

Aviso de Derechos para emisoras del

FECHA: 15/05/2024



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	233203
FOLIO DE REFERENCIA INDEVAL	719950C001
TIPO DE MENSAJE	NEW
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	INCY
RAZÓN SOCIAL	INCYTE CORPORATION
SERIE	*
ISIN	US45337C1027
MERCADO PRINCIPAL	NASDAQ

TIPO DE EVENTO	DUTCH AUCTION
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MANDATORIO / OPCIONAL / VOLUNTARIO	Voluntary
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OPCIÓN	999
TIPO	NoAction
DEFAULT	true

NOTA	
TAKE NO ACTION	

OPCIÓN	1
TIPO	Cash
DEFAULT	false

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TRANSACCIÓN	Cash Movement
CREDIT / DEBIT	Credit

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	US45337C1027

NOTA
Holders may surrender shares and state a price, not less than USD 52.00 and not more than USD 60.00 and in increments of USD 0.25 per share, at which they are willing to tender. Subject to proration.

OPCIÓN	2
TIPO	Cash
DEFAULT	false

TRANSACCIÓN	Cash Movement
CREDIT / DEBIT	Credit

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TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	US45337C1027

NOTA
Holders may surrender their shares without specifying a price and accept the price determined by the company. Subject to proration

NOTAS DEL EVENTO CORPORATIVO

NOTA
(15/05/2024)
<p>Incyte Corporation, a Delaware corporation (the Company, Incyte), is offering to purchase up to USD 1.672 billion in value of its common stock, USD .001 par value (the shares), at a price not greater than USD 60.00 per share nor less than USD 52.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions of this Offer to Purchase and the related Letter of Transmittal (which together, as they may be amended and supplemented from time to time, constitute the Offer).</p> <p>On May 12, 2024, Julian C. Baker (Mr. Baker), a member of the Company's board of directors, Felix J. Baker, and entities affiliated with Julian C. and Felix J. Baker, including funds advised by Baker Bros. Advisors LP (collectively, the Baker Entities), entered into a stock purchase agreement with the Company (the Purchase Agreement). Under the Purchase Agreement, the Baker Entities have agreed not to tender or sell any shares in the Offer and instead have agreed to sell to us, following completion of the Offer, a pro rata number of shares based on the number of shares that we purchase in the Offer such that the Baker Entities aggregate percentage ownership in the Company will be substantially equal to the Baker Entities current levels (the Baker Entities Purchase). The Baker Entities Purchase will be at the same price per share as is determined and paid in the Offer and is expected to occur on the 11th business day following the Expiration Time. The closing of the Baker Entities Purchase is subject to the completion of the Offer. Assuming that the Offer is fully subscribed, the aggregate purchase price for the shares purchased pursuant to the Purchase Agreement is anticipated to be approximately USD 328.0 million. The Baker Entities, in the aggregate, own 36,833,933 shares, representing in the aggregate beneficial ownership of approximately 16.4% of the issued and outstanding shares as of May 9, 2024.</p> <p>Tendering stockholders may specify a price not greater than USD 60.00 per share nor less than USD 52.00 per share (in increments of USD 0.25) at which they are willing to sell their shares pursuant to the Offer. On the terms and subject to the conditions of the Offer, we will designate a single per share price that we will pay for shares properly tendered and not properly withdrawn from the Offer, taking into account the total number of shares tendered and the prices specified by tendering stockholders. We will select the lowest purchase price, not greater than USD 60.00 per share nor less than USD 52.00 per share, that will allow us to purchase shares having an aggregate purchase price of USD 1.672 billion, or a lower amount depending on the number of shares properly tendered and not properly withdrawn (such purchase price, the Final Purchase Price). Only shares validly tendered at prices at or below the Final Purchase Price, and not properly withdrawn, will be eligible for purchase in the Offer. All shares acquired in the Offer will be acquired at the Final Purchase Price, including those shares tendered at a price lower than the Final Purchase Price. However, due to the odd lot priority, proration and conditional tender offer provisions described in this Offer to Purchase, all of the shares tendered may not be purchased if the number of shares properly tendered at or below the Final Purchase Price and not properly withdrawn have an aggregate value in excess of USD 1.672 billion (based on the Final Purchase Price). We reserve the right, in our sole discretion, to change the purchase price range per share and to increase or decrease the aggregate value of shares sought in the Offer, subject to applicable law. In accordance with the rules of the U.S. Securities and Exchange Commission (SEC), we may purchase in the Offer up to an additional 2% of our outstanding shares without amending or extending the Offer.</p> <p>The company will purchase only those shares properly tendered and not properly withdrawn upon the terms and conditions of the Offer. All shares accepted for payment will be paid promptly after the Expiration Time, net to the seller in cash, less any applicable withholding taxes and without interest. At the maximum Final Purchase Price of USD 60.00 per share, if the Offer is fully subscribed, we would purchase 27,866,667 shares pursuant to the Offer and 5,466,666 shares pursuant to the Baker Entities Purchase for an aggregate of 33,333,333 shares, which would represent approximately 14.8% of the issued and outstanding shares as of May 9, 2024. At the minimum Final Purchase Price of USD 52.00 per share, if the Offer is fully subscribed, we would purchase 32,153,846 shares pursuant to the Offer and 6,307,692 shares pursuant to the Baker Entities Purchase for an aggregate of 38,461,538 shares, which would represent approximately 17.1% of the issued and outstanding shares as of May 9, 2024.</p>

