

## Alere Inc. Announces Commencement of Consent Solicitations for Alere Inc.'s Notes

**WALTHAM, Mass.,** May 1, 2017 – Alere Inc. (NYSE: ALR) (the "<u>Company</u>") announced today the commencement of consent solicitations relating to the Company's 6.500% Senior Subordinated Notes due 2020, 6.375% Senior Subordinated Notes due 2023 and 7.250% Senior Notes due 2018 (collectively, the "<u>Notes</u>").

As disclosed in the Form 8-K of the Company dated March 15, 2017 and Form 12b-25 dated March 1, 2017, the Company was unable to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the "2016 Form 10-K") by March 16, 2017 (the extension period provided under Rule 12b-25) because it is continuing to review certain aspects of revenue recognition at its South Korean and Japanese locations, including inappropriate conduct at the Company's subsidiary in South Korea, Standard Diagnostics, Inc. The Company will not be able to file its 2016 Form 10-K until this review of revenue recognition at its South Korean and Japanese locations is completed. The Company will file the 2016 Form 10-K as soon as practicable.

On April 12, 2017, the Audit Committee of the Board of Directors of the Company, after considering the recommendations of management, concluded that the Company's financial statements and other financial data as of December 31, 2015 and 2014 and for each of the years ended December 31, 2015, 2014 and 2013, and for each of the quarterly and year-to-date periods in 2015 and the first three quarterly and year-to-date periods in 2016 (collectively, the "Non-Reliance Periods") should not be relied upon because of certain misstatements, as described in the Form 8-K of the Company dated April 17, 2017. The misstatements that caused the Company to conclude that its financial statements and other financial information for the Non-Reliance Periods should not be relied upon were related to matters that were initially identified in late-January 2017 and subsequently reviewed and evaluated.

The Company is soliciting consents from holders of each series of Notes to extend the deadline for delivery of certain financial information and to waive through and until 5:00 p.m., New York City time, on June 15, 2017 (such time and date, the "Waiver Date"), any default or event of default that occurred, is continuing or may occur under the indentures under which the Notes were issued (and its consequences) in connection with any failure to timely file with the Securities and Exchange Commission (the "SEC") or to timely furnish to the relevant trustees pursuant to the indentures, our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the "Fiscal Year 2016 Failure to File"). If the Company does not file the Annual Report on Form 10-K and fails to obtain the waivers requested pursuant to the consent solicitations, in each case on or before (i) May 16, 2017, with respect to the 7.250% Senior Notes due 2018, (ii) May 19, 2017, with respect to the 6.375% Subordinated Notes due 2020, and (iii) June 2, 2017, with respect to the 6.375% Subordinated Notes due 2023, an event of default would arise under the respective series of Notes

and, among the remedies available to the noteholders, would be the right to accelerate the payment of the Company's obligations upon notice from the trustee or holders of 25% of the applicable Notes.

Each consent solicitation will expire at 5:00 p.m., New York City time, on May 5, 2017 unless extended or earlier terminated (such time and date, as the same may be extended or earlier terminated with respect to a consent solicitation, the "Expiration Date"). Subject to the terms and conditions of the consent solicitations set forth in the consent solicitation statement, dated as of May 1, 2017, the Company is offering to pay to each holder of Notes as of 5:00 p.m., New York City time, on April 28, 2017, a cash payment equal to \$2.50 for each \$1,000 aggregate principal amount of such holder's Notes (the "Consent Fee") in respect of which the holder validly delivers (and does not validly revoke) a consent prior to the Expiration Date, provided that the Company receives and accepts the requisite consents for all series of Notes. If, at any time prior to the market open on May 8, 2017, we file with the SEC the 2016 Form 10-K and we terminate the consent solicitations, we expect to pay to each holder of each series of Notes who has delivered (and not revoked) a valid and duly executed consent prior to the Expiration Date a cash payment, in lieu of the Consent Fee, equal to \$1.00 for each \$1,000 principal amount of Notes for which such Holder delivered its Consent (the "Consent Termination Fee").

The Company will not be obligated to pay and no holder will be due the Consent Fee in respect of a particular consent solicitation if the Company does not receive the requisite consents for each series of Notes prior to the applicable Expiration Date or does not subsequently accept the requisite consents, such consent solicitation is terminated for any reason before the applicable Expiration Date, the requisite consents with respect to such consent solicitation are not obtained prior to the applicable Expiration Date or if the other conditions to such consent solicitation are not satisfied or waived.

