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Publication of the final acceptances of the of the voluntary public purchase offer by Marcel LUX III SARL for the acquisition of shares in SUSE S.A.

On 24 August 2023, Marcel LUX III SARL¹ (the "**Bidder**") published the offer document (the "**Offer Document**") regarding its voluntary public purchase offer (the "**Offer**") to the shareholders (the "**SUSE Shareholders**") of SUSE S.A.² ("**SUSE**" or the "**Company**") for the acquisition of all shares in SUSE in dematerialized form (*titres dématérialisés*) without any nominal value and an accounting 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 acceptance period for the Offer (the "**Acceptance Period**") ended on 22 September 2023, 24:00 hrs (Frankfurt am Main local time) / 18:00 hrs (New York local time).

- 1.) As of the end of the Acceptance Period on 22 September 2023, 24:00 hrs (Frankfurt am Main local time) / 18:00 hrs (New York local time) (the "**Reference Date**"), the Offer has been accepted for a total of 32,848,084 SUSE Shares. This corresponds to approximately 19.2% of the current share capital and the voting rights in SUSE.
- 2.) As of the Reference Date, the Bidder directly held 135,060,220 SUSE Shares corresponding to approximately 79.0% of the current share capital and voting rights in SUSE and did not hold directly or indirectly financial instruments in relation to SUSE that have to be notified pursuant to Article 12 of the Luxembourg law on transparency requirements for issuers dated 11 January 2008, as amended (*Loi du 11 janvier 2008 relative aux obligations de transparence des émetteurs*).
- 3.) The total number of SUSE Shares, for which the Offer has been accepted until the Reference Date (= end of the Acceptance Period), plus the total number of voting rights arising from SUSE Shares held by the Bidder as of the Reference Date and set forth in Section 2.) above, amounts to 167,908,304 SUSE Shares; this corresponds to approximately 98.2% of the share capital and the voting rights in SUSE.

Pursuant to Section 11.1 of the Offer Document, the Offer and the agreements that have been entered into as a result of its acceptance by the SUSE Shareholders are subject to the condition set forth in Section 11.1 of the Offer Document (receipt by the Bidder of a specified amount of an interim dividend to be distributed by the Company) (the "**Offer**

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.

Condition"). The Offer Condition has not yet been fulfilled and is expected to occur on or about 4 October 2023.

Luxembourg, Grand Duchy of Luxembourg, 27 September 2023

Marcel LUX III SARL

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.