



CompuGroup Medical SE & Co. KGaA

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Press Release, January 22, 2025

CVC exceeds minimum acceptance threshold for voluntary public tender offer for CompuGroup Medical – additional acceptance period expected to commence on 29 January

- Minimum acceptance threshold of 17% exceeded
- Tender offer successful (subject to regulatory approvals), paving the way for strategic partnership to take effect
- As of today, 17.46% of total shares in CompuGroup Medical tendered or acquired outside the offer
- Acceptance period to end on 23 January 2025 and additional two-week acceptance period to tender shares at EUR 22 per share expected to commence on 29 January 2025 until 11 February 2025

Koblenz, Frankfurt – CVC Capital Partners (“CVC”) exceeded the minimum acceptance threshold of 17% for the voluntary public tender offer for all outstanding shares of CompuGroup Medical SE & Co. KGaA (“CompuGroup Medical” or “CGM”) within the initial acceptance period. As of 22 January 2025, 11:00 hrs (CET), the voluntary public tender offer by a holding company, controlled by funds advised and managed by CVC, has been accepted for approximately 3.85% of the total share capital and voting rights of CompuGroup Medical. In addition, 13.62% of the total share capital and voting rights have been acquired through

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share purchases outside the offer, which are currently held by CVC directly and via instruments.

Daniela Hommel, Chief Financial Officer of CompuGroup Medical, states: “Exceeding the minimum acceptance threshold marks the next milestone on our path towards the strategic partnership with CVC. With CVC, we will be ideally positioned to strengthen and expand our leadership in the e-health sector, aiming to provide the best solutions for our customers and their patients.”

Daniel Pindur, Managing Partner at CVC, said: “We are thrilled to have achieved this milestone and to partner with CompuGroup Medical. Together, we will seize opportunities in the rapidly evolving e-health market and drive the next chapter of their remarkable success story in the transformation of the healthcare sector.”

Shareholders of CompuGroup Medical can still tender their shares for EUR 22 per share within the initial acceptance period, which will continue until 23 January 2025 at 24:00 hrs (CET), and during the additional acceptance period, expected to commence on 29 January 2025 until 11 February 2025 at 24:00 hrs (CET). Details on how the tender offer can be accepted are set out in the offer document. CompuGroup Medical shareholders should contact their respective custodian bank to tender their shares and inquire about any relevant deadlines set by their custodian bank that may require actions prior to the formal end of the additional acceptance period.

The voluntary public tender offer remains subject to the completion of the regulatory conditions outlined in sections 12.1.1 and 12.1.2 of the offer document. Closing of the transaction is expected in Q2 2025.

The management of CompuGroup Medical and CVC have agreed to take the company private by way of a delisting offer immediately following the closing of the tender offer. CVC does not intend to increase the offer price for purposes of the delisting offer. Shareholders who remain



invested will face the risk of holding an illiquid and unlisted stock with limited financial reporting and uncertainty if any retained shares can be sold at an adequate price. CVC does not require any further shares following successful completion of the tender offer to initiate the delisting offer.

About the offer

On 9 December 2024, CompuGroup Medical and CVC announced a strategic partnership agreement, aiming to support the long-term innovation and growth strategy of CompuGroup Medical. Together, CompuGroup Medical and CVC plan to drive innovation in healthcare for the benefit of patients and healthcare providers worldwide.

As part of the agreement, CVC launched a voluntary public tender offer for all outstanding shares of CompuGroup Medical at a price of EUR 22.00 per share in cash. The shareholders around the founding family Gotthardt, who together hold around 50.1% of all shares, will retain their majority stake in CompuGroup Medical. The parties have agreed not to enter into a domination and/or profit and loss transfer agreement for a period of at least two years following the closing of the offer.

The offer represents a premium of 51.2% to the three-month volume-weighted average price preceding the announcement of the intention to launch the public tender offer and a premium of 33.5% to the closing price of CompuGroup Medical's shares on 6 December 2024, the last close prior to the announcement of the tender offer. The offer provides CompuGroup Medical shareholders with an opportunity to realize a significant portion of the future value potential of the company immediately and with high certainty.

