# Grifols' turnover increased by 8.5% in 2010 to 990.7 million euros

- In 2010, Grifols met its targets for organic growth, international expansion and investment, and has strengthened its future development through the proposed purchase of Talecris
- Bioscience grew by +11.3% to 773.4 million euros, driven by growth in the volume of sales of plasma products, primarily in the USA (+23.0%)
- The group's recurrent activity, which excludes Raw Materials, increased by +10.7% up to 985.9 million euros.
- EBITDA from recurring<sup>1</sup> activity grew by +2.4% to 272.5 million euros
- Net recurring profit<sup>1</sup> of 127.7 million euros, representing 12.9% of income, down 13.7% due to increased financial expenses

**Barcelona, February 24, 2011.-** Grifols, a holding company specialized in the pharmaceutical-hospital sector and one of the world's leading producers of plasma derivatives, closed the year 2010 with total revenues of 990.7 million euros, an 8.5% increase over 2009. The recurrent activity of the group, excluding Raw Materials, increased 10.7% in 2010, with total sales of 985.9 million euros. Sales performed well in all four quarters, and grew at double digit rates, in recurrent terms, in each of the last three quarters.

The impact of the US dollar against the euro was mitigated by Grifols' natural hedge and the geographical diversification of its sales. The overall effect of foreign exchange rates moderately favored total revenues, offsetting the increase in the cost of plasma and minimizing currency risk.

In this respect, international expansion continued during the year, benefiting sales and contributing to the positive performance of all divisions. The revenues of the **Bioscience division** grew 11.3% to 773.4 million euros, with volume as the main growth driver in a context of unfavourable prices. It is worth noting the increase in sales of intravenous immunoglobulin (IVIG) in markets such as Australia and the United States, as well as the strong performance of albumin and factor VIII sales and the gradual penetration of markets such as China, Brazil and Chile, as forecast by the group, in order to grow in line with the expected market increases in each geographical area.

The **Diagnostic division** grew 5.8%, reporting revenues of 109.1 million euros, 70% of which were generated in international markets. The blood bank, hemostasis and new technologies areas underwent the most significant growth, 17.2%, 18.4% and 9.6% respectively, thereby boosting the division as a whole. The sales of the **Hospital division** amounted to 89.6 million

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<sup>&</sup>lt;sup>1</sup> Excluding the costs associated with the agreement to acquire Talecris Biotherapeutics

euros, up 3.7% when compared to 2009. Sales were particularly strong in the last half of the year, due to the rise in sales of Medical Devices (8.4%), Intravenous Therapy (5.5%) and the recovery of the Hospital Logistics area which, despite the budget containment policies prevailing in hospitals in 2010, increased the number of projects awarded during the year.

The cost containment policy was maintained throughout the year, although the higher cost of raw material (plasma) and the minimal contribution of prices towards revenue generation had a direct impact on the **gross margin** and on **EBITDA**.

The gross margin was 46.6% over sales, down 210bps. In recurrent terms, excluding transaction costs relating to the proposed acquisition of Talecris, Grifols' EBITDA grew 2.4% to 272.5 million euros, representing 27.5% of sales compared with 29.1% in 2009. Taking into account the costs inherent to the transaction, EBITDA amounts to 255.5 million euros. This represents a 4.0% decrease compared to 2009 EBITDA, and a 25.8% margin over sales.

The **finance result** increased to 51 million euros in 2010, reducing the group's net profit. This higher increase was due to the funds raised through the issue of bonds in 2009 and an unrealized loss relating to futures contracts with Grifols' shares as the underlying asset. In 2010, excluding transaction costs relating to the proposed purchase of Talecris, **net recurrent profit** fell 13.7% to 127.7 million euros, which represents 12.9% of sales. However, if we take into account the transaction costs, the net result reported would total 115.5 million euros, an 11.7% of revenues, and down 21.9% from 2009.

