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## **Ramsay Générale de Santé to complete the public offer to the shareholders of Capio**

Paris, 26 October 2018 – On 13 July 2018, Ramsay Générale de Santé S.A. (“RGdS”) announced a public offer (the “Offer”) to acquire all shares in Capiro AB (publ) (“Capiro”). The initial acceptance period has expired and the Offer has been accepted by shareholders holding approximately 96.01 per cent of the shares in Capiro. All conditions for the completion of the Offer have been satisfied and RGdS has decided to complete the Offer. Settlement in respect of shares tendered during the initial acceptance period is expected to commence on or around 7 November 2018. RGdS has decided to extend the acceptance period to 7 November 2018 in order to give remaining shareholders an additional possibility to accept the Offer.

### **Outcome of the Offer**

As of 25 October 2018, the Offer had been accepted by shareholders holding a total of 135,532,943 shares, corresponding to approximately 96.01 per cent of the total number of shares and votes in Capiro.

Neither RGdS nor any closely related party to RGdS held any shares in Capiro or financial instruments that give a financial exposure equivalent to a shareholding in Capiro at the time of the announcement of the Offer and have not acquired any such shares or financial instruments outside the Offer.

### **Comments from RGdS**

RGdS' Chief Executive Officer, Pascal Roché, commented : *“I am very pleased with the great success of our takeover bid, which will enable us to build a pan-European leader in private hospitals and primary care in 6 countries with a prominent role in the Nordics and in France.*

*Our two groups share the same values of quality and safety of care and this is a great opportunity for us to build together - combining the expertise of our teams and physicians partners - a development project serving our patients.”*

### **Completion of the Offer**

All conditions for the completion of the Offer have been satisfied and RGdS has decided to complete the Offer.

Settlement in respect of shares tendered during the initial acceptance period (*i.e.*, up until 25 October 2018) is expected to commence on or around 7 November 2018.

### **Extension of the acceptance period**

RGdS has decided to extend the acceptance period to 7 November 2018 in order to give remaining shareholders an additional possibility to accept the Offer. Settlement in respect of shares tendered during the extended acceptance period is expected to commence on or around 15 November 2018.

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

### **Compulsory buy-out and delisting of Capiro**

RGdS intends to initiate a compulsory buy-out procedure with respect to the remaining shares in accordance with the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*). In connection with such compulsory buy-out procedure, RGdS intends to promote a delisting of Capiro's shares from Nasdaq Stockholm.

### **Further information**

This press release was submitted for publication on 26 October 2018 at 2:15 p.m. CET.

For more information about the Offer, please visit [www.ramsaygds.se](http://www.ramsaygds.se).

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or visit [www.ramsaygds.fr](http://www.ramsaygds.fr).

### **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<sup>2/3</sup> 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.

### **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 26 October 2018 at 2:15 p.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>

Twitter: <https://twitter.com/RamsayGDS>

LinkedIn: <https://www.linkedin.com/company/ramsaygds>

YouTube: <https://www.youtube.com/channel/UCpSNsGhH-xc84K6Fv7XxKPw>

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