



BORSA ITALIANA - STAR segment

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

PRESS RELEASE

pursuant to Article 102, paragraph 3, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the "Consolidated Financial Act" or "CFA"), and Article 37-ter, paragraph 3, of the Regulation issued by CONSOB with Resolution no.11971 of 14 May 1999, as subsequently amended and supplemented ("Issuers' Regulation").

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OFFER DOCUMENT FILED WITH CONSOB

Collegno (TO), 27 December 2022 – Pursuant to Article 102, paragraph 3, of CFA and Article 37-ter, paragraph 3, of the Issuers' Regulation, Femto Technologies S.p.A. (the "Offeror" or "Bidco"), a company whose capital is held, indirectly, by Alpha Private Equity Fund 7 (SCA) SICAR e Peninsula Investments SCA, hereby announces that on the date hereof it has filed with the *Commissione Nazionale per le Società e la Borsa* ("CONSOB") the offer document (the "Offer Document"), intended for publication, related to the mandatory tender offer under Articles 102 and 106, paragraph 1, of the CFA (the "Offer"), launched by Bidco on the ordinary shares of Prima Industrie S.p.A. ("Prima Industrie", the "Issuer" or the "Company"), a company with shares listed on the Euronext Milan, STAR segment, organized and managed by Borsa Italiana S.p.A.

The Offer is launched for all of the shares of the Issuer (the "Shares") – less (i) the no. 6,194,401 Shares (representing 59.1% of the Issuer's share capital), already owned by the Offeror, and (ii) the no. 170,447 treasury shares held by the Issuer – equal to a maximum of no. 4,118,426 Shares and representative of 39.3% of the capital shares of the Company (hereinafter, the "Shares Subject to the Offer").

The number of Shares Subject to the Offer might be reduced if the Offeror and/or the persons acting in concert purchase, directly and/or indirectly, Shares outside the Offer.

The Offeror will pay a consideration amounting to Euro 25.00 (twenty five point zero zero) for each Share tendered in response to the Offer (the "Price").

In the event of full acceptance of the Offer the maximum disbursement of the Offer, calculated with respect to the Price equal to Euro 25.00 (twenty five point zero zero) per Share, is equal to Euro 102,960,650.

The Offer is launched in Italy, as the Shares are listed on Euronext Milan, STAR segment, organized and managed by Borsa Italiana, is addressed, indiscriminately and on equal terms, to all the shareholders of the Issuer and, except as indicated below, is subject to the disclosure requirements and procedural obligations provided for by Italian law.

The Offer Document will be published upon conclusion of CONSOB's review carried out pursuant to Article 102, paragraph 4, of the CFA.

Pending publication of the Offer Document, unless otherwise specifically stated, please refer to the Offeror's notice issued pursuant to Article 102, paragraph 1, of the CFA, and Article 37 of the Issuers' Regulation and published on the Issuer's website at www.primaindustrie.com/it, which indicates the legal basis, terms and key elements of the Offer.

The text of this communication is available also on the website of the Issuer www.primaindustrie.com/it.

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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:

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