



## CompuGroup Medical SE & Co KGaA

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### **CompuGroup Medical and CVC plan delisting – public delisting offer announced by CVC**

- CVC to launch public delisting offer of EUR 22.00 in cash per share as planned
- Managing Directors, Supervisory Board and Administrative Board of CompuGroup Medical welcome public delisting offer
- Offer provides CGM shareholders with the opportunity to sell their shares independently of market liquidity prior to delisting
- Delisting will enable CompuGroup Medical to focus on implementation of its long-term innovation and growth strategy
- Following the completion of the public takeover offer on May 2, 2025, CVC holds 24.27% of the share capital and voting rights in CompuGroup Medical

Koblenz – CompuGroup Medical SE & Co. KGaA (“CGM” or “CompuGroup Medical”), a leading global provider of e-health solutions, and CVC Capital Partners (“CVC”) are initiating the process of the agreed delisting of CGM. Both parties are convinced that CGM's long-term investment and growth strategy can be implemented more effectively under private ownership. Together, CompuGroup Medical and CVC aim to drive innovation in the healthcare sector that will benefit patients and healthcare providers worldwide. The joint

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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  
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goal is to provide healthcare professionals with reliable support through state-of-the-art software products and excellent customer service.

Prof. (apl.) Dr. med. Daniel Gotthardt, Chief Executive Officer of CompuGroup Medical, said: “With this strategic partnership, we are strengthening CompuGroup Medical's position as one of the leading e-health companies. Together with CVC, we can purposefully invest in long-term growth and innovation. A successful delisting will provide a long-term strategic perspective for CompuGroup Medical, independently of the capital market’s short-term expectations. We continue to focus on providing innovative solutions for our customers: doctors, dentists, hospitals, pharmacists, healthcare professionals, insurance companies and pharmaceutical companies, for the benefit of patients.”

Dr. Daniel Pindur, Managing Partner at CVC, explained: “The dynamic changes in the healthcare sector require strategic and, above all, long-term investments. Following the delisting, we will be able to fully focus on investments and driving product development together with the founding Gotthardt family.” Can Toygar, Partner at CVC, added: “For CGM shareholders, the public delisting offer provides an opportunity to sell their shares now at an attractive price - this will be much more difficult after delisting.”

The withdrawal from the regulated market of the Frankfurt Stock Exchange is subject to a prior public delisting offer to all shareholders of CompuGroup Medical. In accordance with the agreement concluded with CGM today, Caesar BidCo, a holding company owned by investment funds advised and managed by CVC will launch such an offer with a cash offer price of approximately EUR 22,00 per share, subject to the determination of the statutory minimum price. This amount corresponds to the offer price of the previous voluntary public tender offer published in December 2024 and completed on May 2, 2025.

The public delisting offer gives CompuGroup Medical shareholders the opportunity to sell their shares at a price of EUR 22.00 prior to the delisting independently of market liquidity. Shareholders who remain invested, will face the risk of not being able to trade their shares



to the extent they were accustomed to. The statutory financial reporting requirements also provide for a significantly reduced scope of information to be disclosed.

The Managing Directors, Supervisory Board, and Administrative Board of CompuGroup Medical welcome the offer. CompuGroup Medical Management SE and the supervisory board intend to recommend that shareholders accept the offer, subject to their review of the offer document. They will provide a reasoned statement pursuant to section 27 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz; “WpÜG”) after publication of the offer document by the bidder.

The shareholders around the founding family Gotthardt, who control approximately 50.12% of all shares and voting rights in CGM, and CVC, who via the bidder hold approximately 24.27% of the share capital and voting rights in CGM, form a strong partnership. In the course of the public delisting offer, the shareholders around the founding Gotthardt family will not sell any of their shares.

CGM and CVC first announced their strategic partnership and the planned subsequent delisting of CGM on December 9, 2024. In this context, CVC published a voluntary public tender offer to all CGM shareholders. On April 17, the bidder announced receiving the final regulatory approval for its voluntary public tender offer. The strategic partnership between CVC and CGM officially came into effect upon completion of the offer on May 2. All shareholders of CompuGroup Medical who tendered their shares in the tender offer received the offer price of EUR 22.00 per share.

The public delisting offer is expected to be published still in May 2025 and the acceptance period is also expected to commence in May 2025. The closing of the delisting transaction is expected within the first half of the 2025 financial year, and in any event before CGM's Annual General Meeting scheduled for 1 August 2025. In accordance with the requirements of the German Securities Acquisition and Takeover Act, the offer document and further information in connection with CVC's public delisting offer will be available on the following website after

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approval by the German Federal Financial Supervisory Authority (“Bundesanstalt für Finanzdienstleistungsaufsicht”; BaFin): [www.practice-public-offer.com](http://www.practice-public-offer.com). There will be no additional acceptance period. The delisting offer will not be subject to any closing conditions.

### **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 delisting offer as well as further provisions in connection with the delisting 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 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 delisting offer as they contain important information. The offer document for the delisting offer (in German and a non-binding English translation) containing the detailed terms and conditions and other information relating to the delisting offer is published, inter alia, on the internet at [www.practice-public-offer.com](http://www.practice-public-offer.com).

The delisting 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")*, the German Stock Exchange Act (*Börsengesetz*) and certain provisions of the securities laws of the United States of America ("**United States**") governing cross-border delisting offers. The delisting 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 delisting 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 delisting 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 delisting 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 delisting 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 delisting offer, acquire CGM Shares on or off the stock exchange during the term of the delisting offer in a manner other than in the context of the delisting offer or enter into agreements to make such acquisitions, provided that such acquisitions or acquisition agreements are made outside

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the United States, comply with applicable German law, in particular the WpÜG, and the delisting offer price is increased in accordance with any higher consideration paid outside the delisting 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](http://www.practice-public-offer.de).

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 delisting 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 delisting 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 delisting 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 delisting 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 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.