



BORSA ITALIANA - STAR segment

PRESS RELEASE

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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 38, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented ("Issuers' Regulation").

PUBLICATION OF THE OFFER DOCUMENT

Collegno (TO), 27 January 2023 – Femto Technologies S.p.A. (the "**Offeror**"), a company whose capital is held, indirectly, by Alpha Private Equity Fund 7 (SCA) SICAR e Peninsula Investments SCA, pursuant to Article 38, paragraph 2, of the Issuers' Regulation, announces that, on the date hereof, it has published the offer document (the "**Offer Document**") approved by CONSOB with resolution no. 22569 of January 25, 2023, related to the mandatory totalitarian public tender offer pursuant to Articles 102, 106, paragraph 1, and 109 of the CFA (the "**Offer**") launched by the Offeror on no. 4,118,426 ordinary shares (the "**Shares**") of Prima Industrie S.p.A. ("**Prima Industrie**", the "**Issuer**" or the "**Company**"), a company with shares listed on the Euronext STAR Milan, representing 39.3% of the capital shares of the Company.

The Offer Document has been made available to the public for consultation at:

- (i) Femto Technologies' registered office, in Milano, Via Alessandro Manzoni no. 38;
- (ii) Prima Industrie's registered office, in Collegno (TO), Via Torino-Pianezza no. 26;
- (iii) the registered offices of the Intermediaries Appointed to Coordinate the Collection of Acceptances, *i.e.* Banca Akros S.p.A.'s registered office, in Milan, Viale Eginardo no. 29 and Intesa Sanpaolo – Divisione IMI Corporate & Investment Banking's registered office, in Milan, Largo Mattioli no. 3, and at the registered offices of the Appointed Intermediaries;
- (iv) Issuer's website www.primaindustrie.com/it;
- (v) Offeror's website dedicated to the Offer www.opa-primaindustrie.it.

The Offer Document is also made available to the public on the website of the Global Information Agent (www.morrowsodali-transactions.com).

The Offer Document includes the Board of Director's press release drafted pursuant to article 103, paragraph 3, of the CFA and article 39 of the Issuer's Regulation together with its annexes (the Company's independent directors' opinion drafted pursuant to article 39-*bis* of the Issuers' Regulation and the opinion released by the independent expert).

Pursuant to Article 40, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**"), the acceptance period to the Offer (the "**Acceptance Period**"), agreed with Borsa Italiana, will start at 8:30 (Italian time) on January 30, 2023 and will end at 17:30 (Italian time) on February 22, 2023 (first and last day included), and will therefore consist of 18 (eighteen) trading days (unless extended). Thus, February 22, 2023 will be the last day to adhere to the Offer, unless the Acceptance Period is extended, and without prejudice to the possible Reopening of the Terms (as defined below).

On the 5th (fifth) trading day following the end of the Acceptance Period, *i.e.* on March 1st, 2023 – unless extended – (the "**Payment Date**"), the Offeror will pay to each adhering shareholder a consideration amounting to Euro 25.00, fully paid in cash, for each share tendered to the Offer (the "**Price**").

If conditions are met, pursuant to Article 40-*bis*, paragraph 1, letter b), no. 1 and 2, of the Issuers' Regulation, the Acceptance Period will be reopened for n. 5 (five) consecutive trading days (the "**Reopening of the Terms**") starting from the trading day following the Payment Date and, therefore (unless the Acceptance Period is extended) for the trading sessions of March 2, 3, 6, 7 and 8, 2023 from 8:30 (Italian time) on March 2nd, 2023 to 17:30 (Italian time) on March 8, 2023. The payment date related to the shares tendered in the Offer during the Reopening of the Terms, if applicable, will be on March 15, 2023 (unless extended).

For additional information on the terms and conditions of the Offer please refer to the Offer Document.

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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