



BORSA ITALIANA - STAR segment

PRESS RELEASE

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS COMMUNICATION IS NOT PERMITTED IN ANY COUNTRY WHERE SUCH COMMUNICATION WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

MANDATORY TENDER OFFER FOR THE ORDINARY SHARES OF PRIMA INDUSTRIE S.P.A. BY FEMTO TECHNOLOGIES S.P.A.

PRESS RELEASE

FINAL RESULTS OF THE OFFER

97.2% OF THE SHARE CAPITAL OF PRIMA INDUSTRIE HAS BEEN REACHED

TERMS FOR THE EXERCISE OF THE JOINT PROCEDURE CONCERNING THE PURCHASE OBLIGATION (SELL-OUT) AND THE PURCHASE RIGHT (SQUEEZE- OUT)

DELISTING OF PRIMA INDUSTRIE SHARES STARTING FROM TUESDAY MARCH 7, 2023

Collegno (TO), 27 February 2023 - With reference to the mandatory totalitarian public tender offer pursuant to Articles 102, 106, paragraph 1, and 109 of the CFA (the "**Offer**") launched by Femto Technologies S.p.A. (the "**Offeror**") for all of the ordinary shares (the "**Shares**") of Prima Industrie S.p.A. ("**Prima Industrie**" or the "**Issuer**"), the Offeror announces the following in accordance with Article 41, paragraph 6, of the Regulation adopted by CONSOB resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document approved by CONSOB with resolution no. 22569 of January 25, 2023 (the "**Offer Document**").

The Offer was launched on a maximum of no. 4,118,426 of the Issuer's ordinary Shares, representing 39.3% of the Issuer's share capital. The Acceptance Period closed on February 22, 2023 at 5:30 p.m. (Italian time).

Final results

Based on the final results communicated by Intesa Sanpaolo - Divisione IMI Corporate & Investment Banking and Banca Akros S.p.A. as Intermediaries in Charge of Coordinating the Collection of Acceptances, at the end of the Acceptance Period, no. 3,821,093 Shares were tendered to the Offer, representing about

36.4% of the Issuer's share capital, for a total value (calculated on the basis of the Consideration per Share, *i.e.* Euro 25.00 per each Share tendered to the Offer) of Euro 95,527,325.00 (the "**Final Results**").

For the sake of completeness, it should be noted that, based on the Final Results communicated to the Offeror, the total number of Shares tendered during the Acceptance Period is no. 2 (two) Shares lower than the provisional results already announced on February 22, 2023.

From the date of publication of the Offer Document (*i.e.* January 27, 2023) and until the date hereof, neither the Offeror nor the Persons Acting in Concert acquired Shares on the market.

Based on the Final Results, considering the initial shareholding held by the Offeror and including the Treasury Shares, the Offeror as a result of the Offer will hold a total of no. 10,185,941 Shares, representing 97.2% of the Issuer's share capital.

The Final Results confirm the achievement by the Offeror of an overall stake greater than 95% of the Issuer's share capital. Therefore, on the date hereof, it is confirmed that the conditions required for the fulfilment, by the Offeror, of the Purchase Right and the fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 1, of CFA, are met.

Consideration and Payment Date

On the Payment Date, *i.e.* March 1st, 2023, the Offeror will pay to each shareholder adhering to the Offer a consideration in cash, equal to Euro 25.00 (the "**Consideration**") for each Share tendered to the Offer, in return for the simultaneous transfer of ownership of such Shares to the Offeror, for a total disbursement, calculated on the basis of the Consideration, equal to Euro 95,527,325.00.

The Consideration will be paid in cash. The Consideration will be paid by the Offeror to the account indicated by the Intermediary in Charge of Coordinating the Collection of Acceptances and transferred by the latter to the Appointed Intermediaries that will transfer the funds to the Depository Intermediaries for crediting to the accounts of their respective customers, in accordance with the instructions provided by the Adhering Shareholders in the Acceptance Form.

The Offeror's obligation to pay the Consideration under the Offer shall be deemed to have been fulfilled when the relative amounts has been transferred to the Appointed Intermediaries. The Adhering Shareholders will bear the entire risk that the Appointed Intermediaries or the Depository Intermediaries fail to transfer such amounts to the parties entitled thereto or delay such transfer.

Terms for the exercise of the purchase right and the Purchase Right and the fulfilment of the Purchase Obligation pursuant to art. 108, paragraph 1, of CFA

As anticipated above, the Offeror, as result of the Offer, will come to hold an overall stake greater than 95% of the Issuers' share capital. Since the Offeror (and the Persons Acting in Concert) reach a stake amounting to at least 95% of the Issuer's share capital, the Offeror hereby declares that: (i) the Reopening of the Terms will not take place (pursuant to and for the purposes of Article 40-*bis*, paragraph 3, letter b), of the Issuers' Regulations), and (ii) the legal requirements for the exercise of the Purchase Right and for the fulfilment of the Purchase Obligation under Article 108, paragraph 1, of the CFA are met with reference to all the no. 297,333 remaining Shares (the "**Remaining Shares**") outstanding on the Payment Date.

In light of the Final Results of the Offer, as declared in the Offer Document, the Offeror will exercise the Purchase Right (pursuant to Article 111 of the CFA) and will concurrently fulfill the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA by carrying out a single procedure (the "**Joint Procedure**") regarding all the Remaining Shares.

