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**Nidda BondCo GmbH and Nidda Healthcare Holding GmbH
Commence Offers to Purchase Existing Notes**

Bad Vilbel, December 12, 2022. Nidda BondCo GmbH and Nidda Healthcare Holding GmbH (together, the “Offerors”) announced today that they have commenced offers to Eligible Holders (as defined below) of the outstanding notes of the series listed below (together, the “Notes” and each a “Series” of Notes) to tender such Notes for purchase by the Offerors for cash at prices to be determined pursuant to an Unmodified Dutch Auction Procedure up to a Tender Consideration (as defined below) of €250,000,000, subject to the conditions described in the offer to purchase (the “Offer to Purchase”).

Capitalized terms used in this announcement but not otherwise defined have the meanings given to them in the Offer to Purchase.

Title of Security	Issuer of Security	ISIN/Common Code ⁽¹⁾	Principal Amount Outstanding	Purchase Consideration ⁽³⁾	Minimum Purchase Price ⁽⁴⁾	Tender Consideration
5% Senior Notes due 2025	Nidda BondCo GmbH	REG S ISIN: XS1690645129; Common Code: 169064512	€329,365,000	To be determined pursuant to an Unmodified Dutch Auction Procedure	86.75%	Up to €250,000,000 (excluding payment of accrued and unpaid interest), although the Offerors reserve the right, in their sole discretion, to significantly increase or decrease such amount
7 ¹ / ₄ % Senior Notes due 2025	Nidda BondCo GmbH	REG S ISIN: XS1914256695; Common Code: 191425669	€151,409,000 ⁽²⁾		89.25%	
3 ¹ / ₂ % Senior Secured Notes due 2024	Nidda Healthcare Holding GmbH	REG S ISIN: XS1690644668; Common Code: 169064466	€472,749,000		98.00%	
3 ¹ / ₂ % Senior Secured Notes due 2024	Nidda Healthcare Holding GmbH	REG S ISIN: XS2171737799; Common Code: 217173779	€20,199,000		98.00%	

- (1) The Offerors will only accept tenders of Notes for purchase with respect to book-entry interests held by Eligible Holders in the Regulation S global notes bearing the ISINs and Common Codes in the above table (the “Regulation S Notes”). The Offerors will not accept tenders of Notes for purchase with respect to book-entry interests held in the Rule 144A global notes (the “Rule 144A Notes”). In order to participate in the Offers (as defined herein), Eligible Holders of Rule 144A Notes must exchange such Rule 144A Notes for Regulation S Notes and validly tender the Regulation S Notes at or prior to the Expiration Time (as defined herein).
- (2) Gives effect to the expected exchange and cancellation of €75,000,000 in aggregate principal amount of 7¹/₄% Senior Notes due 2025; see “Recent Developments—Exchange” in the Offer to Purchase.
- (3) Per €1,000 in principal amount of Notes accepted for purchase (exclusive of any accrued and unpaid interest, which will be paid in addition to the Purchase Consideration to, but not including, the Settlement Date (as defined herein)).
- (4) Holders who tender Notes at or prior to the Expiration Time may specify a Purchase Price (as defined in the Offer to Purchase), which must be no less than the Minimum Purchase Price.

The Offerors separately invite all Eligible Holders of each Series to tender their Notes for purchase by the Offerors for cash (each such invitation an “Offer,” and together the “Offers”). The Offers are made on the terms and subject to the conditions set out in the Offer to Purchase. This announcement is a summary of the Offer to Purchase only, is qualified in its entirety by, and should be read in conjunction with, the more detailed information in the Offer to Purchase. It highlights selected information contained in the Offer to Purchase and does not contain all of the information that Eligible Holders should consider before making a determination with respect to the Offer to Purchase. The Offer to Purchase sets forth full details of the transactions summarised in this announcement and Eligible Holders are urged to read the Offer to Purchase in its entirety for full details of, and information on the procedures for, participating in the Offer.

If an Eligible Holder is in any doubt as to the action they should take, they are recommended to seek their own independent financial advice immediately from their stockbroker, bank manager, solicitor, accountant or other independent adviser (financial or otherwise).