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The Offer is not conditioned upon any minimum number of shares being tendered and is not subject to a financing condition. The Offer is, however, subject to a number of other conditions. See Section 7.

If you check the box in the section captioned Shares Tendered At Price Determined Under the Offer in the section of the Letter of Transmittal captioned Price (In Dollars) Per Share At Which Shares Are Being Tendered, you will maximize the chance that your shares will be purchased by us in the Offer. However, you should understand that this election may lower the Final Purchase Price paid for all purchased shares in the Offer and could result in your shares being purchased at the minimum price of USD 52.00 per share, a price that is below the closing market price for the shares on May 10, 2024, the last full trading day before announcement and commencement of the Offer, when the Nasdaq closing price was USD 53.06.

If you own, beneficially or of record, fewer than 100 shares in the aggregate, you properly tender all of those shares at or below the Final Purchase Price before the Offer expires and you complete the section entitled Odd Lots in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery, we will purchase all of your shares without subjecting them to the proration procedure. See Section 1.

You may withdraw any shares you have tendered at any time before 12:00 midnight, at the end of the day, New York City time, on Monday, June 10, 2024, unless we extend the Offer, in which case you can withdraw your shares until the expiration of the Offer as extended.

Priority of Purchases. Upon the terms and subject to the conditions of the Offer, if the number of shares properly tendered at or below the Final Purchase Price and not properly withdrawn at or prior to the Expiration Time have an aggregate value (based on the Final Purchase Price) greater than USD 1.672 billion (or such greater amount as we may elect to purchase subject to applicable law), we will purchase properly tendered shares on the basis set forth below:

First, upon the terms and subject to the conditions of the Offer, we will purchase all shares tendered at or below the Final Purchase Price by any Odd Lot Holder (as defined below) who:

tenders all shares owned, beneficially or of record, by the Odd Lot Holder (tenders of fewer than all of the shares owned by the Odd Lot Holder will not qualify for this preference), and

completes the section entitled Odd Lots in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery.

Second, subject to the conditional tender provisions described in Section 6, we will purchase all other shares tendered at or below the Final Purchase Price (except shares tendered conditionally for which the condition was not satisfied) on a pro rata basis with appropriate adjustments to avoid purchases of fractional shares, as described below, until we have acquired USD 1.672 billion of shares.

Third, only if necessary to permit us to purchase shares having an aggregate purchase price of USD 1.672 billion (or such greater amount as we may elect to purchase subject to applicable law), shares conditionally tendered at or below the Final Purchase Price (for which the condition was not initially satisfied) and not properly withdrawn will, to the extent feasible, be selected for purchase by random lot. To be eligible for purchase by random lot, stockholders whose shares are conditionally tendered must have tendered all of their shares. See Section 6.

As a result of the foregoing priorities applicable to the purchase of shares tendered, it is possible that all of the shares that a stockholder tenders in the Offer may not be purchased. In addition, if a tender is conditioned upon the purchase of a specified number of shares, it is possible that none of those shares will be purchased.

