Ramsay Générale de Santé has received competition clearance for the recommended public offer to the shareholders of Capio

Paris, 16 October 2018 – Ramsay Générale de Santé S.A. (“RGdS”) has received the necessary competition clearance from the French Competition Authority for the recommended public offer (the “Offer”) to acquire all shares in Capio AB (publ) (“Capio”).

On 8 October 2018, RGdS announced an increase of the consideration in the Offer to SEK 58 and that RGdS had decided to waive the competition clearance condition, meaning that the completion of the Offer is no longer conditional upon such clearance being obtained. In the same press release, RGdS indicated that it still expected to receive competition clearance for the Offer from the French Competition Authority by 15 October 2018. RGdS is pleased to announce that an unconditional clearance was received from the French Competition Authority yesterday.

The acceptance period for the Offer expires on 25 October 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).

Further information

This press release was submitted for publication on 16 October 2018 at 8:15 am CET.

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

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Important information

An offer document regarding the Offer was approved and registered by the Swedish Financial Supervisory Authority (the “SFSA”) and published by RGdS on 5 September 2018 (the “Offer Document”) and a supplement to the Offer Document was approved and registered by the SFSA and published by RGdS on 12 October 2018 (the “Supplement”).

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, the Supplement, 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, the Supplement 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, the Offer Document and the Supplement 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, the Offer Document and the Supplement 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\(\frac{2}{3}\) 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, the Offer Document or the Supplement. Any representation to the contrary is a criminal offence in the United States.
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.

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