Grifols' **net financial debt** remained stable in 2010 at approximately 2.4 times EBITDA. At 31 December 2010 net financial debt stood at 604.9 million euros, confirming both a robust balance sheet and the good financial position of the Group to meet its future commitments. Working capital management improved during the year, both for receivables and inventories.

In 2010 Grifols obtained credit ratings from Standard & Poor's and Moody's, increasing its transparency and facilitating its access to financial and capital markets. The initial rating assigned to Grifols' senior secured debt by Standard & Poor's is BB, and Ba3 by Moody's.

The forecast investment plan (**CAPEX**) was upheld during the year. In total, Grifols allocated 95 million euros to the expansion and improvement of its production plants in 2010. The highlights for the Bioscience division were the completion of the new Flebogamma<sup>®</sup> DIF (IVIG) plant in the United States and the fibrin glue production factory in Spain. In the Diagnostic division investments were made in the Swiss and Australian plants to expand the production of blood-typing cards (MD multicard<sup>®</sup> and DG Gel<sup>®</sup> ranges). The main capital investments carried out in the Hospital division related to the start-up of stage III of the production plants in Murcia, and the new paracetamol production line in Barcelona.



#### Grifols' main results in 2010

(Figures in millions of euros)

	2010	2009	% change
Income	990.7	913.2	+8.5%
Adjusted EBITDA *	272.5	266.1	+2.4%
% on sales	27.5%	29.1%	
EBITDA	255. 5	266,1	- 4.0%
% on sales	25.8%	29.1%	
Adjusted Net Profit *	127.7	148.0	-13.7%
% on sales	12.9%	16.2%	
Net Profit	115.5	148.0	-21.9%
% on sales	11.7%	16.2%	

<sup>\*</sup> Excluding the costs associated with the agreement to purchase Talecris Biotherapeutics

# Grifols continued to work towards international expansion in 2010, opening a new commercial office in China and new subsidiaries in Colombia and Sweden

International expansion continued to play a critical role in 2010, with 77% of Grifols' yearly sales generated in international markets. The Group continued to develop its international diversification, consolidating its sales in areas such as Latin America and the Asia-Pacific region so that, with the United States and Europe, these emerging areas will come to represent a higher percentage of turnover. It is worth noting the growth in Asia and Australia, with sales increasing over 29% and 100%, respectively.

Grifols also continued to strengthen its presence in the United States during 2010. Recurrent sales in this market grew by +22.5% to 338.0 million euros, representing over 34% of the group's total turnover. The European Union was favoured by the contribution of countries such as Italy and the United Kingdom. Sales totalled 432.2 million euros, representing 43.6% of sales and growth of +1.8% in comparison to 2009. Income in Spain represented 23% of total turnover, and remained stable at around 225 million euros up 1% when compared to 2009.

The boost to the international business has been supported by the opening of a representation office in China (Shanghai) and subsidiaries in Colombia (Bogotá) and Sweden (Stockholm). Grifols is currently present in over 90 countries and has its own sales subsidiaries in 23.

# All of Grifols' divisions performed positively in 2010, supported by the consolidation of sales in international markets

The **Bioscience division** generated 78% of Grifols' turnover in 2010, and over 85% of its sales were generated in international markets, with sales increasing particularly in Australia and China. Growth in the U.S. market remained strong and the Group progressively gained market share over the course of the year. Plasma derivatives sales in the United States rose by 23% in 2010.

By product, the increase in sales volumes of the principal plasma products was the driver of divisional growth. The leading performers in volume terms were intravenous immunoglobulin (+22.8%), factor VIII (+11.9%) and albumin (+11.4%). This growth will be boosted in the medium term by new licences being granted. During 2010 the Group received authorizations

from the FDA (Food & Drug Administration) and the EMA (European Medical Agency) to sell intravenous immunoglobulin (IVIG) at a concentration of 10% in the United States and

Europe, making Grifols the first company to have two different concentrations of liquid IVIG (5% and 10%) on the market in order to better meet the needs of different hospitals and patients. The Group also obtained the approval required to sell Flebogamma<sup>®</sup> DIF at 5% concentration in Chile and antithrombin in Argentina.

