

Aviso de Derechos para emisoras del

FECHA: 14/02/2025



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

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	255279
FOLIO DE REFERENCIA INDEVAL	788724C002
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	Security
DEFAULT	false

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TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

VALORES A RECIBIR	DE000A288904

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Credit

RATIO	NewToOld
	1 / 1
VALORES A RECIBIR	DE000A40UTN2

NOTA
Holders will receive 1 acceptance share for every 1 share tendered

NOTAS DEL EVENTO CORPORATIVO

NOTA
<p>14/02/2025</p> <p>Source: Offer Website, 14 February 2025</p> <p>Results:</p> <p>As of the expiry of the Additional Acceptance Period on 11 February 2025 at 24:00 hours (Frankfurt am Main local time) / 18:00 hours (New York local time) (Reference Date", the Takeover Offer had been accepted for a total of 4,387,680 CGM-Shares. This is equivalent to approximately 8.17% of the share capital of and voting rights in CGM existing on the Reference Date.</p> <p>As of the Reference Date, the Bidder directly held 2,945,517 CGM Shares. This is equivalent to approximately 5.48% of the share capital of and voting rights in CGM existing on the Reference Date.</p> <p>As of the Reference Date, 11,741,499 CGM Shares counted as Included CGM Shares. This is equivalent to approximately 21.85% of the share capital of and voting rights in CGM existing on the Reference Date.</p> <p>On 10 February 2025, the Offer Condition described in section 12.1.2 (a) (merger control clearance Belgium) of the Offer Document was fulfilled</p> <p>On 10 February 2025, the Offer Condition described in section 12.1.2 (h) (merger control clearance Sweden) of the Offer Document was fulfilled</p> <p>The Takeover Offer is therefore still subject to the Offer Conditions described in section 12.1.2 (c) to (g) and (i) (foreign direct investment clearances) of the Offer Document</p> <p>The Takeover Offer will be settled for the Tendered CGM Shares (as defined in section 3 of the Offer Document), which were tendered during the acceptance period and the Additional Acceptance Period, in accordance with the terms of the Offer Document after the Offer Conditions described in section 12.1.2 (c) to (g) and (i) (foreign direct investment clearances) of the Offer Document</p>

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have been fulfilled.
(29/01/2025)

Source: Offer Website, 28 January 2025

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

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

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.

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.

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.

RESULTS OF ACCEPTANCE PERIOD:

As of the expiry of the acceptance period on 23 January 2025, 24:00 hours (Frankfurt am Main local time) / 18:00 hours (New York local time) ("Reference Date"), the Takeover Offer has been accepted for a total of 3,658,530 CGM-Shares. This is equivalent to approximately 6.81% of the share capital of and voting rights in CGM existing on the Reference Date.

As of the Reference Date, 10,975,481 CGM Shares count as Included CGM Shares. For purposes of the minimum acceptance threshold, the acceptance rate as of the Reference Date is approximately 20.43%.

Upon expiry of the acceptance period, the conditions set out in section 12.1.3 (Minimum Acceptance Threshold), section 12.1.4 (No dissolution, no insolvency of CGM), section 12.1.5 (No resolutions of the general meeting on specific items) and section 12.1.6 (No sale or issuance of CGM Shares or other instruments) of the Offer Document have been fulfilled.

Until the expiry of the acceptance period, the conditions described in section 12.1.1 (Merger control clearances) and section 12.1.2 (Foreign direct investment clearances) of the Offer Document have not been fulfilled. The Takeover Offer is therefore still subject to the Offer Conditions described in section 12.1.1 (Merger control clearances) and Section 12.1.2 (Foreign direct investment clearances) of the Offer Document.

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.