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## **FAQ FOR SUSE S.A. SHAREHOLDERS TO THE VOLUNTARY PUBLIC PURCHASE OFFER BY MARCEL LUX III SARL**

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EQT Private Equity, via its holding company Marcel LUX III SARL (“**Marcel**” or the “**Bidder**”), has launched a voluntary public purchase offer (the “**Offer**”) for the acquisition of shares in SUSE S.A (“**SUSE**”). Answers to selected general questions about the Offer can be found below.

However, the Offer has been made solely pursuant to the terms and conditions set forth in the legally binding offer document for the Offer published on 24 August 2023 (the “**Offer Document**”), which is available on the internet at [www.eqt-marcel-offer.com](http://www.eqt-marcel-offer.com). SUSE shareholders are strongly advised to thoroughly read the Offer Document and all other relevant documents regarding the Offer, as they will contain important information.

### **1. What is the anticipated timetable for the Offer?**

- SUSE shareholders had the opportunity to tender their shares during the acceptance period that commenced with publication of the Offer Document on 24 August 2023 and ended on 22 September 2023.
- Payment of the Interim Dividend of EUR 3.20 per share is expected on 4 October 2023 and settlement of the Offer is expected for 6 October 2023.

### **2. Can I accept the Offer following expiry of the acceptance period?**

- No, SUSE shareholders will not be able to accept the Offer following expiry of the acceptance period. The offer expired on 22 September 2023.
- There will be no additional acceptance period.

### **3. Is the Offer subject to any regulatory clearances, a minimum acceptance threshold or other conditions?**

- The Offer has been made pursuant to the terms and conditions set out in the Offer Document which is available on the internet at [www.eqt-marcel-offer.com](http://www.eqt-marcel-offer.com).
- Settlement of the Offer will not be subject to any regulatory clearances or reaching any minimum acceptance threshold and is expected to occur on 6 October 2023.
- The Offer is, however, conditional upon receipt by the Bidder of the Interim Dividend of EUR 3.20 per share to finance the aggregate Offer Price payable by the Bidder and certain transaction costs incurred by it in relation to the transaction.

### **4. How much money will I get if I have sold my shares in the Offer?**

- All SUSE shareholders, irrespective of whether they sold SUSE shares in the Offer or decided not to accept the Offer, will benefit from and receive the Interim Dividend.

- The offer price per SUSE share amounts to EUR 16.00 less the gross amount per SUSE share of the Interim Dividend of EUR 3.20 per share. Inclusive of such Interim Dividend, the offer price corresponds to a premium of 67% compared to the XETRA closing price of EUR 9.605 on the day of the publication of the Bidder's decision to launch of the Offer (i.e., 17 August 2023), a premium of 32% on the three-month volume weighted average share price of the SUSE share and a premium of 16% on the six-month volume weighted average share price of the SUSE share prior to the publication of the Bidder's decision to launch the Offer.
- SUSE shareholders should obtain tax advice on the tax consequences of the acceptance of the Offer, including with regard to the net amounts they will receive, taking into account their personal circumstances.

#### **5. When will I receive my money if I have sold my shares in the Offer?**

- Payment of the Interim Dividend of EUR 3.20 per share is expected on 4 October 2023 and settlement of the Offer is expected for 6 October 2023.

#### **6. Will there be any costs for me if I have accepted the Offer?**

- The acceptance of the Offer is not subject to any charges by the settlement agent. Any costs and expenses charged by SUSE shareholders' custodian banks or foreign investment service providers, and any expenses incurred by SUSE shareholders, must be borne by the respective SUSE shareholder. Any foreign exchange, sales tax or stamp duty arising from the acceptance of the Offer shall equally be borne by the respective SUSE shareholder.

#### **7. What happens if I did not accept the Offer?**

- SUSE shareholders that have decided not to accept the offer and remain invested in SUSE have the opportunity to participate in the future value-creation in a private setting.
- All SUSE shareholders, irrespective of whether they sold SUSE shares in the Offer or decided not to accept the Offer, will benefit from and receive the Interim Dividend of EUR 3.20 per share. Payment of the Interim Dividend is expected on 4 October 2023.
- The Bidder and SUSE have agreed to effect a delisting of the SUSE shares from the Frankfurt Stock Exchange by a statutory merger of SUSE into a wholly-owned subsidiary of the Bidder in the legal form of an unlisted public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg. Under the merger, all remaining SUSE shareholders will receive one share in the unlisted S.A. for each share they hold in SUSE.

#### **8. Where can I find the Offer Document?**

- The Offer Document is available on the internet at [www.egt-marcel-offer.com](http://www.egt-marcel-offer.com).

#### **9. Does SUSE support the Offer?**

- The decision to delist SUSE from the Frankfurt Stock Exchange is supported by SUSE's management and supervisory boards.

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## **Important Notice**

This publication is neither an offer to purchase nor a solicitation of an offer to sell shares in SUSE or any other securities. The Offer itself as well as its definite terms and conditions and further provisions concerning the Offer are published in the Offer Document. Investors and SUSE Shareholders are strongly advised to thoroughly read the Offer Document and all other relevant documents regarding the Offer when they become available, as they contain important information.

As the Bidder already holds a controlling stake in SUSE, the Offer is neither subject to the Luxembourg law of 19 May 2006 on takeover bids, as amended, nor to the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz). The Offer Document has not been, and will not be, reviewed by any regulatory authority in the Grand Duchy of Luxembourg, in the Federal Republic of Germany or in any other jurisdiction and no registrations, admissions or approvals of the Offer Document and/or the Offer have been made or granted under any laws and no registrations, admissions or approvals are contemplated. Subject to the exceptions described in the Offer Document and, where applicable, any exemptions to be granted by the respective regulatory authorities, no purchase offer is, has been or will be made, directly or indirectly, in those jurisdictions in which this would constitute a violation of the respective national law.

The Offer was published and made under the laws of the Federal Republic of Germany, certain applicable provisions of the laws of the Grand Duchy of Luxembourg and certain applicable provisions of securities laws of the United States of America. Any agreement that has been entered into as a result of accepting the Offer is governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.

It is possible that the Bidder may change its intentions and estimates expressed in documents or notifications or in the Offer Document after the publication of the documents, notifications or the Offer Document.