With regard to raw material, Grifols continued its resource optimization strategy. In 2010 the volume of plasma collected at plasmapheresis centers in the United States was 2.6 million liters, sufficient to cover the group's requirements and maintain stable levels of inventory.

The **Diagnostic division** generated 11% of the group's revenues for 2010 and 70% of the division's sales were generated outside Spain. It is worth noting the export of devices to the United States, Europe and China, and the opening of new markets for DG Gel® immunohematology cards. Its production increased thanks to the start of activities in the new Australian plant. In addition to breaking into new markets such as Saudi Arabia, Egypt and Switzerland, sales were consolidated in France, Brazil, Mexico, Turkey, the Czech Republic and China. The performance of DG Gel® resulted in total reagent production exceeding 13 million units, an increase of over 15% in comparison to 2009. At the same time, the Hemostasis area underwent a thorough review, leading to an expansion of its product range in 2010 with the launch of 33 new commercial references. The division has developed a new automated high processing capacity analyser for blood typing tests, the Erytra® It was show cased at the XXXI ISBT congress celebrated in Berlin in 2010.

The **Hospital division** maintained its level of activity, generating approximately 9% of Grifols' total revenues. Most of the sales made by this division are concentrated in the Spanish market, and consequently certain products were affected by the Royal Decree issued in June 2010 regarding additional social security discounts. Additionally, the Hospital Logistics area was impacted by the decrease in hospitals' investments, despite which, sales of this business line grew slightly (+2.6%).

The first BlisPack® system was installed in Portugal, representing Grifols' first step towards the electronic identification of medication in Europe. At a production level the group began manufacturing paracetamol, while the most significant commercial development was the growth in manufacturing services rendered to third parties, an activity that the group plans to increase to ensure the profitability of its facilities.

The activity of the **Raw Materials and Others division** has progressively declined, as forecast by the Group, while other areas of activity, such as that carried out by Grifols Engineering, continue to grow. Grifols Engineering was awarded the construction and integral development of the new installations of the Portuguese pharmaceutical company Bial in Spain, a project with a budget of 10 million euros and a total built area of 5,000 m<sup>2</sup>. Once construction work is completed, the plant is due to come into operation in the fourth quarter of 2011, in line with the original execution and validation schedule. Grifols Engineering's experience in developing biopharmaceutical manufacturing facilities of this sort means that the new Bial plant will benefit from the highest standards of quality and technology.



#### Turnover and growth by division in 2010

(Figures in millions of euros)

	Turnover	% growth	% over Turnover
Bioscience	773.4	+11.3%	78.1%
Hospital	89.5	+3.7%	9.0%
Diagnostic	109.1	+5.8%	11.0%
Raw Materials & Others	18.7	-35.0%	1.9%
TOTAL	990.7	+8.5%	

# Performance in the fourth quarter of 2010 Sales' upward trend continues

Revenues in the fourth quarter were 12.7% higher than in the same period in 2009, totalling 251.9 million euros. Recurring EBITDA for the quarter, excluding transaction costs, reached 60.4 million euros, representing 24.0% of sales and an increase of 2.1% compared to the fourth quarter of 2009, while net profit stood at 23.4 million euros.

The quarterly results were affected by the increased cost of plasma and by the transaction costs associated with the proposed purchase of Talecris. Quarterly EBITDA taking into account these transaction costs, stood at 53.1 million euros, representing 21.1% as a percent of sales, down 10.2% in comparison to the same quarter of the previous year. Reported net profit for the guarter was 18.5 million euros.

### **2010 Corporate Operations**

# Grifols anticipates its long-term growth plans via acquisitions and agrees the acquisition of Talecris

On June 7, 2010 Grifols announced it had signed an agreement to purchase the United States company Talecris for an approximate price of 3,400 million dollars (4,000 million dollars including debt) and confirmed its commitment to the long-term growth of the group also via acquisitions.

