

Press Release relating to the filing of a draft circular by

STALLERGENES



IN RESPONSE TO THE PROPOSED TAKEOVER BID INITIATED BY
ARES LIFE SCIENCES I S.A.R.L.¹



CONCERNING STALLERGENES SHARES



This press release was prepared by Stallergenes and is published pursuant to the provisions of Article 231-26 of the General Regulations of the Autorité des Marchés Financiers (“AMF” hereafter).

The proposed takeover bid, the draft circular of Ares Life Sciences I S.A.R.L, as well as Stallergenes’ draft circular in response to the bid are subject to review by the AMF.

¹ Ares Life Sciences I S.A.R.L. is a limited liability company governed by Luxembourg Law with share capital of €12,500, whose registered office is located at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg and whose registration on the Register of Trade and Companies of Luxembourg is pending.

1 PRESENTATION OF THE BID

Pursuant to Title III, Book II and more specifically Articles 232-1 and subsequent and Article 234-2 of the AMF General Regulations, Ares Life Sciences I Sarl, a company governed by Luxembourg Law, whose registered office is located at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Luxembourg (the "**Bidder**" or "**Ares Life Sciences**" hereafter), offers to irrevocably buy from the shareholders of Stallergenes S.A, a limited company with share capital of € 13,276,425, whose registered office is located at 6 rue Alexis de Tocqueville, 92160, Antony, France, registered on the Register of Trade and Companies of Nanterre under the number 393 709 860 ("**Stallergenes**" or the "**Company**" hereafter), whose shares are listed for trading on the Eurolist market (compartment B) of the Euronext Paris stock exchange ("**Euronext Paris**") under ISIN code FR0000065674, all of their shares, in accordance with the conditions specified hereafter (the "**Bid**" hereafter).

The Bid follows the acquisition by Ares Life Sciences of 6,081,496 Stallergenes shares from the Wendel Group on 16 November 2010, representing 45.81% of the Company's share capital on that date.

The Bid concerns all Stallergenes shares not yet held directly or indirectly by the Bidder on the date this Bid was filed, being 7,194,929 shares (as well as shares liable to be issued during the Bidding period as a result of the exercise of the 89,787 stock options issued by Stallergenes).

The 25,000 shares allocated free of charge by Stallergenes within the last two years are not included in the Bid (they will only be vested at the end of the said two-year period, barring exceptional cases due to the death or disability of beneficiaries).

However, it is specified that in the event certain free shares were definitely vested during the Bidding period, due to the death or disability of a beneficiary (pursuant to Articles L. 225-197-1 and subsequent of the Commercial Code), the said free shares may be contributed to the Bid.

The Paris branch of Deutsche Bank AG ("**Deutsche Bank**" hereafter), in its capacity as sponsor of the Bid, filed the proposed Bid with the AMF on behalf of the Bidder on 15 December 2010. In accordance with the provisions of Article 231-13 I of the AMF General regulations, Deutsche Bank guarantees the substance and irrevocable nature of the commitments undertaken by the Bidder within the framework of the Bid.

Ares Life Sciences is not considering implementing a share withdrawal bid or a compulsory delisting of Stallergenes shares after the Bid, pursuant to the conditions specified in Article 237-14 of the AMF General Regulations. In the event Ares Life Sciences were to hold more than 95% of the share capital following the Bid, Ares Life Sciences plans to reconvey its shares in the Company to a French company owned by Ares Life Sciences group.

On the opening date of the Bid, the Bidder will hold less than 50% of the share capital and voting rights in Stallergenes. As a consequence, the Bid will follow the standard procedure, in accordance with the provisions of Articles 232-1 and subsequent of the AMF General Regulations. The Bid will thus be carried out in two stages: an initial bid, followed after its completion by a re-opening bid, in accordance with the provisions of Article 232-4 of the AMF General Regulations.

2 INDEPENDENT EXPERT'S OPINION

The Board of Directors of the Company appointed Ledouble SA, represented by Dominique Ledouble and Olivier Cretté, as independent experts, on the basis of Article 261-1 of the AMF General Regulations. Ledouble SA's conclusions regarding the Bid are as follows:

"Following the completion of our work, we note that assessing the price of the Bid is difficult, for the following reasons:

- 1. During the current transition period, the Bidder and the Target Company's management have not yet finalised the definition of the strategy to be implemented within the framework of a single governance, which probably explains the unresolved differences of opinion on the value of Stallergenes' current activities.*
- 2. The planned US operation is only in its early stages and was not modelled in the business plans that were submitted to us by Stallergenes' management. We are therefore not in a*

position to assess the potential value of the US operation, as no development plan was submitted to us.

