



# Information

SLM Shareholders can Tender Their Shares from Today

## **Acceptance Period of Nikon's Public Takeover Offer for SLM Commences**

September 30, 2022

- *Offer document published today following approval by BaFin*
- *Acceptance period runs from today until November 1, 2022*
- *Cash consideration of EUR 20.00 per SLM share represents a premium of 83.7% to the three-month XETRA VWAP prior to (and incl.) September 1, 2022*
- *Nikon has already secured 61.1% of the total share capital of SLM on a fully diluted basis*
- *Management and Supervisory Board of SLM welcome and support the transaction*

**Tokyo, Japan, September 30, 2022** – Nikon Corporation (“Nikon”) announces that its direct subsidiary Nikon AM. AG (the “Bidder”) today published the offer document for its voluntary public takeover offer (the “Takeover Offer”) for the shares (ISIN: DE00A111338 and ISIN DE000A289BJ8) of SLM Solutions Group AG (“SLM”) following approval by the German Federal Financial Supervisory Authority (“BaFin”) to publish the offer document.

The acceptance period commences today and will end at midnight (CEST) on November 1, 2022. During this period, SLM shareholders can accept the Takeover Offer and tender their shares at a price of EUR 20.00 per share in cash, which represents a premium of 83.7% to the XETRA volume-weighted average share price of SLM in the last three months prior to (and including) September 1, 2022.

Nikon has already secured 61.1% of the total share capital of SLM, taking into account the shares resulting from the conversion of all convertible bonds issued by SLM and due 2026. SLM's management board and supervisory board welcome and fully support the transaction and the Takeover Offer. Subject to the review of the offer document, SLM's management board and supervisory board intend to recommend SLM shareholders to accept the Takeover Offer and have also committed to tender their shares into the Takeover Offer.

Completion of the Takeover Offer is contingent on foreign investment control clearances, no insolvency of SLM, and no capital measures other than for certain exceptions. The Takeover Offer is not subject to a minimum acceptance threshold.

In the investment agreement that Nikon and SLM have signed on September 2, 2022, Nikon has committed in a legally binding manner to not enter into a domination and/or profit and loss transfer agreement for at least three years. Following the successful completion of the Takeover Offer, to the extent commercially reasonable and market conditions permitting, Nikon intends to examine whether to initiate a delisting of SLM.

The Takeover Offer is made on and subject to the terms and conditions set out in the offer document, the publication of which has been permitted by BaFin.

In addition, the Bidder today published the offer document for the parallel voluntary public tender offer for the acquisition of certain convertible bonds issued by SLM (the “Bonds Offer”), which sets out the terms and conditions for the Bonds Offer. Neither the Bonds Offer nor the publication of the offer document relating to the Bonds Offer require approval by BaFin, and it has not been reviewed or approved by BaFin.

The offer documents (together with a non-binding English translation) and other information pertaining to the Takeover Offer as well as the Bonds Offer will be made available on the following website: [www.dm-offer.com](http://www.dm-offer.com). Details as to how the Takeover Offer and Bonds Offer can be accepted are set out in the respective offer documents.

To tender their shares and/or convertible bonds, SLM shareholders and/or bondholders should contact their respective custodian bank.

---

**Media Contacts:****Japanese Media:**

Takahiro Kamide  
Nikon CORPORATION  
Phone: +81 3 6433 3741  
[pr.dept@nikon.com](mailto:pr.dept@nikon.com)

**German and International Media:**

Alex Seiler  
FGS Global  
Phone: +49 151 16 23 15 31  
[alex.seiler@fgsglobal.com](mailto:alex.seiler@fgsglobal.com)

---

**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 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 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](http://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 AM 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](http://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.