Proration. If proration of tendered shares is required, the company will determine the proration factor promptly after the expiration of the Offer. Subject to adjustment to avoid the purchase of fractional shares and subject to the provisions governing conditional tenders described in Section 6, proration for each stockholder tendering shares, other than Odd Lot Holders and shares conditionally tendered, will be based on the ratio of the number of shares properly tendered at or below the Final Purchase Price and not properly withdrawn by the stockholder to the total number of shares properly tendered at or below the Final Purchase Price and not properly withdrawn by all stockholders, other than Odd Lot Holders. The preliminary results of any proration will be announced by press release promptly after the expiration of the Offer. We will announce the final proration factor following the settlement of tenders by notice of guaranteed delivery and will commence payment for any shares purchased pursuant to the tender offer promptly after the expiration of the Offer and the guaranteed delivery period. After the Expiration Time, stockholders may obtain preliminary proration information from the Dealer Manager or the Information Agent and also may be able to obtain the information from their brokers. We do not expect, however, to announce the Final Purchase Price or the final results of any proration and to begin paying for tendered shares until at least two (2) business days after the Expiration Time.

Tendering Stockholder's Representation and Warranty, Our Acceptance Constitutes an Agreement. It is a violation of Rule 14e-4 promulgated under the Exchange Act for a person acting alone or in concert with others, directly or indirectly, to tender shares for such person's own account unless at the time of tender and at the Expiration Time such person has a net long position in (a) the shares that are equal to or greater than the amount tendered and will deliver or cause to be delivered such shares for the purpose of tendering to us within the period specified in the Offer or (b) other securities immediately convertible into, exercisable for or exchangeable into shares (Equivalent Securities) that is equal to or greater than the amount tendered and, upon the acceptance of such tender, will acquire such shares by conversion, exchange or exercise of such Equivalent Securities to the extent required by the terms of the Offer and will deliver or cause to be delivered such shares so acquired for the purpose of tender to us within the period specified in the Offer. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. A tender of shares made pursuant to any method of delivery set forth herein will constitute the tendering stockholder's acceptance of the terms and conditions of the Offer, as well as the tendering stockholder's representation and warranty to us that (a) such stockholder has a net long position in shares or Equivalent Securities at least equal to the shares being tendered within the meaning of Rule 14e-4, and (b) such tender of shares complies with Rule 14e-4. Our acceptance for payment of shares tendered pursuant to the Offer will constitute a binding agreement between the tendering stockholder and us upon the terms and subject to the conditions of the Offer.

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There is a two-business day notice of guarantee (protect) delivery afforded this Offer.

Taxable Terms Indicator

Characterization of Sale of Shares Pursuant to the Offer. The sale of shares by a stockholder for cash pursuant to the Offer will be a taxable transaction for U.S. federal income tax purposes. The U.S. federal income tax consequences to a U.S. Holder may vary depending upon the U.S. Holder's particular facts and circumstances and the sale of shares by the U.S. Holder for cash pursuant to the Offer will generally be treated as either a sale of shares by the U.S. Holder or the receipt of a distribution with respect to the shares. Under Section 302 of the Code, the sale of shares by a stockholder for cash pursuant to the Offer will be treated as a sale or exchange of shares for U.S. federal income tax purposes, rather than as a distribution with respect to the shares held by the tendering U.S. Holder, if the sale (i) results in a complete termination of the U.S. Holder's equity interest in the Company under Section 302(b)(3) of the Code, (ii) is a substantially disproportionate redemption with respect to the U.S. Holder under Section 302(b)(2) of the Code, or (iii) is not essentially equivalent to a dividend with respect to the U.S. Holder under Section 302(b)(1) of the Code, each as described below (the Section 302 Tests). One of the Section 302 Tests must be satisfied in order for the sale of shares by a stockholder for cash pursuant to the Offer to be treated as a sale or exchange of shares for U.S. federal income tax purposes. Special constructive ownership rules will apply in determining whether any of the Section 302 Tests has been satisfied. A U.S. Holder must take into account not only the common stock that is actually owned by the U.S. Holder, but also common stock that is constructively owned by the U.S. Holder within the meaning of Section 318 of the Code. Very generally, a U.S. Holder may constructively own common stock actually owned, and in some cases constructively owned, by certain members of the U.S. Holder's family and certain entities (such as corporations, partnerships, trusts and estates) in which the U.S. Holder has an equity interest, as well as common stock the U.S. Holder has an option to purchase.

