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# Camtek Announces Pricing of Upsized Private Offering of \$425 Million of 0.00% Convertible Senior Notes due 2030

MIGDAL HAEMEK, Israel- September 12, 2025 - Camtek Ltd. (Nasdaq: CAMT; TASE: CAMT)

announced today the pricing of \$425 million aggregate principal amount of 0.00% Convertible Senior Notes due 2030 (the "Notes") in a private offering (the "Offering") to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The offering was upsized from the previously announced \$400 million aggregate principal amount of Notes. Camtek has granted to the initial purchasers of the Notes an option to purchase, for settlement within a 13-day period beginning on, and including, the date on which the Notes are first issued, up to an additional \$75 million aggregate principal amount of the Notes. The Offering is expected to close on September 16, 2025, subject to customary closing conditions.

The Notes will mature on September 15, 2030, unless earlier repurchased, redeemed or converted in accordance with their terms prior to such date. The Notes will not bear regular

interest, and the principal amount of the Notes will not accrete.

The Notes will be convertible based on an initial conversion rate of 9.1455 ordinary shares of Camtek per \$1,000 principal amount of the Notes (equivalent to an initial conversion price of approximately \$109.34 per share, which represents a conversion premium of approximately 30.0% to the last reported sale price of Camtek's ordinary shares on The Nasdaq Global Market on September 11, 2025). Prior to the close of business on the business day immediately preceding June 15, 2030, the Notes will be convertible at the option of holders of the Notes only upon the satisfaction of specified conditions and during certain periods. On or after June 15, 2030, until the close of business on the second scheduled trading day preceding the maturity date, the Notes will be convertible at the option of holders of Notes at any time regardless of these conditions. Conversions of the Notes will be settled in cash, ordinary shares of Camtek or a combination thereof, at Camtek's election (together with cash in lieu of any fractional ordinary share, if applicable).

## Camtek may redeem for cash:

- (1) all of the Notes at any time on or prior to the 40th scheduled trading day immediately preceding the maturity date if certain tax-related events occur
- (2) all or any portion (subject to certain limitations) of the Notes, at any time, and from time to time, on or after September 20, 2028, and on or before the 40th scheduled trading day immediately before the maturity date, at its option at any time and from time to time, if the last reported sale price per share of Camtek's ordinary shares has been at least 130% of the conversion price for a specified period of time and certain other conditions are satisfied.

For any Notes we redeem, we will pay a redemption price equal to the principal amount of the Notes redeemed (plus accrued and unpaid special interest, if any is payable at the time).

If certain corporate events constituting a "fundamental change" occur, then, subject to a limited exception, holders of the Notes will be able to require Camtek to purchase all or part of their Notes for cash.

The purchase price will be equal to 100% of the principal amount of the Notes to be purchased, plus any accrued and unpaid special interest, if any, up to (but not including) the relevant purchase date. In connection with certain corporate events occurring before the maturity date of the Notes or after Camtek has given a redemption notice, Camtek, under certain circumstances, will temporarily increase the conversion rate for holders of Notes who choose to convert their Notes in connection with such corporate event or redemption notice, as applicable.

At issuance, the Notes will be Camtek's senior unsecured obligations and will rank senior in right of payment to any of Camtek's unsecured indebtedness that is expressly subordinated in right of payment to the Notes; equal in right of payment to all of Camtek's unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of Camtek's secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of Camtek's subsidiaries.

Camtek intends to use the net proceeds from the offering to purchase approximately \$167.1 million aggregate principal amount of its 0% Convertible Senior Notes due 2026 (the "2026 Notes") for an aggregate amount of approximately \$267.0 million in cash, in separate, privately negotiated transactions with each of the holders of the 2026 Notes, which were entered into concurrently with the pricing of this offering, and the remainder for general corporate purposes, including, but not limited to, potential acquisitions, working capital, investments, capital expenditures and research and development.

The offering of the Notes is not conditioned upon the purchase of the 2026 Notes, but the purchase of the 2026 Notes is conditioned upon the completion of this offering.

The Notes were offered only to persons who, in Camtek's opinion, are qualified institutional buyers pursuant to Rule 144A under the Securities Act. The offer and sale of the Notes and the ordinary shares of Camtek that may be issued upon conversion of the Notes, if any, have not been registered, and will not be registered, under the Securities Act, the securities laws of any state in the United States or the securities laws of any other jurisdiction, and, if not registered, the Notes and such ordinary shares, if any, may not be offered or sold in the United States except pursuant to an applicable exemption from such registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of the Notes (or ordinary shares of Camtek issuable upon conversion of the Notes) in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

#### **About Camtek**

Camtek is a developer and manufacturer of advanced inspection and metrology equipment for the semiconductor industry. Camtek's systems inspect and measure features of IC devices on silicon wafers throughout the semiconductor device manufacturing process, from the early stages through the start of assembly (Post Dicing). Camtek's systems inspect wafers for the most demanding market segments, including:

- Advanced Interconnect Packaging
- Heterogenous Integration
- Memory and HBM
- CMOS Image Sensors
- Compound Semiconductors
- MEMS
- RF

Camtek serves the world's leading IDM, OSAT and foundry manufacturers. With manufacturing facilities in Israel and Germany and eight offices worldwide, Camtek provides advanced solutions tailored to customer requirements.

## **Forward-Looking Statements**

This press release contains statements that may be considered "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on Camtek's current beliefs, expectations and assumptions.

Forward-looking statements can be identified by the use of words such as "believes", "expects", "should", "intends", "plans", "will", "may", "anticipates", "estimates", "projects", "positioned", "strategy" and similar expressions intended to identify forward-looking statements, including Camtek's expectations and statements regarding the complex semiconductor market and Camtek's position in that market and the expected timing of system deliveries.

These forward-looking statements involve known and unknown risks and uncertainties, which may cause Camtek's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements, including but not limited to:

- The timing of the closing of the offering
- The expected use of proceeds from the offering
- Any impact on the price of Camtek's ordinary shares before, concurrently with or shortly after the pricing of the Notes
- The conversion price of the Notes

Factors that may cause Camtek's actual results to differ materially from those contained in the forward-looking statements include, among others:

- The effects of the changing state of war in Israel and evolving regional conflicts
- The continued demand for and future contribution of HPC, HBM and Chiplet applications and devices to the company's business, including as a result of the strengthening of the artificial intelligence sector worldwide
- The imposition of new or modified regulations or sanctions by countries, formal or informal, including changes in U.S. trade policy, changes or uncertainties related to the U.S. government's entity list, and changes in the ability to sell products containing U.S.-origin technology, which can be made without notice, and our ability to effectively address such global trade issues and changes
- Our dependence on the semiconductor industry and the risk that adverse economic conditions, reduced capital investments or negative cyclicality will adversely affect our results
- The concentration of our business in certain Asia-Pacific countries, particularly China,
  Taiwan and Korea, which may be subject to trade restrictions, regulatory changes or geopolitical tensions
- Additional factors discussed in Camtek's annual report on Form 20-F and other documents it files with the U.S. Securities and Exchange Commission (SEC), as well as additional documents that may be filed from time to time by Camtek with the SEC

Camtek believes it has a reasonable basis for each forward-looking statement contained in this press release, but cautions that these statements are based on a combination of facts and factors currently known to it and its projections about the future, about which it cannot be certain. In addition, any forward-looking statement represents Camtek's view only as of the date of this press release and should not be relied upon as representing its view as of any subsequent date. Camtek does not undertake any obligation to update forward-looking statements unless required by law.