Lilly Recommends Shareholders Reject “Mini-Tender” Offer by Tutanota LLC

April 26, 2024

INDIANAPOLIS, April 26, 2024 – Eli Lilly and Company (NYSE: LLY) has been notified of an unsolicited “mini-tender” offer by Tutanota LLC (“Tutanota”) to purchase up to 62,500 shares of Lilly common stock, representing significantly less than one percent of Lilly’s common stock outstanding, at an offer price of $800.00 net per share (“Offer Price”).

The offer is conditioned on, among other things, the closing price per share of Lilly’s common stock exceeding the Offer Price on the last trading day before the offer expires. Tutanota also states in its offer documents that it expects to extend the offer for successive periods of 45 to 180 days until the market price of Lilly’s common stock exceeds the Offer Price. This means that Lilly shareholders who tender their shares in the offer will receive a below-market price if the offer conditions are satisfied and their shares are accepted in the tender offer. There is no guarantee that the conditions of the offer will be satisfied. In addition, Lilly cautions shareholders that if Tutanota extends its offer, payment would be delayed beyond the scheduled expiration date of Friday, May 17, 2024.

Lilly does not endorse Tutanota’s unsolicited mini-tender offer and is not associated in any way with Tutanota, its mini-tender or its mini-tender offer documents. Lilly recommends that shareholders do not tender their shares in response to Tutanota’s offer because the offer is conditional on the Offer Price being below the market price for Lilly common stock and subject to numerous additional conditions, including Tutanota obtaining financing for the offer. Shareholders who have already tendered their shares may withdraw them at any time prior to 5:00 p.m., Eastern Time, on Friday, May 17, 2024, in accordance with the offering documents. Lilly recommends that shareholders who have not responded to Tutanota’s offer take no action.

The U.S. Securities and Exchange Commission (“SEC”) has cautioned investors about these offers, noting that “some bidders make mini-tender offers at below-market prices, hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” Shareholders should obtain current market quotations for their shares, consult with their broker or financial advisor, and exercise caution with respect to Tutanota’s mini-tender offer. Lilly encourages brokers and dealers, as well as other market participants, to review the SEC's letter regarding broker-dealer mini-tender offer dissemination and disclosure at https://www.sec.gov/divisions/marketreg/minitenders/sia072401.htm

Tutanota’s mini-tender offer seeks significantly less than five percent of Lilly’s outstanding common stock. Mini-tender offers seek to acquire less than five percent of a company’s outstanding shares, thereby avoiding many disclosure and procedural requirements of the SEC that apply to offers for more than five percent of a company’s outstanding shares. As a result, mini-tender offers do not provide investors with the same level of protections as provided by larger tender offers under U.S. securities laws. Tutanota has made similar unsolicited mini-tender offers for stock of other public companies.

Lilly requests that a copy of this press release be included with all distributions of materials related to Tutanota’s mini-tender offer related to Lilly’s common stock.

About Lilly

Lilly is a medicine company turning science into healing to make life better for people around the world. We've been pioneering life-changing discoveries for nearly 150 years, and today our medicines help more than 51 million people across the globe. Harnessing the power of biotechnology, chemistry and genetic medicine, our scientists are urgently advancing new discoveries to solve some of the world's most significant health challenges: redefining diabetes care; treating obesity and curtailing its most devastating long-term effects; advancing the fight against Alzheimer's disease; providing solutions to some of the most debilitating immune system disorders; and transforming the most difficult-to-treat cancers into manageable diseases. With each step toward a healthier world, we're motivated by one thing: making life better for millions more people. That includes delivering innovative clinical trials that reflect the diversity of our world and working to ensure our medicines are accessible and affordable. To learn more, visit Lilly.com and Lilly.com/news, or follow us on Facebook, Instagram and LinkedIn. C-LLY

Refer to:

Jordan Bishop; jordan.bishop@lilly.com; 317-473-5712 (Media)
Joe Fletcher; jfletcher@lilly.com; 317-296-2884 (Investors)