



CompuGroup Medical SE & Co KGaA

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Press release - April 17, 2025

Final regulatory approval for voluntary public takeover offer – Strategic partnership between CVC and CompuGroup Medical takes effect upon completion of the offer

- All offer conditions fulfilled through regulatory approvals
- Upon completion of the offer, CVC secures a minority stake of 23.11%¹ in CompuGroup Medical, shareholder around founding family Gotthardt retain majority stake with 50.12%
- Delisting offer planned shortly – no increase over tender offer price expected

Koblenz, Frankfurt - Caesar BidCo GmbH, a holding company owned by investment funds advised and managed by CVC Capital Partners ("CVC"), has announced, that the final outstanding regulatory approval for the completion of the voluntary public takeover offer to all shareholders of CompuGroup Medical SE & Co. KGaA ("CompuGroup Medical" or "CGM") has been granted and the completion of the offer will take place within the next eight banking days. Thus, all offer conditions have been fulfilled and the strategic partnership between CVC and the founding Gotthardt family as majority shareholder of CompuGroup Medical becomes effective upon the completion of the tender offer.

¹ As of 16 April 2025



At the end of the additional acceptance period on 11 February 2025, 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, 14.94%² of the total share capital and voting rights have been acquired outside the offer and are currently held by CVC directly and via instruments.

The shareholders around the founding family Gotthardt, who continue to control 50.12% of the total share capital and voting rights, retain 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 partnership with CVC will support CompuGroup Medical's long-term innovation and growth strategy. Together, CompuGroup Medical and CVC aim to drive innovation in the healthcare sector to the benefit of patients and healthcare providers worldwide. The joint goal is to provide reliable support for medical professionals with state-of-the-art software products and strong customer service.

The completion of the offer will take place within the next eight banking days. CompuGroup Medical and CVC have agreed that CVC will submit a delisting offer immediately following the completion of the tender offer to take the company private. CVC does not intend to increase the offer price for purposes of the delisting offer.

Shareholders of CompuGroup Medical who tendered their shares in the public takeover offer will be paid the offer price of EUR 22.00 per share. Further information on the settlement and transfer of the tendered shares is available on the following website: www.practice-public-offer.com

² As of 16 April 2025



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 1.15 billion in 2024, 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 €200 billion of assets under management. CVC has seven complementary strategies across private equity, secondaries, credit and infrastructure, for which CVC funds have secured commitments of over €260 billion 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 140 companies worldwide, which have combined annual sales of over €168 billion and employ over 600,000 people. CVC has been an established player in the German-speaking region for over 30 years and has successful partnerships with founder- and family-run companies, including Douglas, Europe's leading omnichannel provider of premium beauty, and until recently DKV Mobility, a leading service provider for international mobility, and Messer Industries, a leading global specialist for industrial gases.



Important notes:

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares in CompuGroup Medical SE & Co. KGaA ("**CGM Shares**"). The final terms of the Takeover Offer as well as further provisions in connection with the Takeover Offer are exclusively contained in the offer document approved for publication by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). Caesar BidCo GmbH (the "**Bidder**") reserves the right to deviate from the key points set out herein in the final terms of the Takeover Offer and a possible future Delisting Offer to the extent permitted by law. Investors and holders of CGM Shares are strongly advised to read the offer document and all other documents in connection with the Takeover Offer as they contain important information. The offer document for the Takeover Offer (in German and a non-binding English translation) containing the detailed terms and conditions and other information relating to the Takeover Offer is published, inter alia, on the internet at www.practice-public-offer.com.

The Takeover Offer is being made solely 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 provisions of the securities laws of the United States of America ("**United States**") governing 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 (to the extent applicable). Accordingly, no notifications, filings, approvals or authorizations for the Takeover Offer have been made, arranged for or granted outside the Federal Republic of Germany or the United States (as applicable). Investors and holders of CGM Shares cannot rely on the fact that they are protected by the investor protection laws of any jurisdiction other than the Federal Republic of Germany or the United States (to the extent applicable). Subject to the exceptions described in the Offer Document and any exemptions to be granted by the relevant regulatory authorities, no takeover offer is being made, directly or indirectly, in any jurisdiction where to do so would constitute a violation of applicable law. This press release may not be published 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 WpÜG and/or its subsidiaries within the meaning of Section 2 para. 6 WpÜG may, during the term of the Takeover Offer, acquire CGM Shares or enter into agreements to acquire CGM Shares outside the stock exchange in a manner other than in the context of the Takeover Offer, acquire CGM Shares on or off the stock exchange during the term of the Takeover Offer in a manner other than in the context of the Takeover Offer or enter into agreements to make such acquisitions, provided that such acquisitions or acquisition agreements are made outside the United States, comply with applicable German law, in particular the WpÜG, and the Takeover Offer Price is increased in accordance with any higher consideration paid outside the Takeover Offer. Information on such acquisitions or acquisition agreements will be published in the *Federal Gazette* in accordance with Section 23 para. 2 WpÜG. This information will also be published in a non-binding English translation on the Bidder's website at www.practice-public-offer.de.

