Ramsay Générale de Santé increases the offer price to SEK 58 in cash per share in its public offer to the shareholders of Capio

Paris, 8 October 2018 – Ramsay Générale de Santé S.A. (“RGdS”) increases the consideration from SEK 48.5 to SEK 58 in cash per share in its public offer (the “Offer”) to acquire all shares in Capio AB (publ) (“Capio”).

Summary

- RGdS increases the consideration in the Offer from SEK 48.5 to SEK 58 in cash for each share in Capio.

- The total value of the increased Offer is approximately SEK 8,187 million (corresponding to approximately 783 million euros\(^1\), based on a total of 141,159,661 shares) and represents a premium of approximately 46 per cent compared to the closing price of Capio’s share on Nasdaq Stockholm on 21 June 2018 (the last trading day prior to Capio’s announcement regarding possible structural changes) and approximately 51 per cent of the volume weighted average price per share during a period of 30 days preceding the same date.

- RGdS has decided to waive the competition clearance condition and the completion of the Offer is no longer conditional upon such clearance being obtained.

Comments from RGdS

RGdS’ Chief Executive Officer, Pascal Roché, commented “Our revised offer is highly financially compelling for Capio’s shareholders, providing a substantial premium compared to the pre-announcement share price levels and implies an EBITDA multiple of about 11.5\(^2\) and an EBIT multiple of more than 24\(^2\) for Capio as a whole. It also provides Capio’s shareholders with an attractive alternative to the disposal of Capio France with certainty on valuation as RGdS’ offer is integrally in cash. We look forward to creating a leading private health care operator in Europe with the support of Capio, its employees and its shareholders.”

---

\(^1\) Based on a EURSEK FX rate of 10.45 as at 5 October 2018.

\(^2\) Based on RTM EBITDA as of 30 June 2018. The enterprise value of Capio is based on 141.2 million Capio shares valued at SEK 58 per share and customary debt and debt-like items as of 30 June 2018.
The revised Offer

The increased consideration and the value of the revised Offer

On 13 July 2018, RGdS announced a public offer to acquire all shares in Capio for SEK 48.5 in cash per share. RGdS has decided to increase the consideration in the Offer from SEK 48.5 to SEK 58 in cash per share.

The total value of the increased Offer is approximately SEK 8,187 million (corresponding to approximately 783 million euros\(^3\), based on a total of 141,159,661 shares).

Premium

The increased offer consideration represents a premium of approximately 39 per cent to the closing price of SEK 41.80 per share on Nasdaq Stockholm on 12 July 2018 (the last trading day prior to the announcement of the Offer) and a premium of approximately 40 per cent of the volume weighted average price per share on Nasdaq Stockholm during a period of 30 days preceding the same date. The Offer also represents a premium of approximately 46 per cent of the closing price of Capio’s share on Nasdaq Stockholm on 21 June 2018 (the last trading day prior to Capio’s announcement regarding possible structural changes) and approximately 51 per cent of the volume weighted average price per share during a period of 30 days preceding the same date.

Potential adjustment of Offer consideration

The Offer consideration will be reduced accordingly should Capio make any dividend or other value transfer prior to the settlement of the Offer.

The terms and conditions for the Offer

The completion of the Offer was originally conditional upon, inter alia, the receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions and the resolution of any investigations of or proceedings challenging the transaction, including from competition authorities (see condition 2 in RGdS’ press release announcing the Offer on 13 July 2018 and the offer document dated 5 September 2018).

RGdS has decided to waive the condition regarding clearances from competition authorities and the Offer is no longer conditional upon such clearances being obtained. RGdS expects that clearance from the French Competition Authority will be obtained by 15 October 2018. Other than the waiver of the competition clearance condition and the increased consideration, the terms and conditions for the Offer remain unchanged, including without limitation the completion condition on Capio not taking any measure that typically is intended to impair the prerequisites for the implementation of the Offer, such as entering into an agreement for the sale of Capio France as announced by Capio on 21 August 2018.

RGdS reserves the right to waive, in whole or in part, one or more of the conditions for the completion of the Offer, including to complete the Offer at a lower level of acceptance than 90 per cent of the total number of shares in Capio (on a fully diluted basis). The failure by RGdS at any time to assert any of the rights set forth in the Offer will not constitute a waiver of such right.