Adoption of the waivers for a particular series of Notes requires the consent of holders in respect of a majority in aggregate principal amount of the outstanding Notes of such series. The consent solicitations are being made to holders of record of the Notes as of 5:00 p.m., New York City time, on April 28, 2017. If the requisite consents are received and accepted with respect to a particular series of Notes, the waivers will bind all holders of such series of Notes, including non-consenting holders of such series of Notes. Holders of Notes who do not deliver consents prior to the Expiration Date of the applicable consent solicitation will not receive either the Consent Fee or the Consent Termination Fee.

For a complete statement of the terms and conditions of the consent solicitations, holders of the Notes should refer to the consent solicitation statement, dated as of May 1, 2017, and the related consent form. Such conditions to the consent solicitations are for the sole benefit of the Company, and may be waived by the Company at any time as described in the consent solicitation statement. The Company may terminate, extend or amend all, or any, of the consent solicitations at any time.

As disclosed in the Form 8-K of the Company dated as of April 24, 2017, the Company has already obtained (i) an extension of the deadlines for the delivery of certain financial information and (ii) waivers of certain defaults, in each case under its secured Credit Agreement, dated as of June 18, 2015 (as amended or otherwise modified from time to time), among the Company,

the several lenders from time to time party thereto, the administrative agents party thereto and certain other agents and arrangers.

The Company has engaged J.P. Morgan Securities LLC to act as Solicitation Agent in connection with the consent solicitations. Questions regarding the consent solicitations may be directed to J.P. Morgan Securities LLC, Attention: Liability Management Group, at (866) 834-4666 (toll free) or (212) 834-4811/(212) 270-0844 (collect). D.F. King & Co., Inc. is serving as the Information and Tabulation Agent in connection with the consent solicitations. Requests for assistance in delivering consents or for additional copies of the consent solicitation statement should be directed to the Information and Tabulation Agent, Attention: Andrew Beck, at (800) 829-6551 (toll free) or (212) 269-5550 (banks and brokers) (collect).

This announcement is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of consents with respect to any securities, including the Notes. The consent solicitations are being made solely by the consent solicitation statement and the related consent form and are subject to the terms and conditions stated therein. The consent solicitations are not being made to, and the consents are not being solicited from, holders of Notes in any jurisdiction in which it is unlawful to make such consent solicitations or grant such consents. No recommendation is made, or has been authorized to be made, as to whether or not holders of a particular series of Notes should consent to the adoption of the waivers pursuant to the applicable consent solicitation. The Company reserves the right, in its sole discretion, to modify the consent solicitation statement or to terminate any or all of the consent solicitations.

## **About Alere**

Alere believes that when diagnosing and monitoring health conditions, **Knowing now matters**<sup>™</sup>. Alere delivers reliable and actionable information through rapid diagnostic tests, resulting in better clinical and economic healthcare outcomes globally. Headquartered in Waltham, Mass., Alere focuses on rapid diagnostics for infectious disease, cardiometabolic disease and toxicology.

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## **Cautionary Statement Regarding Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Readers can identify these statements by forward-looking words such as "may," "could," "should," "would," "intend," "will," "expect," "anticipate," "believe," "estimate," "continue," "goal," "budget" or similar words. A number of important factors could cause actual results of the Company and its subsidiaries to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, (i) the risk that the review (the "Review") described in the Company's (a) Form 12b-25 filed on March 1, 2017 (the "12b-25"), (b) Form 8-K filed on March 15, 2017 (the "March 8-K") and (c) Form 8-K filed on April 17, 2017 (the "April 8-K"), is not completed in a timely manner; (ii) the possibility that the Review uncovers a misstatement or misstatements in revenue recognition that are greater than the ranges provided in the 12b-25, the March 8-K or the April 8-K, which may be material in amount, or uncovers

misstatements with respect to other matters; (iii) the risk that the Review uncovers misstatements that impact total amount of revenue reported; (iv) the risk that the Review will uncover circumstances that require additional material weaknesses in internal control; (v) the risk that these or other risk factors impact the expected timing of the filing of the 2016 Form 10-K and (vi) the risk factors detailed in Part I, Item 1A, "Risk Factors" of the Company's Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2015 (as filed with the SEC on August 8, 2016) and other risk factors identified herein or from time to time in the Company's periodic filings with the SEC. Readers should carefully review these risk factors, and should not place undue reliance on the Company's forward-looking statements. These forward-looking statements are based on information, plans, goals, and estimates at the date of this document. The Company undertakes no obligation to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.

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Contact:
Juliet Cunningham
Vice President, Investor Relations
ir@alere.com
858.805.2232