

Complément n° 5

du 23 mai 2017

au prospectus de l'offre publique d'acquisition

de

AEVIS VICTORIA SA, Fribourg, Suisse

pour toutes les actions nominatives d'une valeur nominale de CHF 1.30 chacune
en mains du public de

LifeWatch SA, Zoug, Suisse

Conseillers financiers

UBS SA et N M Rothschild & Sons Limited

Banque chargée de l'exécution technique

UBS SA

	Numéro de valeur	ISIN	Symbole de valeur
Actions nominatives de LifeWatch SA	1'281'545	CH0012815459	LIFE
Actions nominatives de LifeWatch SA apportées dans le cadre de l'Offre d'Echange (deuxième ligne, non ouverte au négoce)	35'689'131	CH0356891314	-
Actions nominatives de LifeWatch SA apportées dans le cadre de l'Alternative en Espèces (troisième ligne, non ouverte au négoce)	35'689'722	CH0356897220	-
Actions nominatives d'AEVIS VICTORIA SA	1'248'819	CH0012488190	AEVS

Le 20 février 2017, AEVIS VICTORIA SA ("**AEVIS**") a publié une offre publique d'acquisition (l'"**Offre d'AEVIS**") pour toutes les actions en mains du public de LifeWatch SA ("**LifeWatch**").

Le 24 avril 2017, Cardiac Monitoring Holding Company, LLC ("**Cardiac Monitoring**") a publié une offre publique d'acquisition (l'"**Offre de Cardiac Monitoring**") pour toutes les actions en mains du public de LifeWatch. Le 22 mai 2017, la Commission des OPA accordé à Cardiac Monitoring le droit de prolonger son offre de cinq jours de bourse.

Pour tenir compte de ces développements, l'Offre d'AEVIS est complétée comme il suit.

1. CALENDRIER INDICATIF RÉVISÉ DE L'OFFRE D'AEVIS

La prolongation de l'offre de Cardiac Monitoring a pour conséquence que l'Offre d'AEVIS est prolongée de plein droit jusqu'à l'échéance de l'Offre de Cardiac Monitoring. Le calendrier indicatif de l'Offre d'AEVIS est désormais le suivant:

Fin de la Période d'Offre (16 h 00 HAEC)	31 mai 2017	*
Publication du résultat intermédiaire provisoire	1er juin 2017	*
Publication du résultat intermédiaire définitif	8 juin 2017	*
Début du Délai Supplémentaire	9 juin 2017	*
Fin du Délai Supplémentaire (16 h 00 HAEC)	21 juin 2017	*
Publication du résultat final provisoire	22 juin 2017	*
Publication du résultat final définitif	27 juin 2017	*
Terme d'Exécution	4 juillet 2017	*
Paiement des indemnités en espèces de fraction	5 juillet 2017	*

* Sous réserve de prolongation approuvée par la Commission des OPA. L'Offrant se réserve le droit de reporter le Terme d'Exécution (tel que défini dans le Prospectus) conformément à la Section 2.7 du Prospectus.

2. AUTRES TERMES DE L'OFFRE

Sous réserve de ce qui précède, les termes de l'Offre d'AEVIS exposés dans le Prospectus, tel qu'amendé le 27 mars 2017, les 5, 11 et 26 avril 2017, restent inchangés. Suite à l'Offre de Cardiac Monitoring, les actionnaires de LifeWatch peuvent révoquer leur acceptation de l'Offre d'AEVIS jusqu'à son échéance.

