

Aviso de Derechos para emisoras del

FECHA: 24/01/2025



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	251129
FOLIO DE REFERENCIA INDEVAL	783780C005
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	COP1
RAZÓN SOCIAL	COMPUGROUP MEDICAL SE & CO. KGAA
SERIE	N
ISIN	DE000A288904
MERCADO PRINCIPAL	XETRA

TIPO DE EVENTO	TENDER/ACQUISITION/TAKEOVER/PURCHASE OFFER
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MANDATORIO / OPCIONAL / VOLUNTARIO	Voluntary
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OPCIÓN	999
TIPO	NoAction
DEFAULT	true

NOTA	
TAKE NO ACTION	

OPCIÓN	1
TIPO	Cash
DEFAULT	false

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MARKET DEADLINE	23/01/2025
DISPONIBILIDAD DE LA OPCIÓN	Cancelled

OPCIÓN	2
TIPO	Security
DEFAULT	false

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	
	DE000A288904

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Credit

RATIO	NewToOld
	1 / 1

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VALORES A RECIBIR	
	DE000A40UTN2

NOTA

Holders will receive 1 acceptance share per every 1 share tendered.

NOTAS DEL EVENTO CORPORATIVO

NOTA

23/01/2025

On 22 January 2025, the Offer Condition described in Section 12.1.3 (Minimum acceptance threshold) of the Offer Document was fulfilled.

The Takeover Offer thus still remains subject to the Offer Conditions described in Sections 12.1.1 (Merger control clearances), 12.1.2 (Foreign direct investment clearances), 12.1.4 (No dissolution, no insolvency of CGM), 12.1.5 (No resolutions of the general meeting on specific items) and 12.1.6 (No sale or issuance of CGM Shares or other instruments) of the Offer Document. (27/12/2024)

Bidder: SCUR-Alpha 269 GmbH (in future: Caesar BidCo GmbH)

Additional Acceptance Period: expected to run from 29 January 2025 to 11 February 2025

TRADING OF TENDERED SHARES:

The Tendered CGM Shares can be traded, in accordance with the provisions set forth in section 13.8 of the Offer Document, under ISIN DE000A40UTN2 on the Regulated Market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange.

Trading is expected to begin on the third Stock Exchange Trading Day after the commencement of the Acceptance Period. Trading is expected to be discontinued (i) upon expiration of the last day of the Additional Acceptance Period if on that date all Offer Conditions have been fulfilled to the extent that they have not been validly waived by the Bidder previously or (ii) with the expiration of the third Stock Exchange Trading Day immediately prior to the settlement of the Takeover Offer or the unwinding of the Takeover Offer.

RIGHT OF WITHDRAWAL:

In the event that the Offer is amended or in the event of a Competing Offer CGM Shareholders can withdraw their acceptance of the Offer until expiry of the Acceptance Period provided that they accepted the Offer prior to publication of the amendment of the Offer or to publication of the offer document of the Competing Offer.

Domination and/or profit and loss transfer agreement:

The Bidder and the other parties to the Investor Agreement have agreed that the conclusion of a domination and/or profit and loss transfer agreement between the Bidder as the controlling entity and CGM as the controlled entity shall be excluded for a period of at least two years after closing of the Takeover Offer and the Bidder and GT 1 undertake to CGM to this effect.

Holders will receive 1 acceptance share for every 1 share tendered. For every 1 acceptance share held, holders will receive EUR 22.00.

The offer is subject to a minimum acceptance threshold of 17% and customary regulatory closing conditions, including antitrust clearance. As of 20 December 2024, CVC already holds 9.62% of all outstanding shares.

Subject to the fulfilment of the offer conditions, closing of the transaction is currently expected to take place in the first half of 2025. 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.

Management of CompuGroup Medical and CVC have agreed to take the company private by way of a delisting offer, which is intended in due course after closing of the tender offer. Shareholders who stay invested will face the risk of holding an illiquid stock with very limited financial reporting and no opportunity to sell their shares at an adequate price.

