

## **INTERCELL AG**

(FN 166438m)

### **Notice**

according to Section 10 para 4 Austrian Capital Markets Act in connection with Section 10 para 3 no 2 and 3 and Section 3 para 1 no 8, 2<sup>nd</sup> case Austrian Capital Markets Act and in connection with Section 3 of the Austrian Minimum Content, Publication and Language Decree

In connection with the cross border merger of Intercell AG with its seat in Vienna and its business address in Campus-Vienna-Biocenter 3, 1030 Vienna, as transferring company with Vivalis SA with its seat in La Corbière – 49450 Roussay, France, as receiving company according to the Council Regulation dated October 8, 2001 on the Statute of a European Company (Societas Europaea) the following documents to be regarded as equal in the sense of Section 3 of the Austrian Minimum Content, Publication and Language Decree (Mindestinhalts-, Veröffentlichungs- und Sprachenverordnung) will be published according to Section 10 para 4 Austrian Capital Markets Act in connection with Section 10 para 3 no 2 and 3 and Section 3 para 1 no 8, 2<sup>nd</sup> case Austrian Capital Markets Act and in connection with Section 3 of the Austrian Minimum Content, Publication and Language Decree:

- a. Joint merger plan dated December 16, 2012 as well as the amendment to the merger plan dated January 18, 2013;
- b. audited financial statements and status reports as well as corporate governance reports, to the extent that these had to be prepared in accordance with the legal regulations, of Intercell AG and Vivalis SA for the last three financial years;
- c. interim financial statements of Intercell AG and Vivalis SA as of June 30, 2012;
- d. merger reports of the management board of Intercell AG and the management board of Vivalis SA;
- e. audit report of the merger auditor appointed by the supervisory board of Intercell AG, Grant Thornton Unitreu GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Rivergate, Handelskai 92, Gate 2, 7A, 1200 Wien;
- f. audit reports of the merger auditor, Grant Thornton, located 100 rue de Courcelles, F-75849 Paris cedex 17, appointed upon application of Vivalis SA by the president of the Commercial Court in Angers;
- g. audit report of the SE conversion auditor, Grant Thornton, located 100 rue de Courcelles, F-75849 Paris cedex 17, appointed upon application of Vivalis SA by the president of the Commercial Court in Angers;
- h. merger report of the supervisory board of Intercell AG (French law does not provide for an equivalent to the report of the supervisory board);
- i. audit report of Deloitte as auditor of Vivalis on the issuance of the Preferred Shares and
- j. Document E, which was prepared by Vivalis SA pursuant to article 212-34 of the General Regulation of the French Markets Authority.

The audit report of the independent expert Bellot Mullenbach & Associés, located 11 rue de Laborde 75008 Paris, appointed by Vivalis SA, will be attached to the Document E as an exhibit.

These documents will be published one month prior of the Intercell AG shareholders meeting resolving on the merger that is scheduled for February 27, 2013, at the corporate seat of Intercell AG in printed form and will be available free of charge during ordinary business hours. In addition, these documents were made available on the website of Intercell AG ([www.intercell.com/main/home/investors/calendar/annual-general-meeting/](http://www.intercell.com/main/home/investors/calendar/annual-general-meeting/)).

Vienna, January 2013

**The Management Board**