

January 20, 2023

To all parties concerned

Company: Nikon Corporation
Representative: Toshikazu Umatate,
Representative Director and President
Code: 7731 (Tokyo Stock Exchange Prime Section)
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Notice of Implementation of Settlement relating to Public Takeover Offer for Shares of SLM and SLM becoming a Consolidated Subsidiary of Nikon

As Nikon Corporation (“Nikon”) announced in the “Announcement of the Subscription to a Capital Increase of New Shares and Decision to Submit a Public Takeover Offer for Shares of SLM, based in Germany” dated September 2, 2022, Nikon implemented a public takeover offer through its fully owned subsidiary and special purpose company against holders of no-par value bearer shares of SLM Solutions Group AG (“SLM”) (the “Takeover Offer”) accompanied by a public offer to the holders of certain convertible bonds issued by SLM (the “Bonds Offer”). Nikon hereby announces that 21,105,718 shares and 42,712 convertible bonds have been tendered, and since foreign investment control clearance have been obtained in all of the countries in which Nikon filed notifications, Nikon will implement the settlement of the Takeover Offer and the Bonds Offer within 5 bank business days from today (at latest, January 27, 2023). Upon completion of the settlement, SLM and its subsidiary companies will become Nikon’s consolidated subsidiaries.

1. Overview of SLM

The overview of SLM is as follows.

[1] Name	SLM Solutions Group AG			
[2] Location	Germany			
[3] Name and Title of Representatives	CEO: Sam O’Leary CFO: Dirk Ackermann CCO: Charles Grace			
[4] Type of business	Manufacturing and sales of metal 3D printers (additive manufacturing)			
[5] Amount of capital	EUR 22,750,010.00			
[6] Date of foundation	1996			
[7] Listed market	Frankfurt Stock Exchange			
[8] Major Shareholders and Shareholding Ratio* (as at December 31, 2021)	Elliott International, L.P.: 21.7% ENA Investment Capital LLP: 17.5%			
[9] Relationship between the Company and SLM	N/A			
[10] Consolidated operating results and consolidated financial position for the last three years (Unit: thousand EUR)				
	FY Ending:	December 2019	December 2020	December 2021
	Total equity	44,514	15,768	32,671
	Total assets	136,637	126,247	149,036
	Total output	48,962	61,759	75,115
	EBITDA**	(26,001)	(14,781)	(8,597)
	EBIT***	(34,660)	(23,394)	(16,295)
	Net profit (loss)	(47,055)	(30,252)	(20,375)
	EPS****(in EUR)	(2.38)	(1.53)	(0.90)

Note: Data sourced from SLM annual reports

* Calculated based on the number of issued shares as of December 31, 2021

** EBITDA = Earnings before interest, taxes, depreciation, and amortization

*** EBIT = Earnings before interest and taxes

**** Calculated based on the number of issued shares at the end of each fiscal period

2. Changes in Shareholding Ratio

Before commencement of the Takeover Offer:	2,270,172 shares (voting ratio: 9.1%)
Upon completion of the Takeover Offer:	28,738,475 shares (voting ratio: 92.38%)
Date of settlement of the Takeover Offer and Bonds Offer:	within 5 bank business days from today (at latest, January 27, 2023, in CET)

3. Outlook

After the settlement of the Takeover Offer and the Bonds Offer, Nikon may consider whether to initiate, cause, or procure a delisting of the listed SLM shares, to the extent commercially reasonable and permissible under the market conditions. SLM' management board has entered into an investment agreement, whereby SLM is required to delist if requested by Nikon.

The impact of the Takeover Offer and the Bonds Offer on the earnings estimates for the fiscal year ending March 2023 is currently being examined. Nikon will promptly disclose any revision to performance forecasts that becomes necessary or any matter that should be disclosed.

About Nikon:

Nikon has been a pioneer in optical technology markets worldwide since its inception in 1917. Today, utilizing advanced technologies, we offer a wide range of products and solutions from digital cameras and binoculars to industrial precision equipment such as FPD and semiconductor lithography systems, microscopes and measuring instruments as well as products for the healthcare field. In the future, we will take advantage of Nikon's core technologies to generate new core pillars of profit including the material processing business; Nikon strives to be a leading company in precision and optics fields that realizes sustainable growth of enterprise value in the medium- to long-term.