3. *Records of Wendel's search for partners show that they materialised in a maximum price of € 59 per share, following a long and relatively open process.*
4. *Market expectations for the Stallergenes share, as reflected by price targets, today still remain above € 70 per share.*
5. *Lastly, it should be noted that :*
 - *on the one hand, shareholders have freedom of choice, as the Company will remain listed and the float should remain substantial.*
 - *on the other hand, the Bid, originating from a financial investor, does not include the potential synergies or strategic premium that an industrial purchaser would be in a position to offer.*

Among the circumstances listed above, we note that the € 59 Bid price is within a range that includes the management's estimate of the US project and matches the price of the takeover transaction, which was carried out following a structured disposal process. Therefore, we are of the opinion that the price of the Bid represents a fair price for shareholders who wish to benefit from the liquidity being offered".

3 SUBSTANTIATED OPINION OF THE BOARD OF DIRECTORS OF STALLERGENES

In accordance with the provisions of Article 231–19 of the AMF General Regulations, the members of the Board of Directors of the Company met on 13 December 2010 in order to review the proposed Bid and issue a substantiated opinion on the merits of the Bid for the Company, its shareholders and its employees. The members of the Board of Directors, except for Paola Ricci, Christian Chavy, Patrick Lee and Jacques Theurillat had also met on 7 December 2010 to acquaint themselves with the draft circulars of both the Bidder and the Company, as well as the draft report prepared by Ledouble SA.

All members of the Board of Directors attended the 13 December 2010 meeting.

The meeting was chaired by Albert Saporta in his capacity as Chairman and Chief Executive Officer of the Company.

The Directors made themselves familiar with the following documents:

- the draft circular prepared by the Bidder, as filed with the AMF on 15 December 2010, containing in particular (i) the latter's grounds and motivations and (ii) a summary of the elements used to assess the price of the Bid, as prepared by Deutsche Bank, the bank acting as sponsor of the Bid;
- the report prepared by Ledouble SA, represented by Dominique Ledouble and Olivier Cretté in their capacity as independent experts (the "**Independent Expert**");
- the Company's draft circular in response to the Bid and the "Other Information" document required by Article 231–28 of the AMF General Regulations.

After reviewing the documents, the Directors exchanged opinions on all these elements and noted that:

- Ares Life Sciences I S.A.R.L. intends to keep the Company independent from other investments managed by the Ares Life Sciences team;
- Ares Life Sciences I S.A.R.L. plans to contribute its experience in the pharmaceutical industry with a view to providing the Company with the necessary resources to continue its international expansion;

- Since Ares Life Sciences does not operate in the field of allergy, there are no specific plans for a merger or synergies with other investments managed by the Ares Life Sciences team;
- Ares Life Sciences I S.A.R.L. does not forecast any change in the size of the Company's workforce or in Stallergenes' recruitment and human resources policy;
- Ares Life Sciences I S.A.R.L. intends to maintain the individual or collective benefits granted to Company employees, including the profit-sharing and bonus schemes;
- Ares Life Sciences I S.A.R.L. does not plan any restructuring or relocation, more specifically in relation to the Company's R&D and production sites in Antony and Amilly;
- Ares Life Sciences I S.A.R.L. intends to rely on the current management team and personnel of the Company in order to continue developing the latter, recognising that this team and personnel were able to bring Stallergenes to its current position;
- The price of the Bid is € 59;
- The price of the Bid compares favourably to certain valuation criteria presented in the summary prepared by Deutsche Bank and in the Independent Expert's report;
- The Independent Expert's findings underline that *“the € 59 Bid price is within the management's estimate of the US project and matches the price of the takeover transaction, which was carried out following a structured disposal process”*. The findings also specify that the Expert is *“of the opinion that the price of the bid represents a fair price for shareholders who wish to benefit from the liquidity being offered”*;
- The price of the Bid represents an immediate liquidity opportunity under favourable conditions for all Company shareholders, in particular as this price results from the competitive disposal of a significant block of shares.