In accordance with the requirements of the German Securities Acquisition and Takeover Act, the offer document (including an English-language convenience translation thereof) and other information in connection with CVC's public tender offer have been made available on the following website after approval by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht): www.practice-public-offer.com

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About CompuGroup Medical SE & Co. KGaA

CompuGroup Medical is one of the leading e-health companies in the world. With a revenue base of EUR 1.19 billion in 2023, its software products are designed to support all medical and organizational activities in doctors' offices, pharmacies, laboratories, hospitals and social welfare institutions. Its information services for all parties involved in the healthcare system and its web-based personal health records contribute towards safer and more efficient healthcare. The basis of CompuGroup Medical's services is its unique customer base, including doctors, dentists, pharmacists and other healthcare professionals in inpatient and outpatient facilities, as well as insurance and pharmaceutical companies. CompuGroup Medical has offices in 19 countries and offers its solutions in 60 countries worldwide. More than 8,700 highly qualified employees support customers with innovative solutions for the steadily growing demands of the healthcare system.

About CVC Capital Partners

CVC is a leading global private markets manager with a network of 30 office locations throughout EMEA, the Americas, and Asia, with approximately EUR 193bn of assets under management. CVC has seven complementary strategies across private equity, secondaries, credit and infrastructure, for which CVC funds have secured commitments of approximately EUR 240bn from some of the world's leading pension funds and other institutional investors. Funds managed or advised by CVC's private equity strategy are invested in approximately 130 companies worldwide, which have combined annual sales of over EUR 155bn and employ more than 600,000 people. In the German-speaking market, CVC has been a relevant investor for more than 30 years and has successfully partnered with several founder- and family-led businesses. These include Douglas, Europe's leading omnichannel beauty destination and until recently DKV Mobility, a leading provider of international mobility services, as well as Messer Industries, a global leader in industrial gases.

Important Notices:

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares of CompuGroup Medical SE & Co. KGaA ("**CGM Shares**"). The final terms of the takeover offer

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as well as other provisions relating to the takeover offer are set out solely in the offer document authorized for publication by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Caesar BidCo (the "**Bidder**") reserves the right to deviate from the key items presented here in the final terms and conditions of the takeover offer to the extent legally permissible. Investors and holders of CGM Shares are strongly advised to read the offer document and all other documents relating to the takeover offer, as they contain important information. The offer document for the takeover offer (in German and a non-binding English translation) with the detailed terms and conditions and other information on the takeover offer is published amongst other information on the internet at www.practice-public-offer.com.

The takeover offer will be implemented exclusively on the basis of the applicable provisions of German law, in particular the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - WpÜG*), and certain securities law provisions of the United States of America ("**United States**") relating to cross-border takeover offers. The takeover offer will not be conducted in accordance with the legal requirements of jurisdictions other than the Federal Republic of Germany or the United States (as applicable). Accordingly, no notices, filings, approvals or authorizations for the takeover offer have been filed, caused to be filed or granted outside the Federal Republic of Germany or the United States (as applicable). Investors and holders of CGM Shares cannot rely on being protected by the investor protection laws of any jurisdiction other than the Federal Republic of Germany or the United States (as applicable). Subject to the exceptions described in the offer document and, where applicable, any exemptions to be granted by the respective regulatory authorities, no takeover offer will be made, directly or indirectly, in those jurisdictions in which this would constitute a violation of applicable law. This press release may not be released or otherwise distributed in whole or in part, in any jurisdiction in which the takeover offer would be prohibited by applicable law.

