



## PRESS RELEASE

### CooperCompanies to Acquire Cook® Medical's Reproductive Health Business

Acquisition will enhance CooperSurgical's international fertility footprint and medical device portfolio

**SAN RAMON, Calif., Feb. 07, 2022 (GLOBE NEWSWIRE)** -- CooperCompanies (NYSE: COO) today announced it has signed a binding letter of intent to acquire Cook Medical's Reproductive Health business, a manufacturer of minimally invasive medical devices focused on the fertility, obstetrics and gynecology markets. Cooper will pay approximately \$875 million comprised of \$675 million at closing and \$200 million paid in four \$50 million annual installments.

"This acquisition is an excellent strategic fit for CooperSurgical," said Al White, CooperCompanies President and CEO. "We're improving our international fertility footprint, especially within the Asia-Pacific region, and adding highly synergistic and respected labor and delivery devices to our ObGyn portfolio. These high-quality products will integrate seamlessly into our business and support CooperSurgical's vision of a world with healthy women, babies and families."

Cook Medical's Reproductive Health business had annual revenues of approximately \$158 million in calendar 2021, up roughly 17% year-over-year in constant currency. Excluding one-time charges and deal-related amortization, the transaction is expected to be accretive to non-GAAP earnings per share by approximately \$0.60 in the first year after closing. Completion of the transaction is subject to customary closing conditions, including entry into a definitive acquisition agreement and regulatory approvals, and compliance with local consultation requirements.

Additional details concerning the acquisition are available in a presentation on the Investor Relations section of Cooper's website at <http://investor.coopercos.com> under the presentation titled "Acquisition of Cook® Medical's Reproductive Health Business."

#### Conference Call and Webcast

The Company will host a conference call and live webcast today at 5:00 PM ET to discuss this transaction. The live dial-in number for the call is 1-855-643-4430 (U.S.) / 1-707-294-1332 (International). The participant code for the call is 8244359. A simultaneous webcast of the call will be available through the "Investor Relations" section of the CooperCompanies website at <http://investor.coopercos.com> and a transcript of the call will be archived on this site for a minimum of 12 months. A recording of the call will be available beginning at 8:00 PM ET on February 7, 2022 through February 14, 2022. To hear this recording, dial 1-855-859-2056 (U.S.) / 1-404-537-3406 (International) and enter code 8244359.

#### About CooperCompanies

CooperCompanies ("Cooper") is a global medical device company publicly traded on the NYSE (NYSE: COO). Cooper operates through two business units, CooperVision and CooperSurgical. CooperVision brings a refreshing perspective on vision care with a commitment to developing a wide range of high-quality products for contact lens wearers and providing focused practitioner support. CooperSurgical is committed to advancing the

health of women, babies and families with its diversified portfolio of products and services focusing on medical devices and fertility & genomics. Headquartered in San Ramon, CA, Cooper has a workforce of more than 12,000 with products sold in over 100 countries. For more information, please visit [www.coopercos.com](http://www.coopercos.com).

### **About Cook Medical**

Since 1963, Cook Medical has worked closely with physicians to develop technologies that eliminate the need for open surgery. Today we invent, manufacture and deliver a unique portfolio of medical devices to the healthcare systems of the world. Serving patients is a privilege, and we demand the highest standards of quality, ethics and service. We have remained family owned so that we have the freedom to focus on what we care about: patients, our employees and our communities. For more information, visit [www.cookmedical.com](http://www.cookmedical.com).

### **Non-GAAP Financial Measures**

Certain financial measures included in this press release are non-GAAP measures that we believe are helpful in understanding our results, for example non-GAAP earnings per share. The non-GAAP measures exclude costs which we generally would not have otherwise incurred in the periods presented as a part of our continuing operations. Our non-GAAP financial results are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. The reasons that we use these non-GAAP measures, a reconciliation of these measures to the most directly comparable GAAP measures, and other information relating to these measures are available in our Securities and Exchange Commission filings, including under the "Reconciliation of GAAP Results to Non-GAAP Results" section in our earnings releases and under the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section in our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, copies of which are available on the Company's website: [www.coopercos.com](http://www.coopercos.com).

Non-GAAP diluted earnings per share guidance excludes amortization and impairment of intangible assets, and other exceptional or unusual income or gains and charges or expenses including acquisition, integration and manufacturing related costs which we may incur as part of our continuing operations.

With respect to the Company's guidance expectations, the Company has not reconciled non-GAAP diluted earnings per share guidance to GAAP diluted earnings per share due to the inherent difficulty in forecasting acquisition-related, integration and restructuring charges and expenses, which are reconciling items between the non-GAAP and GAAP measure. Due to the unknown effect, timing and potential significance of such charges and expenses that impact GAAP diluted earnings per share, the Company is not able to provide such guidance.

### **Forward Looking Statements**

This press release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Statements relating to guidance, plans, prospects, goals, strategies, future actions, events or performance and other statements of which are other than statements of historical fact, including statements regarding the acquisition of Cook Medical's Reproductive Health business including financial position, market position, product development and business strategy, expected cost synergies, expected timing and benefits of the transaction, difficulties in integrating entities or operations, as well as estimates of our and Cook Medical's Reproductive Health business future expenses, sales and diluted earnings per share are forward looking. In addition, all statements regarding anticipated growth in our net sales and anticipated market conditions, planned product launches and expected results of operations are forward-looking. To identify these statements, look for words like "believes," "outlook," "probable," "expects," "may," "will," "should," "could," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases, including the negative thereof. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties.

Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause our actual results to differ materially from the expectations expressed in the forward-looking statements.

These factors include, without limitation, the following: failure to obtain required regulatory approval in a timely manner or otherwise; failure to satisfy any closing conditions to the proposed acquisition of Cook Medical's Reproductive Health business; risks associated with tax liabilities or changes in U.S. federal tax laws or interpretations to which the proposed transaction with Cook Medical's Reproductive Health business or parties thereto are subject; risks related to pre-acquisition non-compliance by Cook Medical's Reproductive Health business with applicable regulatory or works council consultation requirements; failure to successfully integrate any new business; failure to realize anticipated benefits of any combined operations; unanticipated costs of acquiring or integrating Cook Medical's Reproductive Health business; potential impact of announcement or consummation of the proposed acquisition on relationships with third parties, including employees, customers, partners and competitors; inability to retain key personnel; changes in legislation or government regulations affecting the acquisition or the parties; and economic, social or political conditions that could adversely affect the acquisition of the parties. More details about these and a number of other important risk factors that could cause our actual results and future actions to differ materially from those described in forward-looking statements can be found in our Securities and Exchange Commission filings, including under the "Business", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections in our most recent Annual Report on Form 10-K, as such sections may be updated in our quarterly filings, copies of which are available on the Company's website: [www.cooperco.com](http://www.cooperco.com). We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

Contact:

Kim Duncan

Vice President, Investor Relations and Risk Management

925-460-3663

[ir@cooperco.com](mailto:ir@cooperco.com)