



## CompuGroup Medical SE & Co. KGaA

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### **Final results of voluntary public takeover offer – CVC has secured 21.85% of total share capital and voting rights of CompuGroup Medical**

- Closing of the transaction is expected in the second quarter of 2025, subject to regulatory approvals
- Delisting offer planned shortly after successful completion of the transaction – no increase over the current tender offer price expected
- CVC has secured a minority stake of 21.85% in CompuGroup Medical while founding family Gotthardt retains majority stake with approximately 50.12%

Koblenz, Frankfurt – Caesar BidCo GmbH, a holding company controlled by investment funds advised and managed by CVC Capital Partners ('CVC') today published the final results of its voluntary public takeover offer to all shareholders of CompuGroup Medical SE & Co. KGaA ('CompuGroup Medical' or 'CGM'). At the end of the additional acceptance period on 11 February 2025 at 24:00 hours (CET), the offer was accepted for 4,387,680 shares of CompuGroup Medical. This represents approximately 8.17% of the total share capital and voting rights. In addition, 13.68% of the total share capital and voting rights have been acquired outside the offer and are currently held by CVC directly and via instruments.

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The founding family Gotthardt, who controls approximately 50.12% of the total share capital and voting rights, retains their majority stake in CompuGroup Medical. CompuGroup Medical founder Frank Gotthardt remains Chairman of the Administrative Board. Prof. (apl.) Dr. med. Daniel Gotthardt continues to be Chief Executive Officer and member of the Administrative Board.

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.

Prof. (apl.) Dr. med. Daniel Gotthardt, CEO of CompuGroup Medical said: “I look forward to the next chapter in CompuGroup Medical’s success story. Our commitment to providing the best solutions for medical doctors, dentists, healthcare practitioners, hospitals, and pharmacies remains stronger than ever. Together with our new partner CVC, we will build on our legacy to unlock new levels of growth and continuously drive innovation in the e-health market.”

Daniel Pindur, Managing Partner at CVC added: “Our successful offer marks a pivotal moment for both CompuGroup Medical and CVC. We are excited to closely collaborate with the team and the Gotthardt family in our strategic partnership. Together, we will drive the next phase of innovation in healthcare, leveraging CVC’s deep industry expertise and extensive experience in partnering with founder-led family businesses. We will jointly focus on continuing to strengthen the successful products, delivering cutting-edge, cloud-based and AI-driven solutions and enhancing service quality for healthcare professionals across Europe.”

The voluntary public tender offer remains subject to the completion of the regulatory conditions outlined in section 12.1.2 (c) to (g) and (i) of the offer document. Closing of the transaction is expected in Q2 2025.



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](http://www.practice-public-offer.com)

### **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

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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 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](http://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

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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](http://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

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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. 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.