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General partner: CompuGroup Medical Management SE - Company with registered office in: Koblenz, HRB 27343, Koblenz Local Court
Chairman: Frank Gotthardt

Managing Directors: Prof. (apl.) Dr. med. Daniel Gotthardt (Chairman of the Executive Board), Daniela Hommel, Emanuele Mugnani, Hannes Reichl, Dr. Ulrich Thomé
SALES TAX ID: DE114134699 - Commerzbank Koblenz - Bank code: 570 400 44 - Account number: 208 002 600 - IBAN: DE60 5704 0044 0208 0026 00 - BIC: COBADEFF33



The tender offer referred to in this press release relates to shares of a German company listed for 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 in certain material respects from those of the United States and other jurisdictions. This press release has been prepared in accordance with German style and practice in order to comply with the laws of the Federal Republic of Germany. The financial information about the Bidder and CGM contained elsewhere, including in the Offer Document, has been prepared in accordance with the requirements applicable in the Federal Republic of Germany and not in accordance with accounting principles generally accepted in the United States. Therefore, it may not be comparable with financial information relating to U.S. companies or companies from other jurisdictions outside the Federal Republic of Germany.

The Takeover Offer is being made in the United States on the basis of the so-called cross-border exemption (Tier II) from certain provisions of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). This exemption permits the Bidder to comply with certain substantive and procedural requirements of the Exchange Act applicable to tender offers by complying with the law or practice of the domestic jurisdiction and exempts the Bidder from compliance with certain other requirements of the Exchange Act. United States shareholders should note that CGM is not listed on a U.S. securities exchange, is not subject to the periodic requirements of the Exchange Act and is not required to file, and is not filing, reports with the United States Securities and Exchange Commission.

CGM Shareholders who are resident, located or ordinarily resident in the United States should note that the Tender Offer relates to securities of a company that is a "foreign private issuer" within the meaning of the Exchange Act and whose shares are not registered under Section 12 of the Exchange Act. The Tender Offer is being made in the United States in reliance on the cross-border exemption (Tier 2) from certain requirements of the Exchange Act and is substantially subject to the disclosure and other requirements and procedures in Germany, which differ from those in the United States. To the extent that the Takeover Offer is subject to U.S. securities laws, such laws will only apply to CGM Shareholders who are resident, domiciled or ordinarily resident in the United States and no other person will have any rights under such laws.

Any agreement entered into with the Bidder as a result of the acceptance of the Takeover Offer will be governed by and construed exclusively in accordance with the laws of the Federal Republic of Germany. It may be difficult for shareholders from the United States (or from other countries outside the Federal Republic of Germany) to enforce certain rights and claims arising in connection with the Takeover Offer under the U.S. federal securities laws (or other laws known to them) because the Bidder and CGM are domiciled outside the United States (or the jurisdiction in which the shareholder is domiciled) and their respective officers and directors are domiciled outside the United States (or the jurisdiction in which the shareholder is domiciled). It may not be possible to sue a non-U.S. corporation or its officers or directors in a court outside the United States for violations of U.S. securities laws. It may

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also not be possible to compel a non-U.S. company or its subsidiaries to submit to the judgment of a U.S. court.

To the extent that this press release contains forward-looking statements, these are not to be understood as statements of fact and are characterized by the words "intend", "will" and similar expressions. These statements express the intentions, assumptions or current expectations and assumptions of the Bidder and the persons acting in concert with the Bidder. Such forward-looking statements are based on current plans, estimates and projections of the Bidder and the persons acting in concert with the Bidder, which are made to the best of their knowledge, but which do not guarantee their future accuracy (this applies in particular to circumstances beyond the control of the Bidder or the persons acting in concert with the Bidder). Forward-looking statements are subject to risks and uncertainties, most of which are difficult to predict and are generally beyond the control of the Bidder or the persons acting in concert with the Bidder. It should be noted that actual future results or outcomes may differ materially from those expressed or implied by such forward-looking statements. It cannot be ruled out that the Bidder and the persons acting in concert with it may change their intentions and assessments expressed in documents or announcements or in the Offer Document yet to be published after publication of the documents, announcements or the Offer Document.