



Information

Nikon Has Secured 92.38 % of SLM at Expiry of Additional Acceptance Period

November 24, 2022

Tokyo, Japan, November 24, 2022 – Nikon Corporation (“Nikon”) today announced that at the expiry of the additional acceptance period for the voluntary public takeover offer (the “Takeover Offer”) for the shares (ISIN DE00A111338 and ISIN DE000A289BJ8) of SLM Solutions Group AG (“SLM”) at midnight (CET) on November 18, 2022, Nikon AM. AG (the “Bidder”), a direct subsidiary of Nikon, has secured approximately 92.38 % of the share capital of SLM, taking into account the shares resulting from the conversion of all convertible bonds issued by SLM and due in 2026. The additional acceptance period for the Bidder’s parallel voluntary tender offer for the acquisition of all convertible bonds issued by SLM and due in 2026 (the “Bonds Offer”) simultaneously expired at midnight (CET) on November 18, 2022.

The Takeover Offer has been accepted for 21,105,718 SLM shares, which corresponds to approximately 81.98 % of the share capital of SLM based on a share capital of 25,744,680 SLM shares (as published by SLM on October 14, 2022). Concurrently, the Bonds Offer has been accepted for 42,721 convertible bonds issued by SLM and due in 2026, which, upon conversion, would result in 5,362,585 SLM shares corresponding to approximately 17.24 % of the share capital of SLM, taking into account the shares resulting from the conversion of all convertible bonds issued by SLM and due in 2026. Therefore, the Bidder, together with the 2,270,172 SLM shares directly held by the Bidder, has secured 28,738,475 SLM shares, which corresponds to approximately 92.38 % of the share capital of SLM, taking into account the shares resulting from the conversion of all convertible bonds issued by SLM and due in 2026.

As previously announced, the closing conditions for the Takeover Offer and the Bonds Offer respectively other than foreign investment control clearance in the United States have been fulfilled. Subject to foreign investment control clearance in the United States, settlement of the Takeover Offer and Bonds Offer are expected to occur by the end of the first quarter of 2023.

Media Contacts:

Japanese Media:

Takahiro Kamide
Nikon CORPORATION
Phone: +81 3 6433 3741
pr.dept@nikon.com

German and International Media:

Niklas Tolkamp
FGS Global
Phone: +49 69 92 18 74 610
niklas.tolkamp@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 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.