

Silver Lake announces final tender offer results: 84.29 % of Software AG shares secured – closing expected in Q4 2023

- Silver Lake has secured a 84.29 % stake in Software AG, subject to closing of the tender offer
- Closing is pending regulatory approvals and is expected in Q4 2023
- Silver Lake reiterates that it does not require a domination and profit and loss transfer agreement (DPLTA) to finance the tender offer
- Silver Lake continues to intend to pursue a delisting of Software AG after closing of the tender offer

20 July 2023 – Silver Lake, the global leader in technology investing, together with Mosel Bidco SE, a holding company controlled by funds managed or advised by Silver Lake (“Silver Lake”), announced today the final results of the Additional Acceptance Period whereby it has secured a total stake of 84.29 % of shares in Software AG as of 17 July 2023. This excludes bonds convertible into Software AG shares held by Silver Lake. Subject to regulatory approval by the relevant investment-control authorities, closing of the transaction is expected in Q4 2023.

Christian Lucas, Co-head EMEA at Silver Lake, said: “We are pleased to have reached such a successful outcome for our tender offer made to Software AG shareholders. We look forward to working with the management team to execute the company’s multi-year transformation plan.”

Silver Lake reiterates that it does not require a domination and profit and loss transfer agreement (DPLTA) to finance its offer or achieve its economic and strategic objectives.

After closing of the tender offer, Silver Lake continues to intend to pursue a delisting of Software AG to support management with implementation of its strategy in a non-listed environment, and with the backing of Silver Lake as Software AG’s new majority shareholder.

About Silver Lake

Silver Lake is a global technology investment firm, with approximately \$98 billion in combined assets under management and committed capital and a team of professionals based in North America, Europe and Asia. Silver Lake’s portfolio companies collectively generate more than \$276 billion of revenue annually and employ approximately 710,000 people globally.

About Software Aktiengesellschaft

Software AG simplifies the connected world. Founded in 1969, it helps deliver the experiences that employees, partners and customers now expect. Its technology creates the digital backbone that integrates applications, devices, data and clouds; empowers streamlined processes; and connects “things” like sensors, devices and machines. It helps 10,000+ organizations to become a truly connected enterprise and make smarter decisions, faster. The Company has about 5,000 employees across more than 70 countries and annual Group revenue of over €950 million.

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Disclaimer and Forward-Looking Statement

This press release is neither an offer to purchase nor a solicitation of an offer to sell Software AG shares. The final terms of the Takeover Offer as well as other provisions relating to the Takeover Offer are set out solely in the offer document authorized for publication by the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of Software AG shares are strongly advised to read

the offer document and all other documents relating to the Takeover Offer, as they contain important information. The offer document for the Takeover Offer (in German and a non-binding English translation) with the detailed terms and conditions and other information on the Takeover Offer is published amongst other information on the internet at www.offer-2023.com.

The Takeover Offer will be implemented exclusively on the basis of the applicable provisions of German law, in particular the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - WpÜG*), and certain securities law provisions of the United States of America relating to cross-border takeover offers. The Takeover Offer will not be conducted in accordance with the legal requirements of jurisdictions other than the Federal Republic of Germany or the United States of America (as applicable). Accordingly, no notices, filings, approvals or authorizations for the Takeover Offer have been filed, caused to be filed or granted outside the Federal Republic of Germany or the United States of America (as applicable). Investors and holders of Software AG shares cannot rely on being protected by the investor protection laws of any jurisdiction other than the Federal Republic of Germany or the United States of America (as applicable). Subject to the exceptions described in the offer document and, where applicable, any exemptions to be granted by the respective regulatory authorities, no takeover offer will be made, directly or indirectly, in those jurisdictions in which this would constitute a violation of applicable law. This announcement may not be released or otherwise distributed in whole or in part, in any jurisdiction in which the Takeover Offer would be prohibited by applicable law.

The Takeover Offer relates to shares in a German company admitted to trading on the Frankfurt Stock Exchange and is subject to the disclosure requirements, rules and practices applicable to companies listed in the Federal Republic of Germany, which differ from those of the United States and other jurisdictions in certain material respects. The financial information relating to Silver Lake and Software AG included elsewhere, including in the offer document, are prepared in accordance with provisions applicable in the Federal Republic of Germany and are not prepared in accordance with generally accepted accounting principles in the United States; therefore, it may not be comparable to financial information relating to United States companies or companies from other jurisdictions outside the Federal Republic of Germany. The Takeover Offer will be made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the Exchange Act, and otherwise in accordance with the requirements of the laws of the Federal Republic of Germany. Shareholders from the United States should note that Software AG is not listed on a United States securities exchange, is not subject to the periodic requirements of the Exchange Act and is not required to, and does not, file any reports with the United States Securities and Exchange Commission.

Any contract entered into with Silver Lake as a result of the acceptance of the Takeover Offer will be governed exclusively by and construed in accordance with the laws of the Federal Republic of Germany. It may be difficult for shareholders from the United States (or from elsewhere outside of Germany) to enforce certain rights and claims arising in connection with the Takeover Offer under United States federal securities laws (or other laws they are acquainted with) since Silver Lake and Software AG are located outside the United States (or the jurisdiction where the shareholder resides), and their respective officers and directors reside outside the United States (or the jurisdiction where the shareholder resides). It may not be possible to sue a non-United States company or its officers or directors in a non-United States court for violations of United States securities laws. It also may not be possible to compel a non-United States company or its subsidiaries to submit themselves to a United States court's judgment.

To the extent that this document contains forward-looking statements, they are not statements of fact and are identified by the words "intend", "will" and similar expressions. These statements express the intentions, beliefs or current expectations and assumptions of Silver Lake and the persons acting in concert with it. Such forward-looking statements are based on current plans, estimates and projections made by Silver Lake and the persons acting in concert with it to the best of their knowledge, but are not guarantees of future accuracy (this applies in particular to circumstances beyond the control of Silver Lake or the persons acting in concert with it). Forward-looking statements are subject to risks and uncertainties, most of which are difficult to predict and are usually beyond Silver Lake's control or the control of the persons acting in concert with it. It should be taken into account that actual results or consequences in the future may differ materially from those indicated or contained in the forward-looking statements. It cannot be ruled out that Silver Lake and the persons acting in concert with it will in future change their intentions and estimates stated in documents or notifications or in the offer document.