Under the purchase proposal Grifols will pay 0.641/0.6485<sup>2</sup> newly issued non-voting shares (Class B) and 19 US dollars in cash for each Talecris share. The funding is already in place. Grifols has a maximum finance of 4,500 million dollars, including two long-term syndicated loans, a senior revolving credit facility and a corporate bond issue. Grifols is on schedule to meet all the conditions to complete the operation, which is still subject to approval by the United States competition authorities (FTC), although it has already been approved by the competition authorities in Spain and Germany among others.

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<sup>2</sup> The Share Exchange Equation will depend on the identity of the owner of the Talecris shares at the moment of completion of the Transaction and will be equal to 0.6485 for ordinary holders and 0.641 when the owner is Talecris Holdings, LLC or an administrator and/or director of Talecris. The existence of this exchange equation is the result of an agreement reached on October 29 2010 which brought to a close a Class Action raised by some Talecris shareholders in the state of Delaware against Talecris and Grifols, among others. As a result of the settlement agreement, appraisal rights have been granted to those Talecris shareholders who wish them, and Grifols has agreed to raise the maximum amount of shares to be issued by 500,000 shares, from 86,500,000 to 87,000,000.

In addition to this operation, in 2010, Grifols purchased 100% of Xepol from Pharmalink; Xepol is a company which manages the intellectual property rights for the treatment of Post-Polio Syndrome (PPS) with intravenous immunoglobulin. The agreement includes patents for the United States, Europe and Japan, and provides Grifols with access to the results obtained in different clinical trials, opening up new therapeutic areas for the company's clinical research projects.

Grifols also purchased 51% of the Spanish-owned biomedicine and biotechnology company, Nanotherapix, with the commitment to promote its development through additional funding in line with the results of research studies currently under way.

#### 2010 Highlights

#### Human Resources: Around 6.000 worldwide employees

The average accumulated headcount of the group during 2010 was 5,968 employees, in line with the prior year. The number of training hours per employee was increased by 2 hours to a total of 28, with a concomitant rise in the number of courses and participants.

The *Grifols Academy of Plasmapheresis* continued to expand its activities during the year. In 2010 it introduced its first online training courses (e-learning).

#### **Environmental Management**

In 2010 the Group met over 85% of the targets established in the environmental program for 2008-2010, significantly improving its waste management, reducing CO<sub>2</sub> emissions and water consumption and optimizing the quality of the waste produced.

#### Commitment to research

In 2010 R&D expenses including the technical area amounted to 40.7 million euros, representing a 14.9% increase compared with the resources allocated in 2009 and 4.1% as a percent of revenues. Grifols has a significant portfolio of R&D projects and the resources necessary to guarantee its research activity in the long term.

Grifols held a total of 673 patent registrations at the end of 2010, of which 65% related to the Bioscience division. During the year, Grifols obtained 5 new patents for original inventions in Spain, and 12 patent extensions overseas, maintaining its commitment to innovation.

#### The Ministry of Industry in Spain has rated Grifols as excellent

Grifols obtained the highest qualification, excellent, from Plan Profarma 2009, a project which assesses the activity and investment of Spanish companies in R&D+i.

#### Grifols promotes a new study to treat Alzheimer's disease using plasma products

The study will involve 300 patients receiving combined treatment with therapeutic plasmapheresis and albumin and intravenous immunoglobulin. Grifols has signed an agreement with Fenwall, who will design and build a prototype plasmapheresis machine specifically adapted for the performance of this study.

#### Grifols has continued to promote technical and safety improvements to its products

Key developments in 2010 included the incorporation of the Mix2Vial® devices for coagulation therapies in the United States, making the reconstitution process of these plasma derivatives easier and safer by enabling needle-free transfer and by adding a holographic seal to the containers holding the plasma derivatives to increase safety levels.

#### Agreement with Progenika Biopharma to distribute a new blood genotyping test

The distribution agreement entered into with Progenika Biopharma will enable Grifols to distribute the new BLOODchip® blood-group genotyping test internationally. This agreement will also strengthen the Diagnostic division and generate sales estimated at between 50-100 million euros in the next five years.