RESTRICTIONS À L'OFFRE D'AEVIS

En général

L'Offre d'AEVIS n'est faite ni directement ni indirectement dans un Etat ou une juridiction dans lequel/laquelle une telle offre serait illicite ou contreviendrait de toute autre manière aux lois ou réglementations en vigueur ou qui exigerait de la part d'AEVIS une modification des termes ou des conditions de l'Offre d'AEVIS de quelque manière que ce soit ou la formulation d'une requête ou la réalisation de démarches supplémentaires auprès d'autorités gouvernementales, d'autorégulation ou d'autres organes en relation avec l'Offre d'AEVIS. Il n'est pas prévu d'étendre l'Offre d'AEVIS à de tels Etats ou à de telles juridictions. La documentation relative à l'Offre d'AEVIS ne doit pas être distribuée ou envoyée dans de tels Etats ou dans de telles juridictions. Cette documentation ne doit pas non plus être utilisée pour solliciter l'acquisition de titres de participation de LifeWatch de personnes domiciliées ou ayant leur siège dans de tels Etats ou dans de telles juridictions.

United States of America

The public tender offer described in this document is not being made directly or indirectly in or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States of America and may only be accepted outside the United States of America. This includes, but is not limited to, facsimile transmission, telex or telephones. This document and any other offering materials with respect to the public tender offer described in this document may not be distributed in nor sent to the United States of America and may not be used for the purpose of soliciting the sale or purchase of any securities of LifeWatch from anyone in the United States of America. AEVIS is not soliciting the tender of securities of LifeWatch by any holder of such securities in the United States of America. Securities of LifeWatch will not be accepted from holders of such securities in the United States of America. Any purported acceptance of the offer that AEVIS or its agents believe has been made in or from the United States of America will be invalidated. AEVIS reserves the absolute right to reject any and all acceptances determined by them not to be in the proper form or the acceptance of which may be unlawful.

The securities to be issued pursuant to the public tender offer described in this document have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), nor under any law of any state of the United States of America, and may not be offered, sold, resold, or delivered, directly or indirectly, in or into the United States of America, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and the applicable state securities laws. Neither this preannouncement nor the public tender offer described in this pre-announcement does constitute an offer to sell or the solicitation of an offer to buy any securities in the United States of America or in any other jurisdiction in which such an offer or solicitation would be unlawful. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration. AEVIS will not register or make a public offer of its securities, or otherwise conduct the public tender offer, in the United States of America.

United Kingdom

This communication is directed only at persons in the United Kingdom who (i) have professional experience in matters relating to investments, (ii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc") of The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iii) to whom it may otherwise lawfully be communicated (all such persons

together being referred to as "**relevant persons**"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

Australia, Canada, Japan

The public tender offer described in this document is not addressed to shareholders of LifeWatch whose place of residence, seat or habitual abode is in Australia, Canada or Japan, and such shareholders may not accept the offer.

European Economic Area

The public tender offer described in this document is only being made within the European Economic Area ("**EEA**") pursuant to an exemption under Directive 2003/71/EC (as amended and together with any applicable adopting or amending measures in any relevant member state (as defined below), the "**Prospectus Directive**"), as implemented in each member state of the EEA (each a "**relevant member state**"), from the requirement to publish a prospectus that has been approved by the competent authority in that relevant member state and published in accordance with the Prospectus Directive as implemented in that relevant member state or, where appropriate, approved in another relevant member state and notified to the competent authority in that relevant member state, all in accordance with the Prospectus Directive. Accordingly, in the EEA, the Offer and documents or other materials in relation to the Offer and the shares in AEVIS (the "**Offeror Shares**") are only addressed to, and are only directed at, (i) qualified investors ("**qualified investors**") in the relevant member state within the meaning of Article 2(1)(e) of the Prospectus Directive, as adopted in the relevant member state, and (ii) persons who hold, and will tender, the equivalent of at least EUR 100,000 worth of shares in LifeWatch (the "**Target Shares**") in exchange for the receipt of Offeror Shares (collectively, "**permitted participants**"). This document and the documents and other materials in relation to the Offer may not be acted or relied upon by persons in the EEA who are not permitted participants, and each shareholder of LifeWatch seeking to participate in the Offer that is resident in the EEA will be deemed to have represented and agreed that it is a qualified investor or that it is tendering the equivalent of EUR 100,000 worth of Target Shares in exchange of Offeror Shares.