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## Acquisition of LVL Medical: signing of Sale and Purchase Agreements (SPAs)

*regulated information*

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As stated in the announcement of June 8, 2012, and following the information and consultation process involving the employees concerned at Air Liquide and LVL Médical Groupe SA (LVL Médical), Air Liquide announces the signing of the sale and purchase agreements (SPAs) for 70.49% of the share capital of **LVL Médical** from the controlling shareholders of the company, who are acting in concert, at a price of **€30.89 per share**.

The acquisition of a controlling stake in LVL Médical will be followed by the **filing by Air Liquide of a simplified public tender offer** (and, possibly, by a compulsory squeeze-out) on the remaining LVL Médical share and subscription warrants or BSAARs\*, in accordance with applicable rules. Prior to the acquisition by Air Liquide, LVL Médical's German activities will be acquired by the Lavorel Family, the majority shareholder.

The acquisition of the block of shares from the controlling shareholders should take place after the conditions precedent have been met and at the latest on October 5, 2012. The whole transaction should be completed during Q4 2012.

**Once finalised, the transaction will transfer ownership to Air Liquide of LVL Médical's French activities, for a net investment amount\*\* of €316 million.** LVL Médical is an historical player in the **home healthcare sector** in France, with **50,000 patients** served throughout the country. The company employs **750 people** in France and 2011 sales in France totaled **€104 million**.

*\* subscription warrants or BSAARs: redeemable warrants to subscribe or purchase shares*

*\*\* enterprise value after the divestiture of LVL Médical's German activities*

\*\*\*\*\*Transaction details\*\*\*\*\*

- *Air Liquide, the Lavorel Family, and in particular Mr Lavorel, Chairman and CEO, and other concerted parties which together control LVL Médical, have signed the SPAs for the purchase by Air Liquide of shares making up a controlling block of a total of 70.49% of the share capital of LVL Médical.*
- *The acquisition by Air Liquide will be conditional on LVL Médical obtaining a fairness opinion, to be provided on the Air Liquide offer by an independent expert appointed by the company (Bellot Mullenbach et Associés) and on the Air Liquide offer being recommended by LVL Médical's Board of Directors. The acquisition is not subject to any other condition precedent.*
- *The acquisition will be completed, once the conditions precedent have been met, as soon as the authorisation from the French competition authority is obtained, or at the latest on October 5, 2012.*
- *Immediately after the sale of the controlling block of shares in LVL Médical to Air Liquide, the Laval family will acquire LVL Médical Germany from LVL Médical, for a total amount of €80m (Bellot Mullenbach issued a fairness opinion on the financial terms of this disposal on June 14, 2012).*
- *The acquisition of a controlling stake in LVL Médical by Air Liquide will be followed by the filing of a simplified public tender offer on the remaining LVL Médical BSAARs\*.*
- *Air Liquide offered the sellers a price in cash of €30.89 per share. This offer translates into an equity value for LVL Médical of €307m, on the basis of a net debt of approximately €89m as of March 31, 2012, ie, a global enterprise value of €396m of which €316m for the French activities kept by Air Liquide, and €80m for the German activities acquired by the Lavorel Family. The offered price of €30.89 per share implies a premium of 90% compared to the closing share price of LVL Médical as of June 7, 2012 (the day before the announcement).*
- *The simplified public tender offer on the remaining LVL Médical shares and BSAARs\* (possibly followed by a compulsory squeeze-out) at the same price of €30.89 per share and a price per BSAAR\* based on the offered price, ie €13.2 per BSAAR\* (subject to the declaration of conformity by the AMF), could be completed during Q4 2012.*

**Air Liquide is the world leader in gases for industry, health and the environment**, and is present in **80 countries** with **46,200 employees**. Oxygen, nitrogen, hydrogen and rare gases have been at the core of Air Liquide's activities since its creation in 1902. Using these molecules, Air Liquide continuously reinvents its business, anticipating the needs of current and future markets. The Group innovates to enable progress, to achieve dynamic growth and a consistent performance.

**Innovative technologies** that curb polluting emissions, lower industry's energy use, recover and reuse natural resources or develop the energies of tomorrow, such as hydrogen, biofuels or photovoltaic energy... Oxygen for hospitals, home healthcare, fighting nosocomial infections... Air Liquide combines many products and technologies to develop valuable applications and services not only for its customers but also for society.

**A partner for the long term**, Air Liquide relies on employee commitment, customer trust and shareholder support to pursue its vision of sustainable, competitive growth. The **diversity** of Air Liquide's teams, businesses, markets and geographic presence provides a solid and sustainable base for its development and strengthens its ability to push back its own limits, conquer new territories and build its future.

**Air Liquide explores the best that air can offer to preserve life, staying true to its Corporate Social Responsibility and sustainable development approach**. In 2011, the Group's revenues amounted to **€14.5 billion**, of which more than 80% were generated outside France. Air Liquide is listed on the Paris Euronext stock exchange (compartment A) and is a member of the CAC 40 and Dow Jones Euro Stoxx 50 indexes.