

EANS-Adhoc: MEDION AG / Conclusion of a domination and profit and loss transfer agreement - Determination of a compensation of EUR 13.00 per share

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25.10.2011

MEDION AG: Ad-hoc-announcement pursuant to section 15 of the German Securities Trading Act (WpHG)

MEDION AG: Conclusion of a domination and profit and loss transfer agreement - Determination of a compensation of EUR 13.00 per share

Essen, 25 October 2011 - MEDION Aktiengesellschaft as controlled company and Lenovo Germany Holding GmbH, an indirect wholly-owned subsidiary of Lenovo Group Ltd., as controlling company today entered into a domination and profit and loss transfer agreement.

The agreement provides for a cash compensation offer pursuant to Section 305 of the German Stock Corporation Act (AktG) in the amount of EUR 13.00 per share and a guaranteed dividend pursuant to Section 304 of the German Stock Corporation Act (AktG) in the amount of EUR 0.82 gross per share (EUR 0.69 net per share). These payment obligations will be additionally secured by a letter of comfort issued by Lenovo (Singapore) Pte. Ltd., an indirect wholly-owned subsidiary of Lenovo Group Ltd.

The cash compensation offer according to Section 305 of the German Stock Corporation Act (AktG) and the guaranteed dividend pursuant to Section 304 of the German Stock Corporation Act (AktG) are based on an expert valuation prepared by KPMG Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin ("KPMG"). According to the results of the valuation by KPMG, the company value (Unternehmenswert) of MEDION Aktiengesellschaft amounts to approx. EUR 521.17 million, which is equivalent to a value of EUR 11.67 per share. The average share price of MEDION shares during the relevant three months period prior to the publication of the intention to enter into a domination and profit and loss transfer agreement on 29 July 2011 as determined by the German Federal Financial Supervisory Authority (BaFin) amounts to EUR 12.31 per share. The management of

Lenovo Germany Holding GmbH has nevertheless decided to agree with MEDION Aktiengesellschaft on a compensation in the amount of EUR 13.00 per share provided in the domination and profit and loss transfer agreement. This amount corresponds to the offer price paid by Lenovo Germany Holding GmbH to MEDION shareholders under the voluntary public takeover offer.

The domination and profit and loss transfer agreement requires the approval of an extraordinary general meeting of MEDION Aktiengesellschaft, which will presumably take place on 14 December 2011.

Essen, 25 October 2011

MEDION Aktiengesellschaft
The Executive Board

Further inquiry note:

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end of announcement

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