

IK Investment Partners acquires a majority of the shares of Vemedia



Category

Press Releases

Share

IK Investment Partners together with CEO Yvan Vindevogel agreed to acquire a majority of the shares of Vemedia, a leading European OTC producer and distributor, and IK Investment Partners intends to launch a voluntary and conditional bid on the remaining shares and warrants

Funds advised by IK Investment Partners ('IK') have entered into an agreement to acquire a majority of the shares in Vemedia Pharma NV ('Vemedia'), one of Europe's leading suppliers and distributors of over the counter ('OTC') medicines in the specialist areas of sleeping & calming products and vitamins (the 'Acquisition').

The Acquisition agreement was entered into with the three largest shareholders of Vemedia following a competitive auction process run by ING and Michel Dyens & Co. Bank Degroof was acting as advisor to IK. The selling shareholders are Damier NV, controlled by Vemedia's CEO Yvan Vindevogel, Indufin Capital Partners (an investment company jointly owned by listed investment company Luxempart and investment company De Eik) and Leeward Ventures (controlled by private investors), who represent a total of 78,4% of the shares of Vemedia. Yvan Vindevogel, Vemedia's CEO, will re-invest together with IK.

IK intends to launch a voluntary and conditional cash offer (the 'Intended Offer') for the remaining securities, i.e. all shares (21,6%) and warrants that it will not already own upon closing of the Acquisition. The Intended Offer will be based on a price per share of EUR 2.80 and an equivalent price per warrant. The offer price is equal to the price paid by IK in the context of the Acquisition.

IK's Intended Offer will be subject to the completion of the Acquisition, which itself is subject among others to merger filings, to no material adverse change having occurred with respect to the financial situation or prospects of Vemedia and to IK having acquired, upon completion of the Intended Offer and the Acquisition, at least 95% of the outstanding shares of Vemedia.

Vemedia, headquartered in Kortrijk, Belgium, sells, markets and distributes OTC medicines and pharmacy raw materials in selected European markets. Approximately 80% of its sales are in the Netherlands and Belgium, but Vemedia also generates significant sales in Italy, Spain and Portugal.

The company has been at the forefront of consolidation in the highly fragmented market for OTC medicines and has made a total of ten acquisitions over the last six years under CEO and majority shareholder Yvan Vindevogel.

The transaction should allow Vemedia to further develop, with the support of IK, its leading positions in sleeping & calming medicines in several European markets as well as in vitamins in the Netherlands. In addition, Vemedia aims to develop and strengthen its positions in selected other OTC categories.

This announcement is not a formal binding tender offer under the Royal Decree of the Belgian Law dated April 27, 2007 on public take-over bids. The eventual announcement or not of a formal binding offer depends on a number of conditions including the obtaining of irrevocable tender commitments from other shareholders to tender their shares in the Offer for at least 11.6% of the outstanding shares of Vemedia.

If these conditions are fulfilled, a formal binding offer will be announced, and IK will file the required documentation, including the bid prospectus, with the Belgian Financial Services and Markets Authority as soon as possible. In the event that for any reason these conditions would not be fulfilled, IK will immediately issue a further public announcement to that effect.

Remko Hilhorst, Partner at IK and advisor to the IK2007 Fund, said: *"Vemedia's strong track record in acquisitions, its market leading position in several OTC categories and its science based approach to navigating the regulatory landscape puts it in an ideal position to benefit from accelerating consolidation."*

Yvan Vindevogel, CEO at Vemedia, said: *"Over the last six years, we have developed leading positions in sleeping and calming medicines and in vitamins and grown the business significantly. We believe that with IK's help we can continue to build those market positions in key EU markets, as well as adding to our product portfolio in new and existing markets."*