The receipt of cash by a U.S. Holder will be a complete termination of the U.S. Holder's equity interest in the Company if either (i) the U.S. Holder owns none of our common stock either actually or constructively immediately after the shares are sold pursuant to the Offer, or (ii) the U.S. Holder actually owns none of our common stock immediately after the sale of shares pursuant to the Offer and, with respect to common stock constructively owned by the U.S. Holder immediately after the Offer, the U.S. Holder is eligible to waive, and effectively waives, constructive ownership of all such common stock under procedures described in Section 302(c)(2) of the Code and the applicable Treasury regulations. U.S. Holders intending to satisfy the complete termination test through waiver of the constructive ownership rules should consult their own tax advisors.

Even if the receipt of cash by a U.S. Holder fails to satisfy the complete termination test or the substantially disproportionate test, a U.S. Holder may nevertheless satisfy the not essentially equivalent to a dividend test if the U.S. Holder's surrender of shares pursuant to the Offer results in a meaningful reduction in the U.S. Holder's interest in the Company. Whether the receipt of cash by a U.S. Holder will be not essentially equivalent to a dividend will depend upon the U.S. Holder's particular facts and circumstances. The IRS has indicated in published rulings that even a small reduction in the proportionate interest of a small minority stockholder in a publicly held corporation who exercises no control over corporate affairs may constitute a meaningful reduction. Contemporaneous dispositions or acquisitions of common stock by a U.S. Holder or related individuals or entities may be deemed to be part of a single integrated transaction and may be taken into account in determining whether the Section 302 Tests have been satisfied. Each U.S. Holder should be aware that, because proration may occur in the Offer, even if all the shares actually and constructively owned by a stockholder are tendered pursuant to the Offer, fewer than all of these shares may be purchased by us. Thus, proration may affect whether the sale of shares by a stockholder pursuant to the Offer will meet any of the Section 302 Tests. See Section 6 for information regarding an option to make a conditional tender of a minimum number of shares. U.S. Holders should consult their own tax advisors regarding whether to make a conditional tender of a minimum number of shares, and the appropriate calculation thereof.

Further, if other holders sell a greater percentage of their shares pursuant to the Offer than a particular U.S. Holder, the U.S. Holder's proportionate interest in the Company may increase immediately following the Offer even if that U.S. Holder sells shares for cash pursuant to the Offer and does not (actually or constructively) acquire any other common stock, and that would cause the U.S. Holder not to meet any of the Section 302 Tests.

Holders should refer to Section 14 Certain Material United States Federal Income Tax Consequences in the offer to purchase for further information.

US SEC CA 0035 FORM 8.K INCYTE CORPORATION Exhibit 99.1 Incyte Announces Intention to Buy Back up to USD2.0 Billion of its Common Stock Incyte commences Dutch Auction tender offer to repurchase up to USD1.67 billion of outstanding common shares WILMINGTON, Del. May 13, 2024 Incyte Corporation (Nasdaq: INCY) (the Company) today announced that its Board of Directors approved a share repurchase authorization of USD2.0 billion. The Company has commenced a modified Dutch Auction tender offer to repurchase shares of its common stock for an aggregate purchase price of up to USD1.672 billion (the tender offer). This tender offer reflects our confidence in the future outlook of our business, the strength of our commercial product portfolio and our clinical development pipeline and Incyte's long-term value. We believe the current valuation of Incyte stock makes repurchases of our stock an attractive investment and an opportunity to enhance long-term shareholder value. said Herv Hoppenot, Chief Executive Officer, Incyte. Our strong balance sheet, cash flow and access to capital enable us to undertake this transaction while also preserving the flexibility to further add to the growth of our business through focused, strategic acquisitions. In addition, on May 12, 2024, Incyte entered into a separate stock purchase agreement with Julian C. Baker (a member of Incyte's Board of Directors), Felix J. Baker, and entities affiliated with Julian C. and Felix J. Baker, including funds advised by Baker Bros. Advisors LP (collectively, the Baker Entities), to repurchase up to USD328.0 million of the Company's common stock. This would enable the Baker Entities to maintain their current ownership level of approximately 16.4 percent of Incyte's outstanding common stock. The Baker Entities purchase will be at the same price per share as is determined and paid in the tender offer. Modified Dutch Auction Tender Offer Incyte is offering to purchase up to USD1.672 billion in value of its common stock at a price not greater than USD60.00 per share nor less than USD52.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms

