

PRESS RELEASE October 10, 2018

The Board of Capiro unanimously recommends shareholders of Capiro to accept the increased cash offer from Ramsay GdS and cancels the announced EGM

Following the cash offer from Ramsay Générale de Santé (“Ramsay GdS”) on July 13, 2018, of SEK 48.50 per share (the “Initial Offer”), Ramsay GdS announced an increased cash offer of SEK 58 per share (the “Increased Offer”) to the shareholders in Capiro on October 8, 2018. The Increased Offer represents a premium of approximately 39 per cent to the closing price of SEK 41.80 per share on Nasdaq Stockholm on July 12, 2018 (the last trading day prior to the announcement of the Initial Offer), a premium of approximately 14% to the closing price of SEK 50.80 per share on Nasdaq Stockholm on October 5, 2018, and an increase of approximately 20% from the Initial Offer by Ramsay GdS of SEK 48.50 per share on July 13, 2018. Ramsay GdS has decided to lower the acceptance level condition to 75% (on a fully diluted basis). Hence, the Board of Capiro unanimously recommends the shareholders in Capiro to accept the Increased Offer. As a result, the Board has also decided to withdraw its proposal regarding the sale of Capiro France and consequently cancelled the extraordinary general meeting to resolve on such sale.

On July 13, 2018, Ramsay GdS announced a public cash offer to the shareholders in Capiro AB (publ) (“Capiro”) to sell all of their shares to Ramsay GdS at a price of SEK 48.50 per share. The Board of Capiro rejected the Initial Offer as it did not believe it adequately reflected the fundamental value of Capiro.

On October 8, 2018, Ramsay GdS announced an increased public cash offer of SEK 58 per share to acquire all shares in Capiro. The Increased Offer is approximately 39% higher than the closing price on July 12 (the last trading day prior to the announcement of the Initial Offer), is approximately 14% higher than the closing price on October 5 and is approximately 20% higher than the Initial Offer announced on July 13. Ramsay GdS also decided to waive the condition of the Initial Offer relating to the receipt of approval from the French Competition Authority. Ramsay GdS has now also decided to lower the acceptance level condition to 75% (on a fully diluted basis). Other than the price per share, the waiver of the competition clearance condition and the lowering of the minimum acceptance condition to 75 per cent, the terms and conditions for the Initial Offer remain unchanged. The acceptance period expires on 25 October 2018 (subject to any extensions).

The Board’s opinion on the Increased Offer is based on an overall assessment of a number of factors which the Board has considered relevant for the evaluation of the Increased Offer. These factors include, but are not limited to, Capiro’s current position, its expected future development, given Capiro’s strong base in Modern Medicine and Modern Management, and the previously planned strategic re-positioning towards the Nordic markets with the prospective sale of the French and German businesses. In evaluating the Increased Offer, the Board has also used methods normally used for evaluating public offers for listed companies, including Capiro’s valuation relative to comparable companies and comparable acquisitions, premiums in previous public offers on Nasdaq Stockholm, and the Board’s view on Capiro’s long-term value based on its expected dividend and cash flow generation, taking into account a possible strategic positioning towards the Nordic markets.

Having concluded this evaluation, the Board believes that the terms of the Increased Offer, including the significantly reduced execution risk as a result of the lowered acceptance level condition, substantially recognize Capiro’s stand-alone value, taking into account a possible strategic positioning towards the Nordic markets. The Board therefore unanimously recommends shareholders of Capiro to accept the Increased Offer. As a result, the Board has decided to withdraw its proposal to resolve on the proposed sale of Capiro France to Vivalto Santé (“Vivalto”) and consequently cancelled the extraordinary general meeting that was to be held on October 18, 2018.



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In its offer document, Ramsay GdS has stated that it “*does not currently foresee any material impact on Capio’s or RGdS’ (Ramsay’s) employees, including the terms of employment and the locations where the companies conducts their operations as a result of the acquisition*”. The Board assumes that this description is correct and has no reason to take a different view in this respect.

As stated in the press release of August 21, 2018, Capio has undertaken to cover Vivalto’s costs in relation to the transaction up to MEUR 5.0 if the Capio Board recommends a public offer or cancels the extraordinary general meeting. This cost coverage-fee is payable to Vivalto.

PJT Partners has been retained as financial adviser, Mannheimer Swartling has been retained as legal adviser, and Fogel & Partners has been retained as communication adviser to the Board of Directors of Capio.

The Statement shall in all respects be governed by and construed in accordance with substantive Swedish law. Disputes arising from the Statement shall be settled exclusively by Swedish courts.

The Capio Board of Directors

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This is information that Capio AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation and the Takeover rules. The information was submitted for publication, through the agency of the contact person set out above, at 8:17 (CET) on October 10, 2018.

Capio AB (publ) is a leading, pan-European healthcare provider offering a broad range of high quality medical, surgical and psychiatric healthcare services through its hospitals, specialist clinics and primary care units. Capio operates in five countries; Sweden, Norway, Denmark, France and Germany. In 2017, Capio’s 13,314 employees (average full-time equivalents) provided healthcare services during 5.1 million patient visits across the Group’s facilities, generating net sales of MSEK 15,327. Capio operates across three geographic segments: Nordic (57% of Group net sales 2017), France (35% of Group net sales 2017) and Germany (8% of Group net sales 2017). For more information about Capio, please see www.capio.com.