The Board of Directors also duly noted the fact that the Bidder does not plan (i) to launch a share withdrawal bid and/or a compulsory withdrawal following the Bid or (ii) to delist Company shares.

The Board of Directors, having made itself familiar with (x) the terms and conditions of the Bid, (y) the grounds and motivations of the Bidder and (z) the valuation factors specified in the summary prepared by Deutsche Bank and the report of the Independent Expert, after deliberation, considers that the Bid is in the interest of the Company, its shareholders and its employees, and that it constitutes a favourable disposal opportunity for shareholders who wish to benefit from immediate liquidity. However the Directors consider that the price of the Bid may not fully reflect the long-term growth potential of the Stallergenes share.

In addition, the Board of Directors decided not to contribute the 18,491 treasury shares held by the Company to the Bid, since these shares have been allocated to stimulating the secondary market and share liquidity as part of the liquidity contract entered into by the Company.

Albert Saporta has expressed his intention to contribute 42,000 shares to the Bid. Following this transaction, and taking account of the exercise of his stock options, he will retain 114,000 shares of the Company and will no longer hold exercisable options. Louis Champion has expressed his intention to contribute 72,000 shares to the Bid. Following this transaction, and taking account of the exercise of some of his stock options, he will retain 44,799 shares of the Company and will no longer hold exercisable options. Michel Dubois has expressed his intention to contribute 12,792 shares to the Bid. Following this transaction, he will retain 5,750 shares of the Company.

4 ADDITIONAL INFORMATION ABOUT THE COMPANY

Updates about information the Company wishes to be brought to the general public's attention on the date of this press release are provided hereafter.

Oralair®

The results of the fourth year of the long-term phase III clinical trial (VO53.06) on Oralair®, a sublingual allergen immunotherapy tablet for the treatment of rhino-conjunctivitis to grass pollens, demonstrated Oralair's efficacy was retained one year after the treatment ceased. Due to these results, a request for the extension of the indication to the long-term effect will be filed as a European Mutual Recognition procedure (MRP). In accordance with the recommendations of an independent expert committee (*Data Safety Monitoring Board*), the clinical trial will continue in 2011 in order to assess the remanence effect after two years without treatment.

Actair®

After consultation with the PEI (German biologic product regulatory agency), Stallergenes confirms that the marketing authorisation application for Actair®, a sublingual allergen immunotherapy tablet for the treatment of allergic rhinitis to house dust mites, will be filed in Germany in the first quarter of 2011. This application will be supplemented by the results of the phase III paediatric trial, expected in the first half of 2011, and may lead to obtaining a marketing authorisation at the end of 2012 for Germany and at the end of 2013 for other European countries.

2010 and 2011 outlook

The level of sales noted to the end of November 2010 allows the Company to confirm a guidance for growth in excess of 10% for the full year, as well as a significant increase in earnings due to stabilised R&D costs during the year and income received following the signing of the partnership agreement with Shionogi & Co., Ltd. in Japan.

However, Stallergenes expects growth to slowdown in 2011, due to a weak 2010 pollen season for grasses and trees, as well as the full-year effect of the 10% regulatory price reduction in Germany, applicable since last August, and increased competitive pressure in France. Due to the combination of these factors, a sales growth rate of 5 to 7% is forecast for the full year 2011. Good management of R&D costs as part of the partnership in Japan should nonetheless enable Stallergenes to maintain operating profit as a percentage of sales to a level close to 20%.

5 AVAILABILITY OF DOCUMENTS RELATING TO THE BID AND INVESTOR RELATIONS

The draft circular prepared by Stallergenes in response to the Bid is available on the AMF website (www.amf-france.org), on Stallergenes' website (finance.stallergenes.com) and is available to the general public, free of charge, at Stallergenes' registered office located at 6, rue Alexis de Tocqueville, 92160 Antony, France.

In accordance with the provisions of Article 231–28 of the AMF General Regulations, information relating to Stallergenes' specific features, in particular of a legal, financial and accounting nature will be made public the day before the opening day of the Bid at the latest.

A notice will be published at the latest the day before the opening day of the Bid in a financial newspaper circulated throughout France in order to inform the general public of the availability of this information.