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and subject to the conditions set forth in the tender offer documents that are being distributed to stockholders. The Company reserves the right, in its sole discretion, to change the per share purchase price options and to increase or decrease the aggregate value of shares sought in the tender offer, subject to applicable law. In accordance with the rules of the Securities and Exchange Commission (SEC), Incyte may purchase in the offer up to an additional 2 percent of its outstanding shares without amending or extending the tender offer. On May 10, 2024, the Nasdaq closing price of the common stock was USD53.06 per share. The tender offer will expire at 12:00 midnight, at the end of the day, New York City time, on Monday, June 10, 2024, unless extended. A modified Dutch Auction tender offer allows stockholders to indicate how much stock they wish to tender and at what price within the range described above. Based on the number of shares tendered and the prices specified by the tendering stockholders, Incyte will determine the lowest price per share that will enable it to purchase USD1.672 billion of common stock at such price, or a lower amount depending on the number of shares that are properly tendered and not properly withdrawn. All stock purchased in the tender offer will be purchased at the same price, even if a stockholder tendered at a lower price, so in some cases Incyte may purchase stock at a price above the price indicated by the stockholder tendering that stock. Incyte will not purchase stock below a stockholder's indicated price. If the tender offer is fully subscribed, then USD1.672 billion of common stock at the purchase price determined by Incyte will be purchased (subject to Incyte's above-referenced ability to increase such numbers of shares), representing approximately 12.4 percent to 14.3 percent of outstanding common stock as of May 9, 2024, depending on the purchase price payable for those shares pursuant to the tender offer. Tenders of shares must be made prior to the expiration of the tender offer and may be withdrawn at any time prior to the expiration thereof. If, at the final purchase price, shares representing more than USD1.672 billion of common stock at the applicable purchase price (or such greater number of shares as Incyte may choose to purchase without amending or extending the offer) are properly tendered and not properly withdrawn, Incyte will purchase shares tendered at or below that price on a pro rata basis. The tender offer will not be conditioned on any minimum number of shares being tendered and will not be subject to a financing condition; however, the tender offer is subject to a number of other conditions described in the tender offer documents. While Incyte's Board of Directors has authorized the Company to make the tender offer, none of Incyte, its Board of Directors, the dealer manager or the information agent makes any recommendation to any stockholder as to whether to tender or refrain from tendering any shares or as to the price or prices at which stockholders may choose to tender their shares. Incyte has not authorized any person to make any such recommendation. Stockholders must decide whether to tender their shares and, if so, how many shares to tender and at what price or prices. In doing so, stockholders should carefully evaluate all of the information in the tender offer documents before making any decision with respect to the tender offer and should consult their own financial and tax advisors. This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of common stock. The solicitation and offer to buy common stock will only be made pursuant to the offer to purchase and the other tender offer documents. A free copy of the tender offer documents that will be filed by Incyte with the SEC may be obtained when filed from the SEC's website at www.sec.gov or from Incyte's website at www.incyte.com, or by calling D.F. King and Co., Inc., the information agent for the tender offer, at (866) 864.4943 (toll free). Stockholders are urged to read these materials carefully prior to making any decision with respect to the offer. Stockholders who have questions may call the dealer manager for the tender offer, Goldman Sachs and Co. LLC at (212) 902.8226 or D.F. King and Co., Inc. at the number above.

US SEC 0089 OFFER TO PURCHASE FOR CASH BY INCYTE CORPORATION OF UP TO USD1.672 BILLION IN VALUE OF ITS COMMON STOCK AT A PURCHASE PRICE NOT GREATER THAN USD60.00 PER SHARE NOR LESS THAN USD52.00 PER SHARE THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, AT THE END OF THE DAY, NEW YORK CITY TIME, ON MONDAY, JUNE 10, 2024 UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE EXPIRATION TIME) OR TERMINATED TO TENDER SHARES OF COMMON STOCK PURSUANT TO THE OFFER TO PURCHASE DATED MAY 13, 2024. Incyte Corporation, a Delaware corporation (the Company, Incyte, we, our or us), is offering to purchase up to USD1.672 billion in value of its common stock, USD.001 par value (the shares), at a price not greater than USD60.00 per share nor less than USD52.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions of this Offer to Purchase and the related Letter of Transmittal (which together, as they may be amended and supplemented from time to time, constitute the Offer). On May 12, 2024, Julian C. Baker (Mr. Baker), a member of the Company's board of directors, Felix J. Baker, and entities affiliated with Julian C. and Felix J. Baker, including funds advised by Baker Bros. Advisors LP (collectively, the Baker Entities),