



CompuGroup Medical SE & Co. KGaA

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Press Release, December 9, 2024

CompuGroup Medical enters into an investment agreement with CVC Capital Partners

**CVC announces intention to launch a voluntary public tender offer to all free float
shareholders**

- CVC to launch voluntary public tender offer for EUR 22.00 per share, subsequent delisting envisaged
- Significant premium of 51.1% to the 3M VWAP and 33.5% to closing price as of December 6, 2024 provides shareholders with opportunity to realize value immediately
- Founding family Gotthardt signs strategic partnership agreement with CVC and will, together with related shareholder Dr. Koop, retain majority stake
- The road to CompuGroup Medical's long-standing goal of improving healthcare worldwide through digitization is being strengthened.
- This partnership brings CGM customers further increased quality, highest safety and even stronger focus on innovation
- CompuGroup Medical employees will remain part of a company that is even more ambitious, with a determined will to grow and a high level of innovation
- Managing Directors, Supervisory Board and Administrative Board welcome strategic partnership with CVC and voluntary public tender offer

CompuGroup Medical SE & Co. KGaA · Maria Trost 21 · 56070 Koblenz · T +49 261 8000-0 · F +49 261 8000-1166 · www.cgm.com
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General Partner: CompuGroup Medical Management SE · Company domiciled in: Koblenz, HRB 27343, Local Court Koblenz
Chairman: Frank Gotthardt

Managing Directors: Prof. (apl.) Dr. med. Daniel Gotthardt (CEO), Daniela Hommel, Emanuele Mugnani, Hannes Reichl, Dr. Ulrich Thomé
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Koblenz – CompuGroup Medical SE & Co. KGaA, one of the world’s leading e-health providers, has been improving healthcare by digitizing medical care for more than 30 years. CompuGroup Medical’s software supports medical and organizational processes in doctors’ and dentist’s offices, pharmacies, laboratories, hospitals and social institutions daily. This provides medical professionals with more time for their patients and helpful medical information for the benefit of everyone in the healthcare system.

Today, CompuGroup Medical announced a strategic partnership agreement with CVC Capital Partners, one of the world’s leading private equity firms, and GT1 Vermögensverwaltung GmbH, CompuGroup Medical’s majority shareholder. The partnership with CVC will become effective if a holding company controlled by investment funds advised and managed by affiliates of CVC Capital Partners successfully completes a voluntary public tender offer for all outstanding shares of CompuGroup Medical at a price of EUR 22.00 per share in cash. The offer corresponds to a premium of 51.1% to the volume-weighted average price over the past three months.

The founding family Gotthardt and related shareholder Dr. Reinhard Koop, who together hold 50.1% of all shares, will retain their majority stake in CompuGroup Medical. CompuGroup Medical founder Frank Gotthardt will remain Chairman of the Administrative Board, while Prof. (apl.) Dr. med. Daniel Gotthardt continues as Chief Executive Officer and member of the Administrative Board.

The partnership with CVC is expected to support the long-term innovation and growth strategy of CompuGroup Medical. Together, CompuGroup Medical and CVC plan to drive innovation in healthcare for the benefit of patients and healthcare providers worldwide. The joint goal is to reliably empower medical professionals with next generation products and strong customer support.

Prof. (apl.) Dr. med. Daniel Gotthardt, CEO of CompuGroup Medical said: “At CompuGroup Medical, our highest priority is to provide customers – medical doctors, dentists, healthcare

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practitioners, hospitals and pharmacies and other healthcare providers – with the best possible solutions to advance healthcare. Based on innovative, data-based and AI-empowered solutions, we have the unique opportunity to add a new dimension to healthcare in the years to come. CVC's extensive expertise in investments in the healthcare industry and software business will support us to deliver our strategy as planned. Our envisaged partnership will catalyze the next phase of innovation and expansion, for the benefit of our customers, and ultimately patients.”

Daniela Hommel, CFO of CompuGroup Medical, commented: “The Managing Directors welcome the envisaged strategic partnership with CVC due to their international network and deep industry expertise in the software and healthcare sectors. Partnering with CVC will allow us to take advantage of greater growth opportunities, such as investments in inorganic growth and increasing our focus on cloud-based products and AI-powered solutions. It will be particularly advantageous, when speed is of essence regarding financing. For our shareholders, the offer represents the opportunity to realize their investment at a premium of 51.1 % to the volume-weighted average price over the past three months.”

Frank Gotthardt, company founder and Chairman of the Administrative Board added: “The purpose of CompuGroup Medical remains unchanged: Nobody should suffer or die because at some point medical information was missing. Over decades, our customers and employees have appreciated the stability provided by a strong anchor shareholder. CompuGroup Medical will remain family-owned going forward. And I am convinced we have found the perfect partner to build on that strength to write the next successful chapter in our company history.”

Daniel Pindur, Managing Partner at CVC, said: “CompuGroup Medical has written an unparalleled success story over the past 30 years. There are only a handful of those founder-led stories in Germany. It has become a real European champion in digitization. We look



forward to collaborating closely with the Gotthardt family and the team, leveraging CVC’s experience in strategic partnerships with founder-led family businesses. Together, we want to write the next chapter of healthcare.”

Can Toygar, Senior Managing Director at CVC, added: “In light of demographic changes and professional labor shortages, the healthcare market will always need more digital solutions. CompuGroup Medical is an outstanding company, and has the products and capabilities to improve healthcare in Europe for the benefit all and make it more efficient. Together, we will focus on investments in modern, data-based products and improving service quality for medical doctors, pharmacists and nursing staff.”

Offer Details

CVC intends to launch a voluntary public tender offer to all CompuGroup Medical shareholders for EUR 22.00 per share in cash. The offer corresponds to a premium of 51.1% to the volume-weighted average price over the past three months and will be subject to a minimum acceptance threshold of 17% and customary regulatory conditions, including antitrust clearance. Upon completion of the offer, and combined with founding family Gotthardt and related shareholder Dr. Koop, the strategic partners will hold at least 67% of all shares. The parties have agreed not to enter into a domination and/or profit and loss transfer agreement for a period of two years following the closing of the offer.

The Managing Directors, Supervisory Board and Administrative Board of CompuGroup Medical welcome the strategic partnership with CVC. CompuGroup Medical Management SE and the Supervisory Board intend to recommend the acceptance of the offer, subject to their review of the offer document. They will provide a reasoned statement pursuant to § 27 WpÜG after publication of the offer document by CVC. After completion of the tender offer, the 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.

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The acceptance period is expected to begin by the end of December 2024. Closing of the transaction is expected in the first half of 2025. In accordance with the requirements of the German Securities Acquisition and Takeover Act, the offer document and other information in connection with CVC's public tender offer will be made available on the following website after approval by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht): 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 €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 €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 €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

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family-led businesses. These include Douglas, Europe's leading omnichannel beauty destination and until recently DKV Mobility, a leading provider of international mobility services, as well as Messer Industries, a global leader in industrial gases.

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