



## **Acceptance Period for TA's voluntary public takeover offer to shareholders of Nexus AG commences**

18 November 2024

- Offer price of EUR 70.00 per share provides shareholders with attractive, immediate and certain cash value
- Offer price corresponds to attractive premium of 44.2 % to the closing share price on 4 November 2024, and premium of 35.3 % to the 3M VWAP
- Acceptance period starts today and will end on 17 December 2024 at 24:00 hours (Frankfurt am Main local time)
- Offer is subject to minimum acceptance threshold of 50 % plus one share
- TA intends to delist Nexus from the stock exchange after settlement of the takeover offer
- Management Board and Supervisory Board of Nexus welcome and support the offer and intend to recommend that shareholders accept the offer, subject to their review of the offer document

London, 18 November 2024. Following approval by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, "BaFin"), Project Neptune BidCo GmbH, a holding company controlled by investment funds advised and managed by affiliates of TA Associates Management, L.P. (together "TA") today published the offer document for its voluntary public takeover offer for all shares of Nexus AG ("Nexus", ISIN: DE0005220909).

### **Offer provides shareholders with attractive, immediate and certain cash value**

Beginning today, Nexus shareholders can accept the takeover offer and tender their shares for EUR 70.00 per share in cash. The offer price represents a premium of 44.2 % to the closing price of Nexus shares on 4 November 2024, the day before TA announced its intention to launch a public takeover offer for Nexus, and a premium of 35.3 % to the volume-weighted average price over the last three months up to and including the 4 November 2024. This corresponds to an equity value of approximately EUR 1.21 billion. The offer therefore provides Nexus shareholders with the opportunity to realize a substantial part of the expected long-term value creation immediately.

The voluntary public takeover offer follows the previously announced signing of an investment agreement between Nexus and TA, in which both parties agreed to enter into a long-term strategic partnership to drive the continued profitable growth of Nexus in the international e-health market away from a stock market environment. The Management Board and Supervisory Board of Nexus welcome the offer and intend to recommend that shareholders accept the offer, subject to their review of the offer document.

### **Minimum acceptance threshold of 50 % plus one share**

The offer is subject to a minimum acceptance threshold of 50 % plus one share and customary regulatory closing conditions, including antitrust and foreign investment control clearances. TA has already secured a stake of approx. 26.9 % of the total Nexus share capital through irrevocable undertakings with key Nexus shareholders, including members of the Management Board and Supervisory Board of Nexus, LUXEMPART and other long-term shareholders.

The acceptance period will end on 17 December 2024 at 24:00 hours (Frankfurt am Main local time) and 18:00 hours (New York local time). Details on how the takeover offer can be accepted are set out in the offer document. Nexus shareholders should contact their respective custodian bank to tender their shares and inquire for any relevant deadlines set by their custodian bank which may require actions prior to the formal end of the acceptance period.

### **TA intends to delist Nexus from the stock exchange after settlement of takeover offer**

Subject to the fulfilment of the offer conditions, closing of the transaction is currently expected to take place in the first quarter of 2025. TA intends to delist Nexus from the stock exchange after settlement of the takeover offer to benefit from financial flexibility and a long-term oriented private ownership structure. The Management Board of Nexus considers the implementation of its long-term strategy away from a stock market environment to be an advantage and generally supports the potential delisting. TA does not intend to enter into a domination and/or profit and loss transfer agreement with Nexus AG for a period of at least two years after settlement of the offer.

In accordance with the requirements of the German Securities Acquisition and Takeover Act, the offer document, a non-binding English translation and other information in connection with TA's public takeover offer are available on the following website: [www.neptune-public-offer.com](http://www.neptune-public-offer.com). Copies of the offer document can also be ordered free of charge at BNP Paribas S.A. Niederlassung Deutschland, Senckenberganlage 19, 60325 Frankfurt am Main, Germany, by fax to +49 69 1520 5277 or by email to [frankfurt.gct.operations@bnpparibas.com](mailto:frankfurt.gct.operations@bnpparibas.com). A takeover offer hotline for shareholders is available Monday to Friday between 9:00 – 17:00 hours CET under +49 (0) 69 92014 9707 or via [info@neptune-public-offer.com](mailto:info@neptune-public-offer.com).

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### **About TA Associates**

TA is a leading global private equity firm focused on scaling growth in profitable companies. Since 1968, TA has invested in more than 560 companies across its five target industries – technology, healthcare, financial services, consumer and business services. Leveraging its deep industry expertise and strategic resources, TA collaborates with management teams worldwide to help high-quality companies deliver lasting value. The firm has raised \$65 billion in capital to date and has over 160 investment professionals across offices in Boston, Menlo Park, Austin, London, Mumbai and Hong Kong.

Further information on TA can be found at [www.ta.com](http://www.ta.com).

### **About Nexus AG**

Nexus AG develops and distributes software solutions for the international healthcare market. With the clinical information system (Nexus / KIS) and the integrated diagnostic modules, we now have a uniquely broad and interoperable product range that can cover almost all functional requirements of hospitals, psychiatric clinics, rehabilitation and diagnostic centers within our own product families. Nexus AG employs around 2,030 people, owns sites in nine European countries and supports customers in further 71 countries, in some cases via certified dealers. Due to the continuously growing demand for Nexus products, we have been able to build up a large customer base in recent years and regularly achieve increasing sales and results.

Further information on Nexus AG can be found at [www.nexus-ehealth.com](http://www.nexus-ehealth.com)

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## **Important Notice**

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares in Nexus AG. The final terms of the takeover offer as well as other provisions relating to the takeover offer are set out in the offer document authorized for publication by the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of shares in Nexus AG are strongly advised to read the offer document and all other documents relating to the takeover offer, as they contain important information.

The takeover offer is exclusively subject to the laws of the Federal Republic of Germany and certain applicable provisions of securities laws of the United States of America. Any agreement that is entered into as a result of accepting the takeover offer will be exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.