



Acquisition Update

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FOR IMMEDIATE RELEASE

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

6 April 2023

Acquisition Update

On 17 June 2022, the Boards of Bordeaux UK Holdings II Limited ("Bidco"), an affiliate of Optum Health Solutions (UK) Limited ("Optum UK") and a wholly-owned subsidiary of UnitedHealth Group Incorporated and EMIS Group plc ("EMIS") announced that they had reached agreement on the terms of a recommended all cash offer pursuant to which Bidco will acquire the entire issued and to be issued ordinary share capital of EMIS (the "Acquisition"). The Acquisition is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme").

On 9 August 2022, EMIS announced that at the Court Meeting to consider the Scheme and the General Meeting to consider the Special Resolution relating to the Acquisition, all resolutions were approved by the requisite majorities. EMIS further announced that a notification had been made and accepted under the NS&I Act and that the Secretary of State had confirmed that no further action will be taken in relation to the Acquisition.

On 31 March 2023, the United Kingdom's Competition and Markets Authority (the "CMA") announced that it had rejected a proposed remedy submitted by Bidco to address the CMA's competition concerns following its Phase 1 investigation and that it has referred the Acquisition for a Phase 2 investigation.

Bidco and EMIS today announce that they intend to proceed with the Phase 2 investigation and will continue to engage constructively and collaboratively with the CMA during this period. On the basis that the CMA has referred the Acquisition to a Phase 2 investigation, Bidco and EMIS have agreed, with the consent of the Executive of the Panel on Takeovers and Mergers (the "Panel"), to extend the Long Stop Date for completion of the Acquisition from 30 June 2023 to 30 June 2024 (subject to the approval of the Court).

The Scheme remains subject to the sanction by the Court at the Court Hearing and the satisfaction (or, where applicable, the waiver) of the Conditions to the Scheme set out in paragraphs 1, 2(c) and 4 of Part A of Part 3 of the Scheme Document. In particular, the Scheme remains subject to the Conditions set out in paragraphs 4(b) and (c) of Part A of Part 3 of the Scheme Document, which, as confirmed by the Panel, will continue to apply to the Scheme and to the Phase 2 investigation and its outcomes (subject to Rule 13.5 of the Takeover Code).

Amendments to the Co-operation Agreement

EMIS and Bidco have today agreed to amend and restate the Co-operation Agreement (the "**Amendment and Restatement Agreement**") in connection with their intention to proceed with the Phase 2 investigation, pursuant to which, amongst other things, EMIS Shareholders will be entitled to receive an interim dividend (in respect of the first half-year results for EMIS's 2023 financial year) and an interim or final dividend (in respect of EMIS's 2023 financial year), in each case of up to 21.3 pence per EMIS Share if declared and paid or payable prior to the Effective Date in accordance with EMIS's ordinary course financial calendar.

Participants in the EMIS Share Plans will be contacted separately regarding this announcement.

A copy of the Amendment and Restatement Agreement will be made available on EMIS's, UnitedHealth Group's and Optum UK's websites at <https://governance.emisgroupplc.com>, www.unitedhealthgroup.com/investors.html and www.optum.co.uk/, respectively, by no later than 12 noon on the first Business Day following the date of this announcement.

The person responsible for arranging the release of this announcement on behalf of EMIS is Christine Benson, EMIS Company Secretary.

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Information for investors can be found on the EMIS's, UnitedHealth Group's and Optum UK's websites at <https://www.emisgroupplc.com>, www.unitedhealthgroup.com/investors.html and www.optum.co.uk/.

Capitalised terms used but not defined in this announcement have the meaning given to them in the scheme document published on 8 July 2022 containing the full terms and conditions of the Acquisition.

Notes to Editors

EMIS Group has grown to become a UK leader in connected healthcare software and systems. Its solutions are widely used across a number of major UK healthcare settings. EMIS Group's aim is to join up healthcare through innovative technology, helping to deliver better health outcomes to the UK population, supporting longer and healthier lives.

EMIS Group has two core business segments: EMIS Health and EMIS Enterprise.

EMIS Health is a supplier of integrated care technology to the NHS, including primary, community, acute and social care.

EMIS Enterprise is focussed on growth in the business-to-business technology sector within the healthcare market, including management of medicines, partner businesses, patient-facing services, data and analytics, and research and life sciences.

Optum UK is a healthcare software, services and consultancy business. Optum UK and its affiliates have operated in the UK for nearly 20 years. Optum UK is active in the fields of population health management and medicines optimisation where its services and analytics tools help NHS entities (namely Integrated Care Systems and Clinical Commissioning Groups) improve care and clinical outcomes while improving efficiency and cost-effectiveness.

Optum UK is a wholly owned subsidiary of UnitedHealth Group, a health care and well-being company with a mission to help people live healthier lives and help make the health system work better for everyone. Optum UK is part of UnitedHealth Group's Optum business which (among other things) applies technology solutions and data analytics tools to improve healthcare provision.

Market Abuse Regulation statement

This announcement contains inside information for the purposes of Article 7 of the UK version of the Market Abuse Regulation (EU) No. 596/2014. Upon the publication of this announcement the inside information is now considered to be in the public domain.

Publication on a website

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be made available on EMIS's, UnitedHealth Group's and Optum UK's websites at <https://www.emisgroupplc.com>, www.unitedhealthgroup.com/investors.html and www.optum.co.uk/, respectively, by no later than 12 noon on the first Business Day following the date of this announcement. For the avoidance of doubt, neither the contents of these websites nor any website accessible from hyperlinks is incorporated into or forms part of this announcement.

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