

PharmaSGP SE plans to redeem own shares – conditions for squeeze-out under conversion law are met

Gräfelfing, June 18, 2025 – PharmaSGP SE (ISIN: DE000A2P4LJ5) currently holds treasury shares representing approximately 4.06% of its share capital as a result of last year's share buyback. In order to make optimal use of the new authorization to acquire treasury shares proposed for resolution at the upcoming Annual General Meeting, the company intends to retire these treasury shares in the short term. Against the backdrop of the upcoming delisting, there is currently no need for any other use of the treasury shares.

The redemption reduces the company's share capital accordingly. However, the redemption of treasury shares has no effect on the existing economic interest of the shareholders, as treasury shares do not carry any rights. The reduction of the share capital merely increases the shareholders' percentage ownership on an arithmetical basis. As a result, the share of the company's two main shareholders, FUTRUE GmbH and MVH Beteiligungs- und Beratungs-GmbH, in the share capital will arithmetically increase to a total of approximately 94%. They thus jointly hold a stake which, even without a further increase in shares, allows for the implementation of a so-called squeeze-out under conversion law (Section 62 para. 5 of the German Transformation Act (Umwandlungsgesetz) in conjunction with Section 327a of the German Stock Corporation Act (Aktiengesetz)).

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ABOUT PHARMASGP HOLDING SE

PharmaSGP is a leading consumer health company with a diversified portfolio of over-the-counter (OTC) pharmaceuticals and other healthcare products that are marketed with a focus on the pharmacy distribution channel. These products are mostly based on natural active pharmaceutical ingredients with documented efficacy and few known side effects.

The Company's core brands cover chronic indications, including rheumatic pain, nerve pain and other age-related ailments. In Germany, PharmaSGP is the market leader for systemic chemical-free pain remedies with its brand families RubaXX® for rheumatic pain and Restaxil® for neuralgic pain. Furthermore, PharmaSGP also offers leading products against sexual weakness and vertigo symptoms. Since introducing the first product from the current product portfolio in 2012, PharmaSGP has successfully established its business model in other European countries, including Austria, Italy, Belgium, Spain and France. In September 2021, the product portfolio was expanded by the brands Baldriparan®, Formigran®, Spalt® and Kamol®, thus also strengthening or developing the indications pain and sleep disorder. The sales territory was expanded to include Switzerland and Eastern Europe. In 2024, PharmaSGP generated revenues of €118.8 million at an adjusted EBITDA margin of 31.3%.

In order to further expand its competitive position, PharmaSGP plans to increase the number of indications covered by PharmaSGP's product offering, increase PharmaSGP's European footprint, and accelerate its growth strategy especially by capitalizing on selected M&A opportunities.