

Thermo Fisher Scientific Prices Offering of Euro-Denominated Senior Notes

WALTHAM, Mass., Nov. 9, 2021 /PRNewswire/ -- Thermo Fisher Scientific Inc. (NYSE: TMO) ("Thermo Fisher") announced today that it has priced an offering of €2.8 billion aggregate principal amount (the "Offering") of the following euro-denominated notes, which will be issued by Thermo Fisher Scientific (Finance I) B.V., its indirect, wholly owned finance subsidiary:

- €1,700,000,000 aggregate principal amount of its floating rate senior notes due 2023 (the "floating rate notes"), at the issue price of 100.744% of their principal amount,
- €550,000,000 aggregate principal amount of its 0.000% senior notes due 2023 (the "2023 notes"), at the issue price of 100.321% of their principal amount, and
- €550,000,000 aggregate principal amount of its 0.000% senior notes due 2025 (the "sustainability notes" and together with the floating rate notes and the 2023 notes, the "notes"), at the issue price of 99.868% of their principal amount.

The Offering is expected to close on or about November 18, 2021, subject to customary closing conditions. The notes will be fully and unconditionally guaranteed by Thermo Fisher. The floating rate notes will pay interest quarterly.

Thermo Fisher intends to use the net proceeds from the sale of the floating rate notes and the 2023 notes to pay a portion of the cash consideration payable for the pending acquisition of PPD, Inc. ("PPD"). Thermo Fisher may also determine to use a portion of the net proceeds from the sale of the floating rate notes and the 2023 notes for general corporate purposes, which may include the acquisition of companies or businesses, repayment and refinancing of debt, including debt of PPD, working capital and capital expenditures or the repurchase of its outstanding equity securities or it may temporarily invest the net proceeds in short-term, liquid investments until they are used for their ultimate purpose.

Thermo Fisher intends to allocate an amount equal to the net proceeds from the sale of the sustainability notes to finance or refinance, in whole or in part, certain green or social eligible projects. Pending allocation to green or social eligible projects, such net proceeds may be temporarily invested in cash, cash equivalents, short-term investments, or used to repay other borrowings.

The joint book-running managers for the Offering are Barclays Bank PLC, Morgan Stanley Europe SE, BofA Securities Europe SA, Citigroup Global Markets Europe AG and Mizuho Securities Europe GmbH. Barclays Bank PLC is also acting as the sustainability structuring agent for the sustainability notes.

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 Barclays Bank PLC at +1 888 603 5847, Morgan Stanley Europe SE at +44 (0)20 7677 4799, BofA Securities Europe SA at +33(0) 1 8770 0000, Citigroup Global Markets Europe AG at +49 69 1366 8362 or Mizuho Securities Europe GmbH at +49 69 42729 3000.

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.

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This press release is addressed only to specific individuals who are individuals (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") and qualified investors falling within Article 49(2)(a) to (d) of the Order and (ii) to whom it may otherwise lawfully be communicated under the Order (all such persons together being referred to as the "relevant persons"). This press release must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this press release relates is available only to relevant persons and will be engaged in only with relevant persons. By reading this press release, the reader acknowledges that it is a person either (i) outside the UK or (ii) falling

within one of the foregoing categories.

This press release is an advertisement and is not a prospectus for the purposes of Prospectus Regulation (as defined below). A prospectus will be prepared and made available to the public as required and in accordance with the Prospectus Regulation. Investors should not subscribe for any notes referred to in this press release except on the basis of information contained in such prospectus. The prospectus, when published, will be available on the website of Euronext Dublin at <https://live.euronext.com> (opens in a new tab).

For these purposes, the expression "Prospectus Regulation" means either Regulation (EU) 2017/1129 or Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as appropriate.

In connection with the issue of the notes, Morgan Stanley Europe SE (the "Stabilising Manager") (or persons acting on behalf of the Stabilising Manager) may over-allot notes or effect transactions with a view to supporting the market price of the notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date in which adequate public disclosure of the final terms of the Offering is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the notes and 60 days after the date of the allotment of the notes. Any stabilisation action or overallotment must be conducted by the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) in accordance with all applicable laws and rules.

This press release is released by Thermo Fisher Scientific (Finance I) B.V. and contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 ("MAR"). For the purposes of MAR, this press release is made by Sharon Briansky at Thermo Fisher Scientific (Finance I) B.V.

The legal entity identifier of Thermo Fisher International is 549300SM0PJC1F3RPL91.

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 its sustainability objectives, goals and commitments. 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, the pending acquisition of PPD 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 dated February 28, 2019 and preliminary prospectus supplement dated November 8, 2021 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.

About Thermo Fisher Scientific

Thermo Fisher Scientific Inc. is the world leader in serving science, with annual revenue of approximately \$35 billion. Our Mission is to enable our customers to make the world healthier, cleaner and safer. Whether our customers are accelerating life sciences research, solving complex analytical challenges, improving patient diagnostics and therapies or increasing productivity in their laboratories, we are here to support them. Our global team of more than 90,000 colleagues delivers an unrivaled combination of innovative technologies, purchasing convenience and pharmaceutical services through our industry-leading brands, including Thermo Scientific, Applied Biosystems, Invitrogen, Fisher Scientific, Unity Lab Services and Patheon. For more information, please visit www.thermofisher.com.

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