



BORSA ITALIANA - STAR segment

PRESS RELEASE

(issued pursuant to Article 114 of Legislative Decree 58/1998 and to Article 17 of the EU Regulation no. 596/2014 (s.c. "Market Abuse Regulation") on behalf of Femto Technologies S.p.A.)

Femto Technologies S.p.A., a company whose share capital is indirectly owned by Alpha Private Equity and Peninsula funds, on 17 August 2022 entered into separate sale and purchase agreements aimed at acquiring an overall shareholding equal to 50.1% of the voting rights of Prima Industrie S.p.A. ("Prima Industrie" or the "Company" or the "Issuer")

Certain sellers will indirectly reinvest in the Company and continue to be minority shareholders

Following the closing, a mandatory totalitarian tender offer will be launched on the Company's shares at a price of Euro 25 per share

18 August 2022 – It is announced that on 17 August 2022 Femto Technologies S.p.A. (the "**Purchaser**"), whose share capital is held, indirectly and on a 50/50 basis, by Alpha Private Equity and Peninsula funds, has entered into separate sale and purchase agreements (the "**Sale and Purchase Agreements**") with, respectively, Erste International S.A., Gianfranco Carbonato, Franca Gagliardi, Domenico Peiretti, Davide Peiretti, dP-Cube S.r.l, Joseph Lee Sou Leung, J and Lem Limited and World Leader Limited (collectively, the "**Sellers**"), in order to acquire an equity interest representing in the aggregate 50.1% of the voting rights of Prima Industrie¹ (the "**Sales and Purchases**").

Alpha Private Equity and Peninsula hold, indirectly, 100% of the capital of the Purchaser through the following chain of holdings: the Alpha Private Equity Fund 7 (SCA) Sicar, through the vehicle Master 7 S.à r.l., and Peninsula Investments S.C.A, through the vehicle P18 S.à r.l. each holds 50% of the capital of Atto S.à r.l. ("**TopCo**"), which in turn holds 100% of the capital of Femto S.à r.l. ("**HoldCo**"); HoldCo in turn holds 100% of Pico S.p.A. ("**MidCo**"), which in turn holds 100% of the capital of the Purchaser.

More in details, the separate Sale and Purchase Agreements provide that the Purchaser shall purchase, at a price of Euro 25 per share, a total of no. 5,167,861 ordinary shares of the Company, for a total consideration of approximately Euro 129,196,525.

In particular, the shares subject to the Sales and Purchases will be transferred from the respective Sellers to the Purchaser as follows: **(i)** no. 3,050,181 Prima Industrie shares from Erste International S.A.; **(ii)** no. 380,000 Prima Industrie shares from Gianfranco Carbonato; **(iii)** no. 40,000 Prima Industrie shares from Franca Gagliardi; **(iv)** no. 20,000 Prima Industrie shares from Davide Peiretti; **(v)** no. 250,000 Prima Industrie shares from dP-Cube S.r.l.; **(vi)** no. 662,315 Prima Industrie shares from Joseph Lee Sou Leung; **(vii)** no. 115,444 Prima Industrie shares from J AND LEM Limited; and **(viii)** no. 649,921 Prima Industrie shares from World Leader Limited.

¹ This percentage takes into account the no. 170,447 treasury shares (equal to 1.63% of the share capital) held by the Issuer.

The completion of the Sales and Purchases (the "**Closing**") is subject to, *inter alia*, (i) the obtainment, by 31 December 2022 at the latest, of the necessary antitrust and foreign direct investment authorisations by the competent authorities, (ii) the acquisition of an overall shareholding by the Purchaser equal to at least 50% +1 of the voting rights of the Issuer², (iii) the circumstance that the banks that have undertaken to finance the transaction have not exercised their right not to disburse the funds under the debt commitment letters (or the relevant financing agreements) on the basis of the so-called "material adverse effect clause" set forth therein; and (iv) the obtainment of the approval of the shareholders' meeting of Leeport (Holdings) Limited, the listed parent company of World Leader Limited, for the sale by the latter of its shareholding in the Company (collectively, the "**Conditions Precedent**").