Indicative Timeline

The table below summarizes the key dates for the Offers. This is an indicative timetable and is subject to change. Dates and times may be extended, amended or terminated and any defect may be waived by the Offerors, in accordance with the terms of the Offers, as described in the Offer to Purchase. Accordingly, the actual timetable may differ significantly from the timetable below. This summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere herein and in the Offer to Purchase.

Event	Date and Time	Description
“ <i>Commencement Date</i> ”	December 12, 2022	Commencement of the Offers upon the terms and subject to the conditions set forth in the Offer to Purchase.
“ <i>Expiration Time</i> ”	4:00 p.m. London time, on December 16, 2022	Deadline for the receipt of all valid tenders of Notes in the Offers (subject to the right of the Offerors to extend, re-open, amend and/or terminate any Offer or waive any defects in their sole discretion).
“ <i>Announcement Date</i> ”	As soon as reasonably practicable after the Expiration Time and expected to be on December 19, 2022	Announcement by the Offerors of whether the Offerors will accept valid tenders of Notes pursuant to the Offers and, if so accepted, the announcement of (i) the Final Acceptance Amount, (ii) Series Acceptance Amount and (iii) any Scaling Factors.
“ <i>Settlement Date</i> ”	December 23, 2022	Subject to the conditions set forth in the Offer to Purchase, payment of the Tender Consideration and accrued and unpaid interest to the validly tendering Holders.

All references in the Offer to Purchase to times are to London time unless stated otherwise. The above dates are indicative only.

The Offerors reserve the right to extend any of the dates and times set forth above in their sole discretion, and may extend the Expiration Time. The above dates and times are subject, where applicable, to the right of the Offerors to extend, re-open, amend, and/or terminate the Offers (subject to applicable law and as provided in the Offer to Purchase). Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes to determine when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which withdrawal is permitted) withdraw their instruction to participate in the Offers before the deadlines specified in the Offer to Purchase. The deadlines set by any such intermediary and by each Clearing System for the submission of Tender Instructions may be earlier than the relevant deadlines specified above.

Purpose of the Offers

The Offerors are inviting Eligible Holders to participate in the Offers as part of a proactive liability management program with a view to extending a significant proportion of the maturities related to their outstanding indebtedness. As the Offerors intend to retire and cancel all Notes validly tendered and accepted for purchase pursuant to the Offers, the proposed Offers are consistent with the Offerors’ strategy of extending the average debt maturities of the group comprised of Nidda BondCo GmbH and its subsidiaries (together, the “*Group*”). The Offers will ultimately be funded using a portion of the proceeds of the Private Placement Notes, which will have a seven-year tenor (subject to certain springing maturity provisions) as detailed further in the Offer to Purchase, and are a complementary aspect of the Offerors’ proactive liability management program. The Offerors currently do not intend to use any of the proceeds from the Private Placement Notes for a redemption of the Notes.

Purchase Price – Unmodified Dutch Auction Procedure

The amount the Offerors will pay for Notes validly tendered and accepted for purchase pursuant to the Offers will be determined pursuant to an unmodified Dutch auction procedure, as described in the Offer to Purchase.

The Purchase Consideration that the Offerors will pay for any Notes validly tendered by a Holder and accepted for purchase pursuant to the relevant Offer shall be equal to the product of (i) the aggregate principal amount of the Notes of such Holder validly tendered and accepted for purchase pursuant to the Offers and (ii) the Purchase Price specified (or deemed to be specified, as set out below) by the relevant Holder in his or her Tender Instruction, provided that if the specified Purchase Price is lower than the applicable Minimum Purchase Price, or, if no Purchase Price is specified, the Offerors will pay the Minimum Purchase Price.

As the Purchase Consideration applicable to each Holder who validly submits a Tender Instruction which is accepted by the Offerors is determined by reference to a particular Purchase Price specified (or deemed to be specified, as set out below) by such Holder in its Tender Instruction, the Purchase Consideration payable to each such Holder will not necessarily be the same as, and may be less than, the Purchase Consideration received by other Holders participating in the Offers even where the same principal amount of Notes is accepted for purchase from each such Holder.