The acceptance period commenced on 6 September and expires on 25 October 2018. Settlement is expected to commence on or around 7 November 2018.

RGdS reserves the right to extend the acceptance period as well as to postpone the settlement date. Any extensions of the acceptance period or postponements of the settlement date will be announced by a press release in accordance with applicable laws and regulations (including Nasdaq Stockholm’s Takeover Rules).

---

\(^3\) Based on a EURSEK FX rate of 10.45 as at 5 October 2018.
Review by the board of directors of Capio

RGdS has not submitted this revised offer for review by the board of directors of Capio prior to this announcement. RGdS looks forward to receiving a positive recommendation from Capio’s board of directors as RGdS believes it is in the best interest for Capio, its employees and shareholders.

RGdS’ ownership in Capio

Neither RGdS nor any party closely related to RGdS hold or control any shares in Capio or financial instruments which give a financial exposure equivalent to a shareholding in Capio. Neither RGdS nor any closely related party to RGdS have acquired any shares in Capio on more favourable terms than the terms of the Offer during the last six months prior to the announcement of the Offer.

RGdS reserves the right to acquire or make arrangements to acquire shares in Capio, including acquisitions on the market at prevailing prices or acquisitions in private transactions at negotiated prices. Any such acquisitions will be made in accordance with applicable laws, rules and regulations.

Financing of the Offer

The Offer is not subject to any financing conditions. RGdS has on a “certain funds” basis secured (i) a fully underwritten term loan facility with leading financial institutions and (ii) the subscription of subordinated bonds by its two controlling shareholders, Ramsay Health Care (UK) and Predica, which will cover 100 per cent of the shares to be acquired in the Offer and potential refinancing of Capio’s indebtedness and all related transaction costs.

Post-closing of the Offer, RGdS intends to entirely refinance the subordinated bonds with a capital increase with preferential subscription rights for the shareholders in RGdS (Fr. "augmentation de capital avec maintien du droit préférentiel de souscription des actionnaires") for a planned amount which will now be set at approximately 620 million euros. The irrevocable commitments received by RGdS from Ramsay Health Care (UK) and Predica to guarantee and subscribe for shares in the capital increase for a minimum amount have been increased from 450 million euros to 550 million euros.

Supplement to the offer document

An offer document regarding the Offer was approved and registered by the Swedish Financial Supervisory Authority and published by RGdS on 5 September 2018 (the "Offer Document"). A supplement to the Offer Document reflecting the contents of this press release will be submitted to the Swedish Financial Supervisory Authority and published by RGdS as soon as possible.

Advisors

RGdS has engaged Crédit Agricole Corporate and Investment Bank and Rothschild & Co as financial advisors and Bredin Prat and Gernandt & Danielsson Advokatbyrå as legal advisors in relation to the Offer.

Further information

This press release was submitted for publication on 8 October 2018 at 8:15am CET.

For more information about the Offer, please visit: www.ramsaygds.se

For further information about RGdS, please contact:

Caroline DESAEGHER | Press contact C.DESAEGHER@ramsaygds.fr
Arnaud JEUDY | Investors relation A.JEUDY@ramsaygds.fr
or visit www.ramsaygds.fr
Important information

The Offer is not being made to, and acceptances will not be approved from, persons whose participation in the Offer requires that an additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law (including Nasdaq Stockholm’s Takeover Rules), except where there is an applicable exemption.

This press release, the Offer Document (including any supplements to the Offer Document), the acceptance form and any documentation related to the Offer (including copies thereof) must not be mailed or otherwise distributed, forwarded or sent in or into any jurisdiction (including without limitation Australia, Canada, Hong Kong, Japan, New Zealand or South Africa) in which the distribution of such documentation or the Offer would require any additional measures to be taken or would be in conflict with any law or regulation in any such jurisdiction. Persons who receive this press release, the Offer Document (including any supplements to the Offer Document) or the acceptance form (including without limitation banks, brokers, dealers, nominees, trustees and custodians) and are subject to the laws or regulations of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws or regulations of any such jurisdiction. To the extent permitted by applicable law, RGdS disclaims any responsibility or liability for any violations of any such restrictions by any person and RGdS reserves the right to disregard any purported acceptance of the Offer resulting directly or indirectly from a violation of any of these restrictions.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and the other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipate”, “believe”, “expect”, “intend”, “plan”, “seek”, “will”, “would” or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that could occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside RGdS’ control. Any such forward-looking statements speak only as of the date on which they are made and RGdS has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise.

