



## LUMENPULSE ACQUIRES FLUXWERX ILLUMINATION

**Montreal, Quebec - (March 10, 2016)** – Lumenpulse Inc. (TSX: LMP) (“Lumenpulse”), a leading manufacturer of high performance, specification-grade LED lighting solutions, announced today that it has acquired Fluxwerx Illumination Inc. (“Fluxwerx”), a privately owned, fast growing, pure-play specification-grade LED lighting solutions provider based in British Columbia, Canada, for a total initial consideration of \$60 million.

Fluxwerx is a manufacturer of innovative, high-performance, LED luminaires for the general lighting of commercial and institutional spaces, such as office, education and healthcare. Founded in 2011, Fluxwerx has quickly established itself at the forefront of LED lighting solution providers, with a distinctive product offering and innovative proprietary anidolic optics technology.

For fiscal year ended December 31, 2015, total revenue was \$25.2 million compared to \$9.6 million for the prior year. The company's trailing-twelve-month total revenue for the period ended February 29, 2016 was approximately \$27.8 million with a reported EBITDA of approximately \$5.4 million. Annualizing the Company's most recent 3-month performance prior to close, revenues were approximately \$34 million. Going forward, it is expected that the EBITDA margin contribution of Fluxwerx will reflect incremental investments in the business to support its integration and growth. Management expects this transaction to be accretive on an earnings-per-share basis in the upcoming fiscal year beginning May 1<sup>st</sup> 2016.

“The merging of our organizations represents a major milestone that we believe will be transformational for the Lumenpulse Group, creating one of the most exciting and innovative companies in the LED lighting industry,” said François-Xavier Souvay, President and CEO of Lumenpulse.

“Fluxwerx has achieved impressive growth and market adoption by combining minimalist product design with an innovative, proprietary anidolic optical technology. In fact, they will be launching 3 new product lines late March. We see a great opportunity for cross-technology synergies that will provide a remarkable value proposition for our clients. We will also benefit from Fluxwerx's experienced management team, which shares our vision of becoming a world leader in the LED lighting market,” concluded Mr. Souvay.

“We have the utmost respect for what Lumenpulse has achieved over past few years. The company, through a combination of innovative technologies, its extensive product portfolio and strategic acquisitions has become a clear market leader and we are looking forward to joining forces as shareholders of Lumenpulse and active members of the executive team,” said Tim Berman, President of Fluxwerx.

The initial consideration paid by Lumenpulse consists of an upfront cash payment of \$36 million, the issuance of Lumenpulse shares for an aggregate amount of \$20 million (based on a price of \$15.78 per share) and a cash holdback of \$4 million to be paid approximately one year after closing. The upfront cash payment was financed with available liquidities.

The transaction is subject to post-closing adjustments and to an earn-out payment of up to \$25 million, payable in cash or shares at the option of Lumenpulse, based on a linear formula which combines revenue and Adjusted EBITDA targets for Fiscal 2017. The revenue component of the earn-out payment, is based on a range between \$43.8 million and \$55 million, subject to the achievement of a minimum Adjusted EBITDA.

The Lumenpulse shares issued to Fluxwerx's management team at closing will be subject to contractual lock-up restrictions as to 100% of such shares for the first year following closing and as to 50% for the second year.

### **Non-IFRS Measures**

This press release makes reference to EBITDA, a non-IFRS measure. EBITDA is not a recognized measure under IFRS, does not have a standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other companies. This measure is provided to illustrate the potential impact of the acquisition on the operating performance of Lumenpulse. EBITDA is defined as earnings before interest and other financing costs, income taxes, depreciation and amortization. The Adjusted EBITDA for the purpose of the earn-out calculation means earnings before interest, taxes, depreciation and amortization, calculated in accordance with the principles set forth in the Share Purchase Agreement.

### **Forward-Looking Information**

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking information includes, but is not limited to, information with respect to our objectives and the strategies to achieve these objectives, as well as information with respect to our beliefs, plans, expectations, anticipations, estimates and intentions. This forward-looking information is identified by the use of terms and phrases such as "may", "would", "should", "could", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "believe", or "continue", the negative of these terms and similar terminology, including references to assumptions, although not all forward-looking information contains these terms and phrases. Without limiting the generality of the foregoing, statements with respect to potential benefits and synergies resulting from the transaction and to future accretion to earnings per share constitute forward-looking information. Forward-looking information is based upon a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, the failure to achieve the anticipated benefits and synergies from the transaction or to meet management's expectations as to future accretion to earnings per share and the risk factors identified in the Company's annual information form filed with the Canadian securities regulatory authorities, which is available on the SEDAR website at [www.sedar.com](http://www.sedar.com). There can be no assurance that such information will prove to be accurate, and readers are cautioned not to place undue reliance on this forward-looking information. Forward-Looking information is provided for the purposes of assisting the reader in understanding the Company's financial performance, financial position, cash flows, its business, operations, prospects and risks at a point in time, and to present information about management's current expectations and plans relating to the future and therefore the reader is cautioned that such information may not be appropriate for other purposes.

**About Lumenpulse Inc.**

Founded in 2006, Lumenpulse designs, develops, manufactures and sells a wide range of high performance and sustainable specification-grade LED lighting solutions for commercial, institutional and urban environments. Lumenpulse is a leading pure-play specification-grade LED lighting solutions provider and has earned many awards and recognitions, including several Product Innovation Awards (PIA), three Next Generation Luminaires Design Awards, a Red Dot Product Design Award and a Lightfair Innovation Award. Including Fluxwerx's 70 employees, Lumenpulse now has 584 employees worldwide, with corporate headquarters in Montreal, Canada, and offices in Vancouver, Québec City, Boston, Paris, Florence, London and Manchester. Lumenpulse is listed on the Toronto Stock Exchange under the symbol LMP.

Additional information about Lumenpulse, including its 2015 Annual Information Form, is available at [www.lumenpulse.com](http://www.lumenpulse.com) and on the SEDAR website at [www.sedar.com](http://www.sedar.com).

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