

Thermo Fisher Scientific Prices Offering of Euro-Denominated Senior Notes

WALTHAM, Mass., March 30, 2020 /PRNewswire/ -- Thermo Fisher Scientific Inc. (NYSE: TMO) ("Thermo Fisher") announced today that it has priced an offering of €1.2 billion aggregate principal amount (the "Offering") of the following euro-denominated notes:

- €600 million aggregate principal amount of its 1.750% senior notes due 2027 (the "2027 notes"), at the issue price of 99.190% of their principal amount, and
- €600 million aggregate principal amount of its 2.375% senior notes due 2032 (the "2032 notes"), at the issue price of 98.940% of their principal amount.

The Offering is expected to close on or about April 2, 2020, subject to customary closing conditions. The notes will pay interest on an annual basis.

Thermo Fisher intends to use the net proceeds of the Offering to pay a portion of the consideration for Thermo Fisher's previously announced acquisition of QIAGEN N.V., a public limited liability company organized under the laws of The Netherlands ("QIAGEN"), including the repayment of indebtedness of QIAGEN, and for general corporate purposes, which may include the acquisition of companies or businesses, repayment and refinancing of debt (which may include our Floating Rate 2-Year Senior Notes due August 7, 2020), working capital and capital expenditures or the repurchase of our outstanding equity securities. As previously announced, Thermo Fisher expects to complete the QIAGEN transaction during the first half of 2021, subject to the satisfaction of customary closing conditions, including the receipt of applicable regulatory approvals, the adoption of certain resolutions relating to the transaction at an Extraordinary General Meeting of QIAGEN's shareholders, and completion of the tender offer to purchase all issued ordinary shares of QIAGEN.

The joint book-running managers for the Offering are J.P. Morgan Securities plc, Morgan Stanley & Co. International plc, Merrill Lynch International, and Citigroup Global Markets Limited and, in the case of the 2027 notes, Credit Suisse Securities (Europe) Limited, MUFG Securities EMEA plc and U.S. Bancorp Investments, Inc., and in the case of the 2032 notes, BNP Paribas, HSBC Bank plc and SMBC Nikko Capital Markets Limited.

The Offering is being made pursuant to an effective registration statement on Form S-3 filed with the U.S. Securities and Exchange Commission (the "SEC"). Prospective investors should read the prospectus forming a part of that registration statement and the prospectus supplement related to the Offering and the other documents that Thermo Fisher has filed with the SEC for more complete information about Thermo Fisher and the Offering. These documents are available at no charge by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, Thermo Fisher, the underwriters or any dealer participating in the Offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities plc collect at +44-207-134-2468, Morgan Stanley & Co. International plc toll-free at 1-866-718-1649, Merrill Lynch International toll-free at 1-800-294-1322 or Citigroup Global Markets Limited toll-free at 1-800-831-9146.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the notes, nor shall there be any offer, solicitation or sale of the notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation

Reform Act of 1995, including, but not limited to, statements about Thermo Fisher's intended use of proceeds and the anticipated timing of the closing of the proposed QIAGEN acquisition. These statements involve a number of risks and uncertainties that could cause actual results to differ materially from currently anticipated results, including risks and uncertainties relating to capital markets conditions and completion of the Offering. Additional important factors and information regarding Thermo Fisher's business that could cause actual results to differ materially from those indicated by such forward-looking statements are set forth in the prospectus and prospectus supplement dated March 30, 2020 related to the Offering, which is on file with the SEC and available in the "Investors" section of our website under the heading "SEC Filings," and the documents incorporated by reference into the prospectus and prospectus supplement. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if circumstances change and, therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

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