(12/10/2024) CompuGroup Medical SE & Co. KGaA (CGM or the Company), together with its general partner, CompuGroup Medical

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Management SE, its majority shareholder GT 1 Vermögensverwaltung GmbH (the Majority Shareholder), Kronen 2944 GmbH (to be renamed GT2 Beteiligungen und Software GmbH, GT2) as well as SCUR-Alpha 269 GmbH (to be renamed Caesar BidCo GmbH, the Bidder) and SCUR-Alpha 1776 GmbH (to be renamed Caesar HoldCo GmbH), both controlled by CVC Capital Partners plc (CVC), entered into an investment agreement on the terms and conditions of a strategic partnership with the Bidder (the Investment Agreement).

The Bidder announces its intention to submit a voluntary public tender offer to the shareholders of CGM at an offer price of EUR 22.00 per share in cash (the Offer). This corresponds to a premium of approximately 51% over the volume-weighted average price of CGM-shares over the past three months. The Offer will stipulate a minimum acceptance threshold of 17% and will be subject, in particular, to merger control and other regulatory clearances. In the Investment Agreement, CGM's general partner and supervisory board have agreed in principle to support the Bidder's intention to pursue a potential delisting of CGM immediately after completion of the Offer. Furthermore, the parties of the Investment Agreement have agreed to pursue a more efficient capital structure. To this end, various banks have undertaken to provide credit facilities in the event of the takeover being completed.

The Offer may be accepted by all domestic and foreign CGM Shareholders in accordance with the terms outlined in this Offer Document and the applicable statutory provisions. However, acceptance of the Offer outside Germany, the Member States of the European Union and the European Economic Area and the United States may be subject to legal restrictions. CGM Shareholders which come into possession of this Offer Document outside Germany, the Member States of the European Union and the European Economic Area or the United States, who wish to accept the Offer outside Germany, the Member States of the European Union and the European Economic Area or the United States and/or who are subject to statutory provisions other than those of Germany, the Member States of the European Union and the European Economic Area or the United States are advised to inform themselves of the relevant applicable statutory provisions and to comply with them.

(24/12/2024)

Event under Review

DECA EOD 1 Voluntary Public Takeover Offer (Cash Offer) made by SCUR.Alpha 269 GmbH (in future, Caesar BidCo GmbH) c/o Willkie Farr and Gallagher LLP An der Welle 4 60322 Frankfurt am Main Germany to the shareholders of CompuGroup Medical SE and Co. KGaA MariaTrost 21 56070 Koblenz Germany to acquire their no.par value registered shares in CompuGroup Medical SE and Co. KGaA in return for payment of cash consideration of EUR 22.00 per share Acceptance Period. 23 December 2024 to 23 January 2025, 24.00hrs (Frankfurt am Main local time) 18.00 hrs (New York local time) Shares of CompuGroup Medical SE and Co. KGaA. ISIN DE000A288904 Tendered CompuGroup Medical SE and Co. KGaA shares. ISIN DE000A40UTN2 Acceptance of the Offer. Acceptance of the Offer is to be declared to the Custodian Bank (as defined in section 13.2 of this Offer Document) in textform or electronically by each CGM Shareholder during the Acceptance Period or the Additional Acceptance Period. Acceptance will not become valid until the CGM Shares for which the Offer has been validly accepted during the Acceptance Period or the Additional Acceptance Period (the Tendered CGM Shares) have been rebooked in due time in accordance with the provisions and conditions of this Offer Document into ISIN DE000A40UTN2 through Clearstream Banking AG, Frankfurt am Main (see section 13.2 of this Offer Document). Until the settlement of the Offer in accordance with this Offer Document, the Tendered CGM Shares for which the Declaration of Acceptance (as defined in section 13.2 of this Offer Document) has taken effect will remain in the securities deposit account of the CGM Shareholder who has accepted the Offer. Stock exchange trading. The Tendered CGM Shares can be traded, in accordance with the provisions set forth in section 13.8 of this Offer Document, under ISIN DE000A40UTN2 on the Regulated Market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange. Trading is expected to begin on the third Stock Exchange Trading Day after the commencement of the Acceptance Period. There is no guarantee that such trading will in fact take place after the Acceptance Period commences. Trading is expected to be discontinued (i) upon expiration of the last day of the Additional Acceptance Period if on that date all Offer Conditions have been fulfilled to the extent that they have not been validly waived by the Bidder previously or (ii) with the expiration of the third Stock Exchange Trading Day immediately prior to the settlement of the Takeover Offer (as defined in section 13.5 of this Offer Document in more detail) or the unwinding (Rückabwicklung) of the Takeover Offer.