



CompuGroup Medical SE & Co. KGaA

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CGM issues joint reasoned statement recommending that shareholders accept CVC's voluntary public takeover offer

- Offer price of EUR 22.00 per share is considered to be fair and adequate
- Deutsche Bank and J.P. Morgan have issued fairness opinions confirming the fairness of the offer price from a financial perspective
- Managing Directors, Administrative Board and Supervisory Board welcome the envisaged strategic partnership with CVC Capital Partners, which is expected to support the long-term innovation and growth strategy of CompuGroup Medical
- Managing Directors, Administrative Board and Supervisory Board each recommend accepting the offer

Koblenz – The Managing Directors, the Administrative Board and the Supervisory Board of CompuGroup Medical SE & Co. KGaA (“CompuGroup Medical”) today published their joint reasoned statement pursuant to Section 27 of the German Securities Acquisition and Takeover Act (“WpÜG”) on the voluntary public tender offer of a holding company controlled by investment funds advised and managed by affiliates of CVC Capital Partners (“CVC”) to all shareholders of CompuGroup Medical.

CompuGroup Medical SE & Co. KGaA · Maria Trost 21 · 56070 Koblenz · T +49 261 8000-0 · F +49 261 8000-1166 · www.cgm.com
Chairman of the Supervisory Board: Philipp von Ilberg · Company domiciled in: Koblenz, HRB 27430, Local Court Koblenz

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
VAT ID: DE114134699 · Commerzbank Koblenz · Bank Code: 570 400 44 · Bank Account Number: 208 002 600 · IBAN: DE60 5704 0044 0208 0026 00 · BIC: COBADEFFXXX



After independently and carefully reviewing the offer document published by CVC, the Managing Directors, the Administrative Board and the Supervisory Board reaffirm their support and recommend all CompuGroup Medical shareholders to accept the public tender offer. The governing bodies welcome the economic and strategic intentions of CVC as outlined in the offer document. They are confident that CVC's commitment to fully support CompuGroup Medical's current growth strategy will benefit the company's focus on significantly investing in modern cloud-based software products, data-based AI technology and improving customer success.

The Managing Directors, the Administrative Board and the Supervisory Board of CompuGroup Medical consider the offer price of EUR 22.00 per share to be fair and adequate. They have examined the offer document independently of each other. Deutsche Bank and J.P. Morgan provided the Managing Directors, the Administrative Board and the Supervisory Board with fairness opinions confirming the fairness of the offer price from a financial perspective.

Prof. Dr. Daniel Gotthardt abstained from participating in the discussions about the reasoned statement due to his dual role as CEO and significant shareholder of the company. Frank Gotthardt abstained from participating in the discussions about the reasoned statement due to his dual role as Chairman of the Administrative Board and majority shareholder of the company. Instead, they have issued a separate statement which expresses their commitment and support for the offer from CVC. This separate statement is attached to the joint reasoned statement of the Managing Directors, Administrative Board and the Supervisory Board.

Daniela Hommel, CFO of CompuGroup Medical, said: "After thorough review of the offer document, we as the Managing Directors reaffirm our support of the envisaged strategic partnership with CVC. We believe that the offer is in the best interests of our stakeholders



and that the offer price of EUR 22.00 per share is fair. For our shareholders, the offer represents the opportunity to realize value immediately and with high certainty.”

Philipp von Ilberg, Chairman of the Supervisory Board of CompuGroup Medical, added: “The envisaged partnership is fully in line with CompuGroup Medical’s strategy, allowing us to enter the next phase of innovation and expansion. The Supervisory Board fully supports the offer as we believe it will benefit our company and its stakeholders.”

The offer is subject to a minimum acceptance threshold of 17% and customary regulatory conditions, including antitrust clearances. Upon completion of the offer and combined with the shareholders around the founding family Gotthardt, the strategic partners will hold at least 67% of all shares.

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. Shareholders who stay invested will face the risk of holding an illiquid stock with very limited financial reporting and less opportunities to sell their shares at an adequate price. The aim of the planned delisting is for CompuGroup Medical to benefit from financial flexibility and a long-term oriented private ownership structure. CVC and CompuGroup Medical 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 acceptance period for the offer during which the shareholders of CompuGroup Medical can tender their shares has commenced with the publication of the offer document on 23 December 2024 and will end on 23 January 2025, 24:00 CET. CompuGroup Medical shareholders may accept the public tender offer of CVC via their depository bank. Shareholders are advised to contact their respective depository bank to tender their shares. The detailed offer can be found in the offer document issued by CVC at www.practice-public-offer.com.



The joint reasoned statement of the Managing Directors, the Administration Board and the Supervisory Board of CompuGroup Medical on the voluntary public tender offer by CVC is available on CompuGroup Medical's website: <https://www.cgm.com/ir-publications>

The joint reasoned statement, any additions and/or additional statements on possible amendments to the tender offer are published in German and in a non-binding English translation. Only the German versions are authoritative.

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.