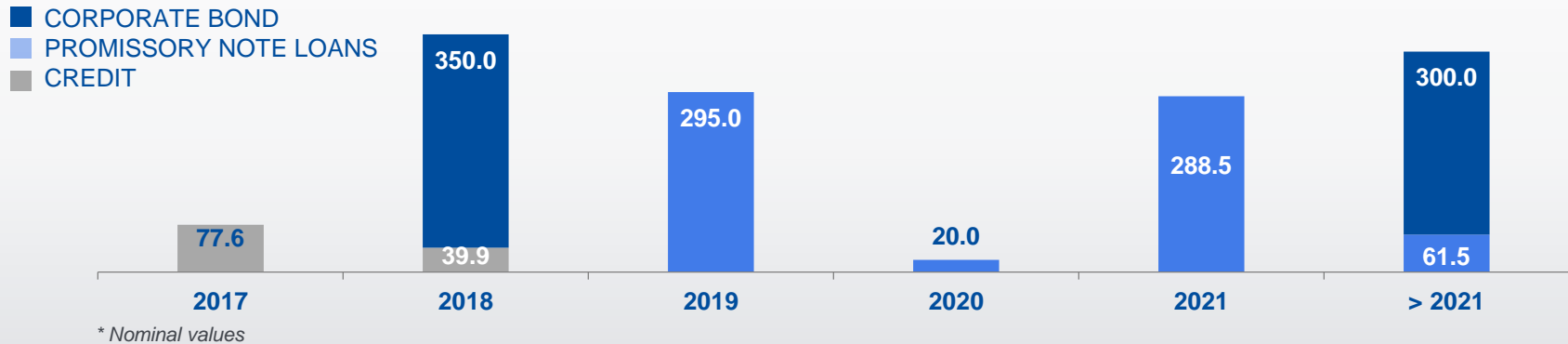
**Well on track to meet
Full-Year Guidance**

1) Adjusted for currency and portfolio effects. 2) Adjusted for special items.

APPENDIX

FINANCING STRUCTURE

Remaining terms of financial liabilities as of March 31, 2017 in €m



- Net debt/adj.¹ EBITDA: 2.5 (1-3/2016: 3.3)²)
- Cash and cash equivalents: 334.5 €m (December 31, 2016: 352.6 €m)
- Access to firmly committed credit lines from banking partners for many years

1) Adjusted for special items.

2) Linear extrapolation of the adjusted EBITDA of the reporting period on a full year basis.

RECONCILIATION Q1/2017

| in € million ¹ | Q1/2017 reported | Impairments / write-ups on fixed assets | Effects from purchase price allocations and product acquisitions ² | Q1/2017 adjusted |
|--|------------------|---|---|------------------|
| EBITDA | 108.6 | - | -0.1 | 108.5 |
| Balance from depreciation/amortization and impairments/write-ups on intangible assets (including goodwill), property, plant and equipment and financial assets | 30.9 | -0.7 | -4.6 | 25.6 |
| Financial income and expenses | -10.9 | - | - | -10.9 |
| Income taxes | 15.1 | 0.3 | 0.7 | 16.1 |
| Result distributable to non-controlling shareholders | 2.5 | - | 0.1 | 2.6 |
| Result distributable to shareholders of STADA Arzneimittel AG (net income) | 49.2 | 0.4 | 3.7 | 53.3 |

1) As a result of the presentation in € million, deviations due to rounding may occur in the tables.

2) Relates to additional scheduled depreciation and other measurement effects due to purchase price allocations as well as significant product acquisitions taking financial year 2013 as basis.

FINANCIAL CALENDAR / CONTACT

Financial Calendar 2017

| | |
|------------------|--|
| August 3, 2017 | Publication of the first six months of 2017 results |
| August 30, 2017 | Annual General Meeting 2017 |
| November 9, 2017 | Publication of the first nine months of 2017 results |

Please note that these dates could be subject to change.

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The Executive Board of STADA Arzneimittel AG
Dr. M. Wiedenfels (Chairman), H. Kraft, Dr. B. Piening