

## AmerisourceBergen Recommends Stockholders Reject “Mini-Tender” Offer by TRC Capital Corporation

December 22, 2016

VALLEY FORGE, Pa.--(BUSINESS WIRE)--Dec. 22, 2016-- AmerisourceBergen Corporation (NYSE:ABC) has been notified of an unsolicited “mini-tender” offer by TRC Capital Corporation (“TRC”) to purchase up to 1,500,000 shares, or approximately 0.68 percent of the outstanding common stock of AmerisourceBergen as of October 31, 2016, at a price of \$74.00 per share in cash. TRC’s offer price is approximately 4.37 percent less than the \$77.38 closing price of AmerisourceBergen’s common stock on December 16, 2016, the last trading day before the mini-tender offer commenced.

**AmerisourceBergen does not endorse TRC’s mini-tender offer and recommends that AmerisourceBergen stockholders not tender their shares in response to the offer.** According to TRC’s offer documents, AmerisourceBergen stockholders who have already tendered their shares may withdraw their shares at any time prior to 12:01 a.m. New York City time, on January 20, 2017, the expiration date set forth in the offer documents (unless extended), by following the procedures described in the offer documents. AmerisourceBergen urges stockholders to obtain current market quotes for their shares, to review the conditions to TRC’s mini-tender offer, to consult with their brokers or financial advisors and to exercise caution with respect to this mini-tender offer. AmerisourceBergen is not associated with TRC, its mini-tender offer or the offer documentation.

TRC has made many similar mini-tender offers for shares of other companies. Mini-tender offers are designed to seek to acquire less than 5 percent of a company’s outstanding shares, thereby avoiding many disclosure and procedural requirements of the Securities and Exchange Commission (“SEC”) that apply to offers for more than 5 percent of a company’s outstanding shares. As a result, mini-tender offers do not provide investors with the same level of protection as provided by larger tender offers under United States federal securities laws.

The 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.” The SEC’s Investor Tips regarding mini-tender offers may be found on the SEC’s website at [www.sec.gov/investor/pubs/minitend.htm](http://www.sec.gov/investor/pubs/minitend.htm).

AmerisourceBergen encourages brokers and dealers, as well as other market participants, to review the SEC’s letter regarding broker-dealer mini-tender offer dissemination and disclosures at [www.sec.gov/divisions/marketreg/minitenders/sia072401.htm](http://www.sec.gov/divisions/marketreg/minitenders/sia072401.htm) and NASD’s Notice to Members 99-53, issued July 1999, regarding guidance to members forwarding mini-tender offers to their customers, which can be found at [www.finra.org/web/groups/industry/@ip/@reg/@notice/documents/notices/p004221.pdf](http://www.finra.org/web/groups/industry/@ip/@reg/@notice/documents/notices/p004221.pdf).

AmerisourceBergen requests that a copy of this press release be included with all distributions of materials relating to TRC’s mini-tender offer.

### About AmerisourceBergen

AmerisourceBergen is one of the largest global pharmaceutical sourcing and distribution services companies, helping both healthcare providers and pharmaceutical and biotech manufacturers improve patient access to products and enhance patient care. With services ranging from drug distribution and niche premium logistics to reimbursement and pharmaceutical consulting services, AmerisourceBergen delivers innovative programs and solutions across the pharmaceutical supply channel in human and animal health. With over \$145 billion in annual revenue, AmerisourceBergen is headquartered in Valley Forge, PA, and employs approximately 19,000 people. AmerisourceBergen is ranked #12 on the Fortune 500 list. For more information, go to [www.amerisourcebergen.com](http://www.amerisourcebergen.com).

View source version on businesswire.com: <http://www.businesswire.com/news/home/20161222005136/en/>

Source: AmerisourceBergen Corporation

AmerisourceBergen Corporation  
Bennett Murphy, 610-727-3693  
[bmurphy@amerisourcebergen.com](mailto:bmurphy@amerisourcebergen.com)