It is expected that the Conditions Precedent may occur by November 2022 and the Closing of the Sales and Purchases may take place in the following weeks.

Following the Closing, pursuant to Article 106, para. 1, of Legislative Decree No. 58 of February 24, 1998, (the "**CFA**"), the Purchaser shall launch a mandatory totalitarian tender offer on all the Issuer's outstanding shares at a price of Euro 25 per share (corresponding to the price per share provided for in the Sale and Purchase Agreements).

The overall transaction and the MTO are aimed at the delisting of Prima Industrie's shares from Euronext Star Milan, segment of Euronext Milan, organized and managed by Borsa Italiana S.p.A..

It should also be noted that, pursuant to the respective Sale and Purchase Agreements, it is expected that some of the Sellers (in the persons of World Leader Limited, dP-Cube S.r.l. and Gianfranco Carbonato (jointly, the "**Reinvestors**")) will reinvest indirectly in the Company (through HoldCo) by using a portion of the proceeds of the Sale and Purchase; upon the outcome of the reinvestment, the Reinvestors will hold, indirectly, a maximum shareholding representing, in the aggregate, 6.4% of the Company's share capital (assuming that, upon completion of the MTO, the Purchaser comes to hold 100% of the Issuer).

In the broader context of the transaction, it is provided, among other things, that at Closing (i) Master 7 S.à r.l. and PI8 S.à r.l. (companies indirectly controlled, as above mentioned, respectively, by Alpha Private Equity and Peninsula) shall enter into a shareholders' agreement between them aimed at regulating, in accordance with the market practice typical of joint venture corporate structures, the corporate governance of the companies part of the chain of control described above and of the Prima Industrie Group as well as the transfer of the relevant interests in TopCo, and (ii) TopCo and the Reinvestors enter into a shareholders' agreement aimed at regulating, in accordance with market practice, certain governance rights of the Reinvestors as well as the transfer of the relevant interests in HoldCo.

As part of the relevant agreements entered into with the Reinvestors, it is also envisaged that participation in the Issuer's share capital by Prima Industrie Group management will be fostered through the approval of a shareholding plan and that, after Closing, Mr. Gianfranco Carbonato and Mr. Domenico Peiretti continue to hold, respectively, the office of chairman and vice-chairman of the board of directors of the Company.

Finally, it is noted that, on 17 August 2022, Master 7 S.à r.l. and PI8 S.à r.l. entered into an investment agreement regulating, among other things, the capitalization commitments of the corporate vehicles included between TopCo and the Purchaser for the transaction and the related governance until the Closing, as well as certain commitments of such parties in relation to the subsequent MTO.

Alpha and Peninsula announce the execution of agreements for the acquisition of the majority of the voting rights of Prima Industrie Group, the global leading player in the design and manufacturing of laser systems and sheet metal processing machines.

Alpha and Peninsula share a common and enthusiastic view of Prima Industrie Group, which relates to its globally recognized superior technological and engineering know-how, developed since the Company's foundation in 1977, strengthened through significant R&D investments constantly translating in innovative products.

² It should be noted that this Condition Precedent is not provided by the Sale and Purchase Agreement with Erste International S.A..

Prima Industrie has to face new challenges in the years ahead, first of all the ongoing industry consolidation.

Alpha and Peninsula think that taking the Company private will give more flexibility in facing and managing those challenges. Leveraging on their global experience, they are ready to support the Group and its Management to foster and accelerate its growth trajectory, further pursuing the international expansion and continuing to leverage and nurture its technological leadership.

The disclosure requirements pursuant to Article 122 of the CFA regarding the shareholders' agreements contained in the respective Sale and Purchase Agreements, and the other agreements entered into on 17 August 2022, will be fulfilled within the terms and in compliance with applicable laws.

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.

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