Nikon is a publicly traded company, headquartered in Japan, with offices around the world.

Further information is available at www.nikon.com.

About SLM:

SLM Solutions is a global provider of integrated metal additive manufacturing solutions. Leading the industry since its inception, it continues to drive the future of metal Additive Manufacturing in every major industry with its customers' long-term success at its core. SLM Solutions is home to the world's fastest metal additive manufacturing machines boasting up to 12 lasers and enabling build rates of up to 1000ccm/h. With a portfolio of systems to suit every customer's needs, along with its team of experts closely collaborating at every stage of the process, SLM Solutions leads the way on return on investment with maximum efficiency, productivity, and profitability. SLM Solutions believes that additive manufacturing is the future of manufacturing and has the desire and capability to take its customers there – right now.

SLM Solutions is a publicly traded company headquartered in Germany, with offices in Canada, China, France, India, Italy, Japan, Singapore, South Korea, and the United States.

Further information is available on www.slm-solutions.com.

Certain Disclaimers

This announcement is for information purposes only and does not constitute an invitation to make an offer to sell SLM securities. This announcement does not constitute an offer to purchase SLM securities and is not for the purposes of Nikon making any representations or entering into any other binding legal commitments. Investors and holders of SLM securities are strongly advised to read the relevant documents regarding the Takeover Offer and the Bonds Offer, when available, because they contain important information. In addition, holders of SLM securities subject to the Takeover Offer and/or the Bonds Offer are strongly recommended to seek independent advice in order to reach an informed decision in respect of the content of such offer documents and with regard to the Takeover Offer and/or the Bonds Offer.

The publication, sending, distribution or dissemination of this announcement in certain jurisdictions other than Germany and the United States may be governed by laws of jurisdictions other than Germany and the United States in which the publication, sending, distribution or dissemination are subject to legal restrictions. Persons whose place of residence, incorporation, seat or habitual abode is not in Germany or the United States or who are for other reasons subject to the laws of other jurisdictions should inform themselves of, and observe, the laws of such other jurisdictions.

This announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

Persons with place of residence, incorporation, seat or habitual abode in the United States, please read the following:

The Takeover Offer and the Bonds Offer are being made for the securities of a non-U.S. company and will be subject to the disclosure and procedural laws, standards and practices of jurisdictions other than the United States, although the Takeover Offer and the Bonds Offer will be made in reliance on, and compliance with, Section 14(e) of the Exchange Act and Regulation 14E thereunder.

In some jurisdictions, publication or distribution of this announcement may be illegal or permitted only to certain persons.

Forward-looking statements

This announcement contains forward-looking statements or statements that may be deemed to be forward-looking statements with respect to Nikon, the Bidder and SLM. Statements other than historical facts contained in this announcement may constitute forward-looking statements. Forward-looking statements include "targets," "plans," "believes," "expects," "aims," "intends," "will," "may", "anticipates", "estimates", "projects" and similar words and phrases, or the negative forms thereof. Forward-looking statements include (i) future capital expenditures, expenses, revenues, earnings, synergies, economic trends, indebtedness, financial condition, dividend policy, losses and projections; (ii) business and management strategies and the potential synergies and business expansion and growth that the Takeover Offer and the Bonds Offer may bring to Nikon, the Bidder, or SLM; and (iii) the impact of any governmental regulation on the business of Nikon or SLM, including statements regarding the impact of such regulation on the business of the Nikon or SLM.

Forward-looking statements are subject to risks and uncertainties that may materially affect expected results and are based on certain important assumptions. A number of factors could cause actual results to differ materially from those assumed or implied in the forward-looking statements. In light of such uncertainties and risks, you are cautioned not to place undue reliance on forward-looking statements, which are relevant only as of the date they are made. Neither Nikon, the Bidder nor SLM undertakes any obligation to update any forward-looking statements or other statements contained in this announcement, except as required by applicable law.

None of the statements contained or referred to in this announcement are made as a profit forecast.

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