Under the Unmodified Dutch Auction Procedure, the Offerors will determine, in their sole discretion, following the Expiration Time, the Series Acceptance Amount, which shall be the aggregate principal amount of Notes (if any) of each Series it will accept for purchase pursuant to the Offers, and a Maximum Purchase Price for each Series, taking into account the aggregate principal amount of Notes tendered in the Offers, the Purchase Prices specified (or deemed to be specified, as set out below) by tendering Holders and the aggregate cash consideration, excluding any accrued and unpaid interest to, but not including, the Settlement Date, to be paid by the Offerors to purchase the Notes validly tendered and accepted for purchase in the Offers, which Tender Consideration the Offerors propose to be a total amount of up to €250,000,000, although the Offerors reserve the right, in their sole discretion, to significantly increase or decrease such amount.

The Purchase Price for the Notes will not be less than the Minimum Purchase Price, which shall be:

- (i) 86.75%, in the case of the 5% Senior Notes due 2025;
- (ii) 89.25%, in the case of the 7¹/₄% Senior Notes due 2025; and
- (iii) 98.00%, in the case of the 3¹/₂% Senior Secured Notes due 2024

and will otherwise be the lowest price for such Series that will allow the Offerors to accept for purchase the relevant Series Acceptance Amount.

Accrued Interest

In addition to the Purchase Consideration, the Offerors will also pay accrued and unpaid interest to, but not including, the Settlement Date in respect of Notes accepted for purchase pursuant to the Offers.

Final Acceptance Amount, Priority of Acceptance and Scaling

Final Acceptance Amount

The Offerors propose to accept Notes for purchase pursuant to the Offers up to the aggregate cash consideration (excluding accrued and unpaid interest) of €250,000,000, although the Offerors reserve the right, in their sole discretion, to significantly increase or decrease such amount. The final aggregate principal amount of Notes accepted for purchase pursuant to the Offers is the Final Acceptance Amount.

Priority of Acceptance

The Offerors intend to accept Notes of a Series validly tendered for purchase pursuant to the Offers in the following order of priority:

- (i) the Offerors will first accept for purchase an aggregate principal amount of Notes of such Series validly tendered pursuant to the Offers by way of Non-Competitive Tender Instructions (as described below) up to (and including) the relevant Series Acceptance Amount; and

- (ii) if the aggregate principal amount of such Notes validly tendered pursuant to the Offers by way of Non-Competitive Tender Instructions is less than the relevant Series Acceptance Amount, the Offerors may then, in their sole discretion, accept for purchase any Notes of such Series validly tendered pursuant to the Offers by way of Competitive Tender Instructions (as described below), such that the aggregate principal amount of Notes accepted for purchase pursuant to the Offers is equal to the relevant Series Acceptance Amount.

If the Offerors, in their sole discretion, decide to accept any Notes validly tendered by way of Non-Competitive or Competitive Tender Instructions for any Series, the Offerors reserve the right to accept significantly more or less (or none) of the Notes of any one Series as compared to the Notes of any other Series, even if such other Notes are validly tendered with an equivalent or lower Purchase Price (and accordingly to set the relevant Maximum Purchase Price applicable to any Series of Notes above the applicable Minimum Purchase Price, whether or not it decides to do so in respect of any other Series, as well as above the relevant Maximum Purchase Price for any other Series of Notes).

Scaling

If the Offerors decide to accept Notes of a Series for purchase pursuant to the Offers and:

- (i) the aggregate principal amount of Notes of such Series validly tendered pursuant to Non-Competitive Tender Instructions is greater than the Series Acceptance Amount, the Offerors intend to accept such Notes for purchase on a *pro rata* basis such that the aggregate principal amount of such Notes accepted for purchase is no greater than the Series Acceptance Amount. In such circumstances, the Maximum Purchase Price for all of the Notes of the relevant Series will be set at the applicable Minimum Purchase Price and the Offerors will not accept for purchase any Notes of such Series tendered pursuant to Competitive Tender Instructions; or
- (ii) the aggregate principal amount of Notes of such Series validly tendered (i) pursuant to Non-Competitive Tender Instructions and (ii) pursuant to Competitive Tender Instructions that specify a Purchase Price that is less than or equal to the relevant Maximum Purchase Price, is greater than the Series Acceptance Amount, the Offerors intend to accept for purchase (A) first, all Notes of such Series tendered pursuant to Non-Competitive Tender Instructions in full, (B) second, all Notes of such Series tendered pursuant to Competitive Tender Instructions that specify a Purchase Price below the relevant Maximum Purchase Price of such Series in full and (C) third, all Notes of such Series tendered at the relevant Maximum Purchase Price on a *pro rata* basis such that the aggregate principal amount of such Notes accepted for purchase is no greater than the Series Acceptance Amount.