This press release has been published in English, French and Swedish. In the event of any discrepancy between the three language versions, the English version shall prevail.

Information for U.S. securityholders

The Offer described in this press release and the Offer Document is made for the securities of Capio and is subject to the laws of Sweden. It is important that U.S. holders understand that the Offer, this press release and the Offer Document are subject to disclosure and takeover laws and regulations in Sweden that may be different from those in the United States. To the extent applicable, RGdS will comply with Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”).

RGdS intends to treat the Offer as one to which the “Tier II” exemption mentioned in Rule 14d-1(d) under the Exchange Act applies. Pursuant to an exemption from Rule 14e-5 under the Exchange Act, RGdS may, from time to time, purchase or make arrangements to purchase shares outside the Offer from the time the Offer was announced until the expiration of the acceptance period of the Offer, including purchases in the open market at prevailing prices or in private transactions at negotiated prices and to the extent permitted under the applicable Swedish laws and regulations and provided certain other conditions are met. Any change in RGdS’ shareholding in Capio which entails that RGdS’ holding of shares or votes in Capio reaches, exceeds or falls below any of the limits of 5, 10, 15, 20, 25, 30, 50, 66 2/3 or 90 per cent will be reported in writing by RGdS to Capio and the SFSA in accordance with Chapter 4 of the Swedish Financial Instruments Trading Act. The SFSA will publish the information not later than noon on the trading day following the day on which the SFSA received the report. Such information regarding purchases of shares in Capio outside of the Offer will also be disclosed in the United States.
Neither the U.S. Securities and Exchange Commission nor any securities commission of any state of the United States has (a) approved or disapproved the Offer, (b) passed upon the merits or fairness of the Offer, or (c) passed upon the adequacy or accuracy of the disclosure in this press release or the Offer Document. Any representation to the contrary is a criminal offence in the United States.

**Inside information**

Pursuant to the commission implementing regulation (EU) 2016/1055 of 29 June 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council, this press release may contain inside information and has been sent to the authorized broadcaster of RGdS on 8 October 2018 at 8:15 a.m. CET.

**About Ramsay Générale de Santé**

Ramsay Générale de Santé S.A. is listed on the regulated market of Euronext in Paris and is included in the Mid Cap index. Ramsay Générale de Santé is a leading group in the private healthcare sector in France with 23,000 employees in 120 private clinics. The group works with 6,000 practitioners, forming a leading independent medical community in France. A major player in hospitalisation, Ramsay Générale de Santé provides a comprehensive range of patient care services in three business segments: Medicine-Surgery-Obstetrics, sub-acute care and rehabilitation, and mental health. Ramsay Générale de Santé has developed a unique healthcare service, built around the quality and security of patient care and organisational efficiency. The group takes a comprehensive approach to patient care, including personalised assistance and support before, during and after hospitalisation. Ramsay Générale de Santé also participates in public service missions in its sector and helps to strengthen France’s mainland healthcare network.

Website: [www.ramsaygds.fr](http://www.ramsaygds.fr)
Facebook: [https://www.facebook.com/RamsayGDS](https://www.facebook.com/RamsayGDS)
Twitter: [https://twitter.com/RamsayGDS](https://twitter.com/RamsayGDS)
LinkedIn: [https://www.linkedin.com/company/ramsaygds](https://www.linkedin.com/company/ramsaygds)
YouTube: [https://www.youtube.com/channel/UCpSNsGhH-xcB4K6Fv7XxKPw](https://www.youtube.com/channel/UCpSNsGhH-xcB4K6Fv7XxKPw)

**Press contact**

Ramsay Générale de Santé : Caroline Desaegher - Communication Director - [c.desaegher@ramsaygds.fr](mailto:c.desaegher@ramsaygds.fr)