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**Announcement of a voluntary public purchase offer
by Marcel LUX III SARL for the acquisition of shares in SUSE S.A.**

Luxembourg, 17 August 2023. Today, Marcel LUX III SARL¹ (the "**Bidder**"), with the support of and in close cooperation with SUSE S.A.² ("**SUSE**" or the "**Company**"), decided to make a voluntary public purchase offer (the "**Offer**") to the shareholders of SUSE (the "**SUSE Shareholders**") for the acquisition of all shares in SUSE in dematerialized form (*titres dématérialisés*) with no nominal value and a par value of USD 0.10 (ISIN: LU2333210958; WKN: SUSE5A) (each a "**SUSE Share**") which are not directly held by the Bidder against payment of a consideration in cash (the "**Offer Price**"). The SUSE Shares are admitted to trading on the regulated market (Prime Standard) of the Frankfurt Stock Exchange.

The Bidder, a holding company that is legally controlled by fund entities of the EQT VIII fund ("**EQT Private Equity**"), which in turn are managed and legally controlled by affiliates of EQT AB with registered seat in Stockholm, Sweden, holds 79.1% of all SUSE Shares.

The Offer Price per SUSE Share will amount to EUR 16.00 less the gross amount per SUSE Share of an interim dividend which is intended to be paid by SUSE to all SUSE Shareholders after the end of the acceptance period and prior to the settlement of the Offer (the "**Interim Dividend**"). Inclusive of such Interim Dividend, the Offer Price corresponds to a premium of 67% compared to today's XETRA closing price of EUR 9.605, a premium of 32% on the three-month volume weighted average share price and a premium of 16% on the six-month volume weighted average share price of the SUSE Share prior to this announcement.

The Offer is intended to be financed by the Interim Dividend received by the Bidder on the SUSE Shares held by it. Accordingly, the aggregate gross amount of the Interim Dividend will depend on the number of SUSE Shares tendered into the Offer. For illustration, based on the current number of outstanding SUSE Shares, this will translate into a gross amount of the Interim Dividend per SUSE Share of EUR 1.07 at an acceptance quota of 25% of the current free float and of EUR 2.72 at an acceptance quota of 75% of the current free float, respectively.

¹ Marcel LUX III SARL is a private limited liability company (*société à responsabilité limitée*) incorporated under Luxembourg law, with registered office at 51A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under registration number B 225723.

² SUSE S.A. is a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg with registered office at 11-13, Boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 225816.

The Offer is based on a transaction framework agreement entered into today by the Bidder and SUSE ("TFA") which sets forth the mutual obligations and understanding of the parties with respect to an intended delisting of SUSE from the Frankfurt Stock Exchange which is fully supported by the management and supervisory boards of SUSE.

The decision the Bidder has taken follows a period of change within SUSE. Execution challenges and several changes during the past twelve months have impacted SUSE's operating performance and market valuation, which has been compounded by the low liquidity of the Company's stock. With the recently announced appointment of the new Chief Executive Officer, enterprise software industry veteran Dirk-Peter van Leeuwen, as well as new Chief Financial Officer, Chief Revenue Officer and Chief Strategy Officer, SUSE has now completed its management revamp. The Bidder believes that a strengthened partnership with the Company and this new management team in a private setting is the best way forward for SUSE. The delisting from the Frankfurt Stock Exchange will also allow for long-term investments to reaccelerate growth.

Pursuant to the TFA, the delisting shall be effected 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 ("**New SUSE**", and such merger the "**Merger**" and, together with the Offer and the Interim Dividend, the "**Transaction**"). The Merger is intended to be resolved in an extraordinary shareholders' meeting of SUSE to be held in the fourth calendar quarter of 2023 following the consummation of the Offer. Under the Merger, all remaining SUSE Shareholders will receive one share in New SUSE per SUSE Share.

The Offer will give all SUSE Shareholders, who do not wish to remain invested in SUSE following the proposed delisting, the option to sell their SUSE Shares to the Bidder at an attractive premium compared to current market valuations. The Bidder does not intend to pursue a squeeze-out. Thus, SUSE Shareholders who wish to stay invested not only benefit from the Interim Dividend but are also provided with the opportunity to participate in the future value-creation in a private setting alongside EQT Private Equity.

Under the TFA, SUSE has agreed, subject to customary conditions, to support the delisting including through making the Interim Dividend, receipt of which by the Bidder in an amount sufficient to finance the Offer and certain transaction costs incurred by it in relation to the Transaction will be a condition for closing of the Offer. The Company will fund the Interim Dividend from cash at hand and loans taken out by companies of the SUSE group in an aggregate maximum amount of EUR 500 million.

The Offer will be made pursuant to the terms and conditions to be set out in the offer document for the Offer (the "**Offer Document**"), which will be published by the Bidder in due course on the internet at www.eqt-marcel-offer.com (with a notification of availability of such publication being made via financial news service EQS News, including on their website at www.eqs-news.com) followed by an acceptance period of at least four weeks. The Offer can only be accepted, and the acceptance period of the Offer will only commence, upon publication of the Offer Document. The closing of the Offer will not be subject to any regulatory clearances and is expected to occur in the first half of October 2023.

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 will be published in the Offer Document. The Bidder reserves the right to deviate from the key items presented herein in the final terms and conditions of the Offer to the extent legally permissible. 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 will contain important information.

As the Bidder already holds a controlling stake in SUSE, the Offer will neither be 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 will not be reviewed by any regulatory authority in the Grand Duchy of Luxembourg or in Germany and no registrations, admissions or approvals of the Offer Document are contemplated in any other jurisdiction. 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 will be made, directly or indirectly, in those jurisdictions in which this would constitute a violation of the respective national law.

The Offer will be 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 is entered into as a result of accepting the Offer will be governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.

The Bidder reserves the right, within the limits of applicable law, to, directly or indirectly, acquire shares in SUSE outside of the Offer, whether on or off the stock exchange. Any such purchases or arrangements will be made outside the United States of America and in compliance with applicable law.

To the extent that this document contains forward-looking statements, these statements are related to future events and can be identified by expressions such as "expect", "believe", "anticipate", "intend", "seek", "assume", "would", "consider" or similar expressions.

Forward-looking statements by their nature address matters that are, to different degrees, uncertain, and involve known and unknown risks and uncertainties, many of which are beyond the Bidder's control and all of which are based on the Bidder's current beliefs and expectations about future events. These risks, uncertainties and assumptions include, but are not limited to, the acceptance of the Offer by SUSE Shareholders, the satisfaction of the condition to the settlement of the Offer and the timing of settlement of the Offer.

Forward-looking statements may prove to be inaccurate, and future events and developments may differ materially from those indicated or contained in the forward-

looking statements. No assurance can be given that such future expectations will be achieved. The Bidder expressly disclaims any obligation or undertaking to update these forward-looking statements to reflect any change in their expectations or any change in events, conditions, or circumstances on which such statements are based.

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

Luxembourg, Grand Duchy of Luxembourg, 17 August 2023

Marcel LUX III SARL