In the event that Notes of a Series validly tendered pursuant to the relevant Offer are to be accepted on a *pro rata* basis, each such tender of such Notes will be scaled by a Scaling Factor equal to (i) the Series Acceptance Amount less the aggregate principal amount of such Notes that have been validly tendered and accepted for purchase pursuant to the Offer, and are not subject to acceptance on a *pro rata* basis (if any), divided by (ii) the aggregate principal amount of such Notes in the Series that have been validly tendered and accepted for purchase pursuant to the Offers, and are subject to acceptance on a *pro rata* basis (subject to adjustment to allow for the aggregate principal amount of Notes accepted for purchase, following the rounding of tenders of such Notes as described in the next sentence, to equal the Series Acceptance Amount exactly). Each tender of such Notes that is scaled in this manner will be rounded down to the nearest €1,000 in principal amount. The Offerors reserve the right, in their sole discretion, to apply a different Scaling Factor to each Series of Notes.

In addition, in the event a Scaling Factor is applied, the Offerors will use reasonable efforts to apply the Scaling Factor (to the extent reasonably practicable) to each valid tender of Notes by a Holder in such a manner as will result in both (a) such Holder transferring Notes to the Offerors in an aggregate principal amount of no less than €100,000 and integral multiples of €1,000 in excess thereof, and (b) such Holder's residual amount of Notes (such residual amount being the principal amount of Notes subject to the relevant Tender Instruction that are not accepted for purchase as a result of the Scaling Factor) amounting to no less than €100,000 and integral multiples of €1,000 in excess thereof (unless such residual amount is zero), and the Offerors reserve the right, in their sole discretion, to adjust the Scaling Factor applied to each Tender Instruction accordingly. If, following the application of the Scaling Factor (prior to any adjustment as referred to above), the principal amount of Notes otherwise due to be accepted for purchase from a Holder pursuant to a Tender Instruction would be less than €100,000, the Offerors may in their sole discretion choose to either accept an amount at least equal to €100,000 or reject the relevant Tender Instruction in its entirety.

Tender Instructions

In order to participate in, and be eligible to receive the relevant Purchase Consideration, and accrued and unpaid interest to, but not including, the Settlement Date, pursuant to the relevant Offer, Eligible Holders must validly tender

their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by the Expiration Time, which shall be 4:00 p.m., London time on December 16, 2022 (subject to the right of the Offerors to extend, re-open, amend and/or terminate any Offer or waive any defects in their sole discretion).

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in, or (in the limited circumstances in which withdrawal is permitted) withdraw their instruction to participate in, an Offer by the deadlines specified in the Offer to Purchase. **The deadlines set by any such intermediary and by Clearing Systems for the submission and withdrawal of Tender Instructions may be earlier than the relevant deadlines specified in the Offer to Purchase.**

Tender Instructions will be irrevocable except in the limited circumstances described in the Offer to Purchase.

Tender Instructions may be submitted on a “non-competitive” or a “competitive” basis as follows:

- (i) a Non-Competitive Tender Instruction is a Tender Instruction which specifies the aggregate principal amount of the Notes tendered pursuant to such Tender Instruction (such principal amount being at least €100,000), and either (i) does not specify a Purchase Price for such Notes, or (ii) specifies a Purchase Price less than or equal to the relevant Minimum Purchase Price for such Series. Each Non-Competitive Tender Instruction, whether falling within (i) or (ii) above, will be deemed to have specified the relevant Minimum Purchase Price for the tendered Notes; and
- (ii) a Competitive Tender Instruction is a Tender Instruction which specifies (i) the aggregate principal amount of the Notes tendered pursuant to such Tender Instruction (such principal amount being at least €100,000), and (ii) a Purchase Price greater than the relevant Minimum Purchase Price for such Series (which Purchase Price must be specified in increments of 0.05% above the relevant Minimum Purchase Price for such Series). In the event that any Competitive Tender Instruction specifies a Purchase Price that is not an integral multiple of 0.05% above the relevant Minimum Purchase Price, the Purchase Price so specified shall be rounded up to the nearest 0.05% integral multiple, and the Competitive Tender Instruction shall be deemed to have specified such rounded figure as the Purchase Price.

