

## **PharmaSGP Holding SE publishes joint reasoned statement of the Management Board and Supervisory Board on the public delisting tender offer by FUTRUE GmbH**

**Gräfelfing, July 28, 2025** – The Management Board and Supervisory Board of PharmaSGP Holding SE (ISIN: DE000A2P4LJ5, WKN: A2P4LJ) today published their joint reasoned statement pursuant to Section 27 (1) of the German Securities Acquisition and Takeover Act (WpÜG) on the public delisting tender offer made by FUTRUE GmbH (the "Bidder") on July 14, 2025, to all shareholders of PharmaSGP Holding SE.

After careful examination of the Bidder's offer document, the Management Board and Supervisory Board of PharmaSGP Holding SE consider the offer price of €28.00 per PharmaSGP share to be adequate from a financial perspective. Taking into account all aspects set out in the statement, the Management Board and Supervisory Board acknowledge that the decision of PharmaSGP shareholders regarding the delisting tender offer may be influenced by a variety of factors. The Management Board and Supervisory Board have therefore decided not to make a recommendation regarding the acceptance or non-acceptance of the delisting tender offer by the shareholders (neutral opinion).

The joint reasoned statement by the Management Board and Supervisory Board of PharmaSGP Holding SE pursuant to Section 27 (1) of the German Securities Acquisition and Takeover Act (WpÜG) has been published in German on the website of PharmaSGP Holding SE at <https://ir.pharmasgp.com/> in the "The Share / Delisting" section.

The acceptance period for the delisting tender offer commenced with the publication of the offer document on July 14, 2025, and is expected to end on August 11, 2025, at 24:00 hours (CEST). All relevant details regarding the acceptance of the offer are set out in the offer document, which is available on the Bidder's website at <https://www.futtrue-offer.com>.

### **Important note:**

Only the reasoned statement by the Management Board and Supervisory Board is authoritative. The information in this press release does not constitute an explanation, summary or supplement to this statement. Shareholders are advised to read the reasoned statement in full before deciding whether or not to accept the delisting tender offer.

## **CONTACT**

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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.