#### **Grifols expands its agreement with Health Robotics**

In addition to distributing the automated I.V. STATION robot, Grifols will also market CytoCare in Spain and Portugal.

#### In June 2010 Grifols held its Ordinary General Shareholders Meeting

The meeting approved distribution of a dividend of 59.18 million euros from 2009 results, representing a payout of 40% of net profit.

#### **About Grifols**

Grifols is a Spanish holding company specialized in the pharmaceutical-hospital sector and is present in more than 90 countries. Since 2006, the company has been listed on the Spanish Stock Exchange ("Mercado Continuo") and is part of the Ibex-35. Currently it is the first company in the European sector in plasma derivatives and the fourth in production worldwide. In upcoming years, the company will strengthen its leadership in the industry as a vertically integrated company, thanks to recent planned investments. In terms of raw materials, Grifols has ensured its plasma supply with 80 plasmapheresis centers in the United States and in terms of fractionation, its plants in Barcelona (Spain) and Los Angeles (United States) will allow the company to respond to the growing market demand. Nevertheless, the company is preparing for sustained growth in the following 8-10 years and has launched an ambitious investment plan.

#### **Disclaimer**

This release contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. These factors include but are not limited to: the unprecedented volatility in the global economy; the risk that the future business operations of Talecris will not be successful; the risk that we will not realize all of the anticipated benefits from our acquisition of Talecris; the risk that customer retention and revenue expansion goals for the Talecris transaction will not be met and that disruptions from the Talecris transaction will harm relationships with customers, employees and suppliers; the risk that unexpected costs will be incurred; the outcome of litigation and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to protect our intellectual property rights; our ability to maintain and improve cost efficiency of operations, including savings from restructuring actions; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; and other factors that are set forth in the "Risk Factors" section, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and other sections of and Talecris's Quarterly Report on Form 10-Q for the guarter ended March 31, 2010 filed with the Securities and Exchange Commission. Neither Grifols nor Talecris assume any obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law. Forward-looking statements are not guarantees of future performance. They have not been reviewed by the auditors of Grifols.

The proposed merger transaction involving Grifols and Talecris will be submitted to the stockholders of Talecris for their consideration. In connection with the proposed merger, Grifols will file with the SEC a registration statement on Form F-4 that will include a joint proxy statement/prospectus of Grifols and Talecris. Talecris will mail the joint proxy statement/prospectus to its stockholders. Talecris urges investors and security holders to read the joint proxy statement/prospectus regarding the proposed transaction when it becomes available because it will contain important information regarding Grifols, Talecris and the proposed business combination. You may obtain a free

copy of the joint proxy statement/prospectus, as well as other filings containing information about Talecris, without charge, at the SEC's website (http://www.sec.gov). You may also obtain these documents, without charge, from Talecris's website, http://www.talecris.com, under the tab "Investor Relations" and then under the heading "Financial Information and SEC Filings". Grifols will also file certain documents with the Spanish Comision Nacional del Mercado de Valores (the "CNMV") in connection with its shareholders' meeting to be held in connection with the proposed business combination, which will be available on the CNMV's website at www.cnmv.es.

Grifols, Talecris and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the respective stockholders of Grifols and Talecris in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective stockholders of Grifols and Talecris in connection with the proposed merger will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find information about Talecris's executive officers and directors in its Form S-1/A filed with the SEC on September 11, 2009. You can obtain free copies of this document from Talecris's website.

This press release is not an offer to sell or the solicitation of an offer to buy common stock, which is made only pursuant to a prospectus forming a part of a registration statement, nor shall there be any sale of common stock in any state in which such offer, solicitation or sale would be unlawful before registration or qualification under the securities laws of any such state. The Grifols shares have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This document does not constitute an offer or invitation to purchase or subscribe shares, in accordance with the provisions of the Spanish Securities Market Law (Law 24/1988, of July 28, as amended and restated from time to time), Royal Decree-Law 5/2005, of March 11, and/or Royal Decree 1310/2005, of November 4, and its implementing regulations.