Tender Instructions must be submitted in respect of a minimum principal amount of Notes of the relevant Series of no less than €100,000 and integral multiples of €1,000 in excess thereof.

A separate Tender Instruction must be completed on behalf of each beneficial owner and in respect of each Series which the Holder wishes to tender.

Additional Information

In connection with the Offers, Kroll Issuer Services Limited has been appointed as Tender Agent (the “*Tender Agent*”). The Offer to Purchase will be made available to all Eligible Holders through the Tender Agent:

Kroll Issuer Services Limited
Address: The Shard, 32 London Bridge Street, SE1 9SG, London, UK
Telephone: +44 207 704 0880
Email: niddahealthcare@is.kroll.com
Offer Website: <https://deals.is.kroll.com/niddahealthcare>
Attention: Jacek Kusion

For other information, please contact:

Deutsche Bank Aktiengesellschaft
Taunusanlage 12
60325 Frankfurt am Main
Germany
+44 207 545 8011

Barclays Bank Ireland PLC
One Molesworth Street
Dublin 2 D02 RF29
Ireland
+44 20 3134 8515

The Offerors reserve the right to extend any of the dates and times set forth above in their sole discretion, and may extend the Expiration Time and/or terminate the Offers (subject to applicable law and as provided in the Offer to Purchase. Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes to determine when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which withdrawal is permitted) withdraw their instruction to participate in the Offers before the deadlines specified in the Offer to Purchase. The deadlines set by any such intermediary and by each Clearing System for the submission of Tender Instructions may be earlier than the relevant deadlines specified above.

Important notice

This document is not for release, publication or distribution in whole or in part to any U.S. person (as that term is defined in Rule 902 under the U.S. Securities Act) or in or into the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any State of the United States or the District of Columbia or any other jurisdiction where it is unlawful to release, publish or distribute this document.

In particular, the Offers are being made only to Holders who are not “U.S. persons” (as defined in Rule 902 under the U.S. Securities Act) and who are located outside the United States and dealers or other professional fiduciaries in the United States acting on a discretionary basis only for the benefit or account of non-U.S. persons located outside the United States. Furthermore, the Offers are not being made, directly or indirectly, in or into the United States, or by use of the mails of or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, the post, facsimile transmission, e-mail, telex, the internet and telephone. An Offer cannot be accepted by any such use, means or instrumentality or from within the United States. Accordingly, copies of the Offer to Purchase are not being mailed or otherwise distributed or sent into the United States. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) must not distribute or send them in, into or from the United States, or use such mails or any such means or instrumentality for any purpose, directly or indirectly, in connection with the Offers, and doing so will render invalid any related purported acceptance of a tender of Notes. Persons wishing to accept an Offer must not use such mails or any such means, instrumentality or facility for any purpose directly or indirectly related to the acceptance of an Offer.

This document and any other documents or materials relating to the Offer to Purchase are not being submitted to and such documents and/or materials have not been approved by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom, and are only for circulation to persons outside the United Kingdom or to persons within the United Kingdom falling within the definition of “investment professionals” (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “*Financial Promotion Order*”)) or within Article 43 of the Financial Promotion Order, or to other persons to whom it may lawfully be communicated in accordance with the Financial Promotion Order.

Persons into whose possession the Offer to Purchase comes, or who access the Offer Website, are required by the Offerors, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Neither the Offer to Purchase nor the Offer Website may be used for, or in connection with, any invitation to anyone in any jurisdiction or under any circumstances in which such invitation is not authorized or is unlawful. None of the Offerors, the Dealer Managers or the Tender Agent will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.

Forward-looking statements

This announcement may include projections and other “forward-looking” statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the Offerors’ actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and the Offerors do not undertake publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.