

Luther advises SNP Schneider-Neureither & Partner SE on its voluntary takeover by Carlyle

Heidelberg/Hamburg, 6 January 2025 – Luther advised Schneider-Neureither & Partner SE (SNP) on the negotiation and conclusion of an investment agreement with Succession German Bidco GmbH, a holding company advised by the global private equity investment firm Carlyle (NASDAQ: CG).

On 23 December 2024, the publicly listed Heidelberg-based software company SNP Schneider-Neureither & Partner SE announced that it had signed an investment agreement with a bidding company advised by the US investment company Carlyle. The investment agreement establishes a strategic partnership to support the long-term growth of SNP. As part of this strategic partnership, Carlyle will make a voluntary public takeover offer for all outstanding shares of SNP. After completion of the offer, Carlyle intends to delist the company.

The Executive Board of SNP is advised by a team led by Dr Jörgen Tielmann, a well-known capital market and stock corporation law specialist. Subject to a review of the published offer document, the Executive Board intends to support the offer in the best interests of the company, its shareholders, employees, customers, partners and other stakeholders.

Carlyle has secured the support of the SNP shareholders through a share purchase agreement with the majority shareholder Wolfgang Marguerre for 65.19% of the SNP shares, as well as through irrevocable tender agreements with other shareholders for a further 11.06% of the total share capital of SNP. Carlyle thus already has access to 76.25% of the total share capital of SNP.

Consultancy for SNP: Inhouse: *Matthias Burckhardt* (General Counsel), Luther: *Dr. Jörgen Tielmann*, LL.M. (Partner, Federführung); *Dr. Björn Simon* (Partner), *Dr. Helmut Janssen*, LL.M. (Partner), *Dr. Sven C. Stumm* M.Jur (Counsel), *Daniel Hilmer* (Associate)

Consultancy for Carlyle: Kirkland & Ellis: *Dr. Benjamin Leyendecker* (Partner), *Dr. Florian Sippel* (Partner), *Chiara Alina Schmid*, *Dr. Sabrina Seitz*, *Alexander Herzog*, *Sebastian Trompler*

About SNP Schneider-Neureither & Partner SE:

SNP (Ticker: SHF.DE), with its world-leading technology platform Kyano, is a reliable partner for companies that rely on groundbreaking data-driven functionalities for transformation projects and for more business agility. Kyano integrates all technical possibilities and partner

functionalities for software-based and holistic data migration and data management. In combination with the BLUEFIELD approach, Kyano sets a global industry standard for the rapid and secure reorganisation and modernisation of SAP-centric IT landscapes while simultaneously leveraging data-driven innovation.

Over 3,000 customers worldwide in all industries and of all sizes rely on SNP, including 20 of the DAX 40 and over 100 of the Fortune 500 companies. The SNP Group employs a staff of around 1,500 at 35 locations in 20 countries. The company, headquartered in Heidelberg, generated revenue of EUR 203.4 million in the 2023 fiscal year.

About Carlyle:

The Carlyle Group (NASDAQ: CG) is a global investment firm with deep industry expertise that deploys private capital across three business segments: Global Private Equity, Global Credit and Investment Solutions. As of 30 September 2020, Carlyle had approximately \$447 billion under management. Carlyle's objective is to invest intelligently, creating value for investors, portfolio companies and communities. Carlyle employs approximately 2,300 people in 29 offices across four continents.

Luther Rechtsanwaltsgesellschaft mbH

Luther is a leading German commercial law firm that offers comprehensive legal and tax advice. The full-service law firm employs over 420 lawyers and tax advisors and is represented in ten German economic hubs as well as with 11 of its own international offices in key investment locations and financial centres in Europe and Asia. Its clients include medium-sized enterprises and large corporations, as well as the public sector.

Luther works closely with other commercial law firms in all the prevailing jurisdictions. Luther is a member of unyer (www.unyer.com), a global organisation of leading professional services firms that cooperate exclusively with each other.

Luther Rechtsanwaltsgesellschaft mbH is a law firm with a business approach: our innovative awareness aspires us to provide our clients with customised legal advice that addresses individual needs and delivers the greatest possible economic benefit. All of Luther's lawyers and tax advisers have a solid understanding of interdisciplinary matters and a wealth of experience in collaborating on complex tasks. Luther was honoured as JUVE Law Firm of the Year for Regulation in 2024. Further information is available at: www.luther-lawfirm.com.

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