



KKR announces final result of the voluntary public takeover offer for all outstanding shares of OHB SE

November 8, 2023

8 November 2023 - Orchid Lux HoldCo S.à r.l. ("Bidder"), a holding company controlled by investment funds, vehicles and/or accounts advised and managed by various subsidiaries of Kohlberg Kravis Roberts & Co. L.P. ("KKR"), today announced the final result of the voluntary public takeover offer to shareholders of OHB SE (ISIN: DE0005936124, "OHB").

At the expiry of the additional period at midnight (CET) on 3 November 2023, the takeover offer had been accepted for a total of 3,592,391 OHB shares. Including the shares purchased by KKR on market, this corresponds to approximately 21.5 percent of all OHB shares and approximately 77.5 percent of all OHB shares not held by the Fuchs family or by OHB as treasury shares. Following closing of both the separate capital increase and the takeover offer, KKR and the Fuchs family will hold a combined stake of roughly 94.0 percent of all OHB shares. The Fuchs family did not sell any shares as part of the voluntary public takeover offer and will retain permanent control of the company as the majority shareholder.

The investment agreement between KKR and OHB was initially announced on 7 August 2023, with KKR also announcing the intention to launch a voluntary public takeover offer for all outstanding shares of OHB in order to support the company to ideally position itself for the growing demand for privately financed, cost-efficient and flexible space solutions.

The voluntary public takeover offer remains subject to the completion of the regulatory conditions outlined in sections 12.1.2 (i) to (x) and 12.1.3 of the offer document.

The offer document and additional information are available at www.orchid-offer.com.

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About KKR

KKR is a leading global investment firm that offers alternative asset management as well as capital markets and insurance solutions. KKR aims to generate attractive investment returns by following a patient and disciplined investment approach, employing world-class people, and supporting growth in its portfolio companies and communities. KKR sponsors investment funds that invest in private equity, credit and real assets and has strategic partners that manage hedge funds. KKR's insurance subsidiaries offer retirement, life and reinsurance products under the management of Global Atlantic Financial Group. References to KKR's investments may include the activities of its sponsored funds and insurance subsidiaries. For additional information about KKR & Co. Inc. (NYSE: KKR), please visit KKR's website at www.kkr.com. For additional information about Global Atlantic Financial Group, please visit Global Atlantic Financial Group's website at www.globalatlantic.com.

About OHB SE

OHB is a German space and technology group and one of the leading independent forces in the European space industry. With many years of experience in the realisation of demanding projects, OHB is excellently positioned in international competition and offers its customers a broad portfolio of innovative products in the three divisions: Space systems, Aerospace and Digital. The company employs around 3,000 people and generates a total turnover of around EUR 1 billion.

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Disclaimer and forward-looking statements

This press release is neither an offer to purchase nor a solicitation of an offer to sell OHB 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 authorised for publication by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). Investors and holders of OHB 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.orchid-offer.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 OHB 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 Bidder reserves the right, to the extent permitted by law, to directly or indirectly acquire additional OHB shares outside the takeover offer on or off the stock exchange, provided that such acquisitions or arrangements to acquire are not made in the United States, will comply with the applicable German statutory provisions, in particular the WpÜG, and the offer price is increased in accordance with the WpÜG, to match any consideration paid outside of the takeover offer if higher than the offer price. If such acquisitions take place, information on such acquisitions, including the number of OHB shares acquired or to be acquired and the consideration paid or agreed, will be published without undue delay if and to the extent required under the laws of the Federal Republic of Germany, the United States or any other relevant jurisdiction. 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 the Bidder and OHB 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 OHB 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 the Bidder 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 the Bidder and OHB 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 the Bidder and the persons acting in concert with it. Such forward-looking statements are based on current plans, estimates and projections made by the Bidder 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 the Bidder 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 the Bidder'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 the Bidder 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.