The Bidder and/or persons acting jointly with the Bidder within the meaning of section 2 para 5 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - "WpÜG"*) and/or their subsidiaries within the meaning of section 2 para 6 WpÜG may acquire, or make arrangements to acquire, CGM Shares in a manner other than pursuant to the takeover offer on or off the stock exchange during the takeover offer's term, provided that such acquisitions or acquisition arrangements are made outside of the United States, comply with the applicable German statutory provisions, in particular the WpÜG, and provided that the takeover offer price is increased to correspond with any higher consideration paid outside of the takeover offer. Information on corresponding acquisitions or acquisition agreements will be published in the Federal Gazette (*Bundesanzeiger*) in accordance with Section 23 para. 2 WpÜG. This information is also published in a non-binding English translation on the Bidder's website at www.practice-public-offer.de.

The takeover offer mentioned in this press release relates to shares in a German company admitted to trading on the Frankfurt Stock Exchange and is subject to the disclosure requirements, rules and practices applicable to companies listed in the Federal Republic of Germany, which differ from those of the United States and other jurisdictions in certain



material respects. This press release has been prepared in accordance with German style and practice for the purposes of complying with the laws of the Federal Republic of Germany. The financial information relating to the Bidder and CGM included elsewhere, including in the offer document, are prepared in accordance with provisions applicable in the Federal Republic of Germany and are not prepared in accordance with generally accepted accounting principles in the United States. As a result, it may not be comparable to financial information relating to United States companies or companies from other jurisdictions outside the Federal Republic of Germany.

The takeover offer will be made in the United States on the basis of the so-called Tier II cross-border exemption from certain requirements of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). This exemption allows the Bidder to comply with certain substantive and procedural rules of the Exchange Act for takeover bids by complying with the law or practice of the domestic legal system and exempts the Bidder from complying with certain other rules of the Exchange Act. Shareholders from the United States should note that CGM is not listed on a United States securities exchange, is not subject to the periodic requirements of the Exchange Act and is not required to, and does not, file any reports with the United States Securities and Exchange Commission.

CGM Shareholders whose place of residence, seat, or place of habitual abode is in the United States should note that the takeover offer is made in respect of securities of a company that is a "foreign private issuer" within the meaning of the Exchange Act, and the shares of which are not registered under section 12 of the Exchange Act. The takeover offer is being made in the United States in reliance on the Tier 2 cross-border exemption from certain requirements of the Exchange Act and is governed principally by disclosure and other regulations and procedures in Germany, which are different from those in the United States. To the extent that the takeover offer is subject to U.S. securities laws, such laws only apply to CGM Shareholders whose place of residence, seat, or place of habitual abode is in the United States, and no other person has any claims under such laws.

Any contract entered into with the Bidder as a result of the acceptance of the takeover offer will be governed exclusively by and construed in accordance with the laws of the Federal Republic of Germany. It may be difficult for shareholders from the United States (or from elsewhere outside of the Federal Republic of Germany) to enforce certain rights and claims arising in connection with the takeover offer under United States federal securities laws (or other laws they are acquainted with) since the Bidder and CGM are located outside the United States (or the jurisdiction where the shareholder resides), and their respective officers and directors reside outside the United States (or the jurisdiction where the shareholder resides). It may not be possible to sue a non-United States company or its officers or directors in a non-United States court for violations of United States securities laws. It also may not be possible to compel a non-United States company or its subsidiaries to submit themselves to a United States court's judgment.

To the extent that this press release contains forward-looking statements, they are not statements of fact and are identified by the words "intend", "will" and similar expressions.

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These statements express the intentions, beliefs or current expectations and assumptions of the Bidder and the persons acting jointly with it. Such forward-looking statements are based on current plans, estimates and projections made by the Bidder and the persons acting jointly with it to the best of their knowledge, but are not guarantees of future accuracy (this applies in particular to circumstances beyond the control of the Bidder or the persons acting jointly with it). Forward-looking statements are subject to risks and uncertainties, most of which are difficult to predict and are usually beyond the Bidder's control or the control of the persons acting jointly with it. It should be taken into account that actual results or consequences in the future may differ materially from those indicated or contained in the forward-looking statements. It cannot be ruled out that the Bidder and the persons acting jointly with it will change their intentions and estimates stated in documents or notifications or in the offer document yet to be published after publication of the documents, notifications or the offer document.