



## **Acquisition of Medion**

**Wai Ming Wong** 

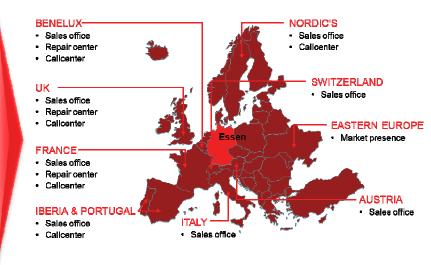
Chief Financial Officer

### A Strong Consumer Platform Aligned with Lenovo Strategy

- Consumer platform for PCs, mobile Internet devices & digital services
- Directly supports our attack strategy in Mature consumer business

#### **Medion delivers important assets:**

- Well known and trusted brand
- Strong retail channels for PCs and mobile devices
- Strong team with more than 20 years of experience building a profitable consumer business



Will add this to our existing consumer business to become the platform for our expansion

## **E2E Business Model: Complementary Strengths**

Creates efficient E2E business model in Western Europe for Consumer



## A Strong Global Back End

- Scale
- Manufacturing capability
- Lower components pricing
- Strong sales capability in Large Accounts and SMB

# A WIN-WIN COMBINATION

## **MEDION**<sup>®</sup>

## A Very Strong Consumer Front End

- Marketing/Brand
- Sales
- Service
- 100% transaction model
- Effective channel with low E/R ratio



## **Beyond PCs: Bolsters Mobile Internet Capabilities**

- Medion: Strong Mobile Internet device and services business in Western Europe
  - Significant digital & mobile telecommunications business
  - Device experience
- Complements Lenovo's growing Mobile Internet and Digital Home business
  - Boosts device and services capability
  - Medion's existing relationships and experience with retailers and telcos are great assets





## A Great Partnership with a Bright Future

#### Lenovo has momentum:

- FY2010/11: a fantastic year
- Fastest growing PC company for 6 straight quarters
- Making long term investments in brand building, innovation, and our business model to support growth

- Medion will help us continue to build momentum
- Proven experience in bringing companies together
- Very confident that this acquisition will be a great success



### **Transaction Summary**

#### **Transaction Description**

Lenovo will own a minimum of 55% (a maximum of approx. 80%) of Medion The founder and CEO of Medion, Gerd Brachmann ("GB"), will own 20%\*

#### Kev **Transaction Terms**

- Lenovo signs a conditional SPA to purchase a 40% stake in Medion from GB for €13 / share, with GB retaining a 20% position in Medion
- Lenovo launches a public offer to acquire 15% 40% from public shareholders for €13 / share in cash (public offer conditional on receiving an additional 15% stake from public shareholders in addition to the GB shares acquired)

#### Consideration

- Lenovo is acquiring a 55% 80% stake in Medion for approximately €321MM to €465MM (US\$459MM - US\$666MM)
- €46MM (US\$66MM) of the consideration to GB will be in Lenovo shares, with the remaining consideration to GB and all other shareholders in cash
- The purchase price implies a total value for Medion of approximately €581MM (US\$831MM), which includes net cash of €216MM (US\$308MM) as of March 31, 2011

#### **Timing**

The transaction requires the approval from the German Securities Regulator (BaFin) and the European Commission. Expect public offer to close in August timeframe

(1) \* Denotes percentage voting shares outstanding (i.e., excludes treasury shares) (2) Assumes €1 = US\$1.43



## **Complementary Value Creation**

Creates efficient E2E business model in W. Europe for consumer

## lenovo.

- China & Think Heritage
- Commercial strength in Western Europe
- Back-end capability in
  - Scale
  - Manufacturing capability
  - Lower component pricing

#### Value creation drivers

- E2E platform for consumer growth
- Channel Mgmt.
   expertise in retail
- MIDH/ Connectivity offerings
- EPS accretive immediately after transaction on a pre-synergy basis
- Procurement synergies

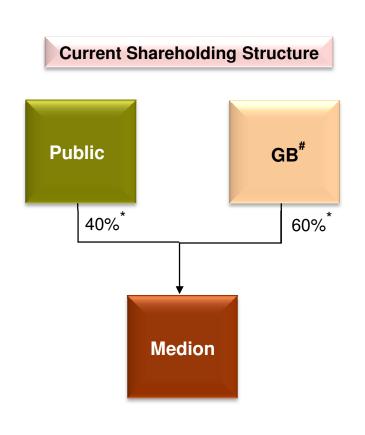
## **MEDION**®

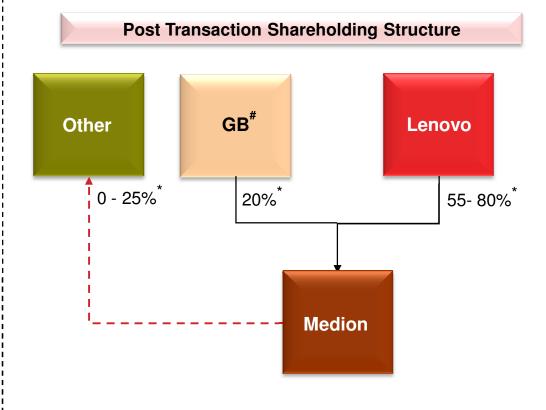
- Largest German consumer PC brand
- Strong expertise in the PC and Connectivity business
- Front-end capability in
  - Marketing/Brand
  - Sales
  - Services



## **Appendices**

## **Proposed Transaction Structure**





\* Denotes percentage voting shares outstanding (i.e., excludes treasury shares).

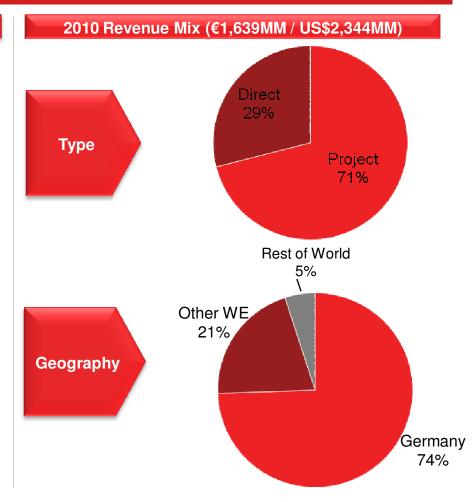
# Denotes the founder and CEO of Medion, Gerd Brachmann



### **Overview of Medion**

#### **Business Overview**

- Publicly listed German provider of
  - PC's and Consumer Electronics
  - Digital Services & Mobile Internet & Mobile Telecommunications
- Headquartered in Essen, Germany, ~1,000 employees
- Extensive presence in major European markets including Germany, UK, France & Switzerland
- Strong and stable management driven by its founder and CEO, Gerd Brachmann





Medion's business is complementary to our Western European business with strength in consumer retail experience and partnership lenovo. FOR