Pursuant to Article 108, paragraph 3, of the CFA, as recalled by Article 111 of the CFA, the Purchase Right will be exercised by the Offeror by means of paying a consideration for each Remaining Share equal to the Consideration per Share (*i.e.* Euro 25.00 per Remaining Share). Given the Remaining Shares, the overall consideration of the Joint Procedure is equal to Euro 7,433,225.00 (the “**Overall Consideration**”).

In order to carry out the Joint Procedure, an amount equal to the Overall Consideration, committed to the payment of the consideration of the Joint Procedure, will be deposited by the Offeror on a bank account opened with the Intesa Sanpaolo S.p.A. and the Joint Procedure will become effective on March 7, 2023, when the Offeror confirms to the Issuer that said deposit has been made and that the amounts for the payment of the Overall Consideration are available.

It should be noted that the Purchase Right will be exercised on all the Remaining Shares and, as such – regardless of any payment request relating to the Overall Consideration above – the transfer to the Offeror of the ownership of the Remaining Shares will be effective from the moment notice of the deposit of the Consideration per Share is given to the Issuer, which will make the related entries in the shareholders’ register (pursuant to Article 111, paragraph 3, of the CFA).

Holders of Remaining Shares may obtain payment of the consideration of the Joint Procedure directly from their respective Depository Intermediaries. The obligation to pay the consideration of the Joint Procedure shall be deemed to be fulfilled when the relevant amounts are transferred to the Depository Intermediaries from which the Remaining Shares subject to the Joint Procedure originate. The risk that the Depository Intermediaries do not transfer the sums to the entitled parties or delay the transfer remains solely with the shareholders.

Pursuant to Article 2949 of the Italian Civil Code, following the five-year limitation period from the date on which the Overall Consideration is deposited, the right of the holders of the Remaining Shares to obtain payment of the Consideration of the Joint Procedure will be time barred and the Offeror shall be entitled to claw back the amounts deposited and not collected, without prejudice to the provisions of Articles 2941 *et seq.* of the Italian Civil Code.

Delisting of Prima Industrie’s Shares

It should also be noted that, following the Joint Procedure, Borsa Italiana, pursuant to Article 2.5.1, paragraph 6, of the Borsa Italiana Regulation, will arrange for the Issuer’s shares to be suspended from listing on the Euronext STAR Milan during Friday March 3rd and Monday March 6th, 2023 sessions and withdrawn from listing starting from Tuesday March 7, 2023 session.

This notice does not represent, nor does it intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Prima Industrie S.p.A. will be made in any country in breach of the regulations applicable therein. The Offer will be launched through the publication of the relevant Offer Document subject to the approval of CONSOB. The Offer Document will contain the full description of the terms and conditions of the said Offer, including the manner in which it can be accepted.

The publication or dissemination of this notice in countries other than Italy may be subject to restrictions under the applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently acquire information about any restrictions under applicable laws and regulations and ensure that he, she or it complies with them. Any failure to comply with such restrictions may constitute a violation of the relevant country’s applicable law. To the maximum extent permitted

under the applicable law, the persons involved in the Offer shall be deemed to be exempted from any liability or adverse effect that might arise from the breach of such restrictions by the relevant persons. This notice has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed if the notice had been prepared under the law of countries other than Italy.

No copy of this notice or of any other documents relating to the Offer shall be, nor may be, sent by post or otherwise forwarded or distributed in any or from any country in which the provisions of local laws and regulations might give rise to civil, criminal or regulatory risks to the extent that information concerning the Offer is transmitted or made available to shareholders of Prima Industrie S.p.A. in such country or other countries where such conduct would constitute a violation of the laws of such country and any person receiving such documents (including as custodian, trustee or trustee) is required not to post or otherwise transmit or distribute them to or from any such country.

PRIMA INDUSTRIE heads a Group leader worldwide in developing, manufacturing and marketing of laser systems for industrial applications, sheet metal processing machinery as well as industrial electronics, laser sources and solution for additive manufacturing.

The parent company Prima Industrie S.p.A. is listed on the Italian Stock Exchange since 1999 (MTA- STAR segment). With over 40 years of experience, the Group has an installed base of about 14,000 machines in more than 80 countries and is positioned among the main worldwide manufacturers within its own reference market.

The Group has about 1,700 employees, manufacturing sites in **Italy**, **Finland**, **USA** and **China** and a direct commercial and after-sale presence worldwide.

Prima Industrie Group is structured on four *Business Units*:

Prima Power - development, production and marketing of laser and sheet metal processing (2D and 3D laser machines, laser drilling systems, punching and combined systems, bending and paneling systems);

Prima Electro - development, production and marketing of embedded electronics for industrial applications;

Convergent Photonics - development and production of diodes and laser sources, both industrial and medical;

Prima Additive - development, production and marketing of additive manufacturing solutions with Powder Bed Fusion and Laser Metal Deposition technologies.

For further information:

PRIMA INDUSTRIE S.p.A. Chiara Roncolini Investor Relator tel. 011 4103204 ir@primaindustrie.com	STUDIO MAILANDER Carlo Dotta Ufficio Stampa tel. 011 5527311 mob. 333 2306748 c.dotta@mailander.it
---	---