



*This is a joint press release by RoodMicrotec N.V. ("**RoodMicrotec**" and, together with its subsidiaries, the "**RoodMicrotec Group**") and Microtest S.p.A. ("**Microtest**"), an entity incorporated under Italian law, controlled by Seven Holding 3 S.à r.l., a wholly owned subsidiary of the private equity fund Xenon (as defined below), pursuant to the provisions of Section 4 Paragraph 3 and Section 5 Paragraphs 4 and 5 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the "**Decree**") in connection with the announced recommended public offer by Microtest for all the issued and outstanding ordinary shares in the capital of RoodMicrotec (the "**Offer**").*

*This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of an offer memorandum (the "**Offer Memorandum**") approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten) (the "**AFM**"). This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, the United States, Canada and Japan or in any other jurisdiction in which such release, publication or distribution would be unlawful.*

## **ADDITIONAL ROODMICROTEC WARRANT HOLDER GIVES IRREVOCABLE COMMITMENT TO SELL AND ASSIGN ITS WARRANTS UNDER THE OFFER BY MICROTEST ANNOUNCED ON 13 JUNE 2023**

### **Highlights**

- Microtest has reached agreement with one additional holder of warrants issued by RoodMicrotec (the "**Warrants**") in relation to its irrevocable commitment to sell and assign its Warrants to Microtest, meaning that all Warrant holders have now signed irrevocable undertakings with respect to their Warrants
- This Warrant holder holds 300,000 Warrants, representing approximately 0.4% of the outstanding Shares on a fully diluted basis
- In total, 30.9% of the Shares are now committed under the Offer on a fully diluted basis

Vicopisano, Italy / Deventer, the Netherlands, 9 August 2023

Reference is made to the joint press releases by Microtest and RoodMicrotec dated 13 June 2023, 6 July 2023 and 31 July 2023 in respect of the announced recommended all-cash public offer envisaged to be made by Microtest at an offer price of EUR 0.35 in cash per share (the "**Offer Price**") in the capital of RoodMicrotec (the "**Shares**" and each a "**Share**").

As set out in the press releases by Microtest and RoodMicrotec dated 13 June 2023 and 31 July 2023, several of RoodMicrotec's substantial shareholders and Warrant holders have previously undertaken to (i) support the Offer and tender their Shares or, (ii) subject to the Offer being declared unconditional, either (a) sell and assign the Warrants held by them to Microtest or (b) exercise their Warrants and tender the Shares to be issued pursuant to the exercise of the Warrants under the Offer.

Today, Microtest and RoodMicrotec jointly announce the entering into of an irrevocable undertaking with one additional RoodMicrotec Warrant holder. As of the date of this press release, all Warrant holders have entered into irrevocable undertakings in relation to their Warrants.

Pursuant to the irrevocable undertaking entered into by this Warrant holder, it will sell and assign its Warrants to Microtest for an amount in cash equal to (i) the number of Warrants acquired by the Offeror multiplied by (ii) the Offer Price minus EUR 0.15 per Warrant. As per today, the relevant Warrant holder holds 300,000 Warrants, representing approximately 0.4% of the outstanding Shares on a Fully Diluted Basis.

The irrevocable undertaking contains certain customary undertakings and conditions, which are equal to the undertakings and conditions previously agreed with Warrant holders that have signed irrevocable undertakings prior to the initial announcement of the Offer on 13 June 2023, as described in the press release by Microtest and RoodMicrotec published on that same day.

In accordance with the applicable public offer rules, any information shared with the relevant Warrant holder about the Offer shall, if not published prior to the Offer Memorandum being made generally available, be included in the Offer Memorandum in respect of the Offer (if and when issued). At the date of this press release Microtest on the one hand and the Warrant holder on the other hand, do not hold shares in each other's capital.

Together with the irrevocable undertakings already referred to in the press releases by Microtest and RoodMicrotec dated 13 June 2023 and 31 July 2023, all irrevocable undertakings that have now been obtained by Microtest represent in total approximately 30.9% of the Shares as per closing of the Offer (on a fully diluted basis, assuming all Warrants are exercised immediately prior to closing of the Offer). This includes the total number of 7,485,000 Warrants issued by RoodMicrotec, representing approximately 9.1% of the outstanding Shares on a fully diluted basis.

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#### **Advisors**

On behalf of Microtest, Rothschild & Co is acting as sole financial advisor and Linklaters LLP is acting as legal counsel.

AXECO Corporate Finance B.V. is acting as RoodMicrotec's sole financial advisor and Bird & Bird (Netherlands) LLP is acting as RoodMicrotec's legal counsel.

#### **About RoodMicrotec**

With more than 50 years of experience in the semiconductor and electronics industry, RoodMicrotec is a leading independent company for semiconductor supply and quality services. RoodMicrotec is

a highly valued partner for many companies worldwide and offers specifically tailored turnkey solutions for each single customer's requirements. The turnkey services include project management, wafer test, assembly, final test, qualification, failure analysis, and logistics. All services provided by RoodMicrotec meet the high quality standards of the automotive, industrial, healthcare, and high reliability aerospace sectors. RoodMicrotec is headquartered in Deventer, Netherlands, with operational units in Nördlingen and Stuttgart, Germany.

For more information, please visit <https://www.roodmicrotec.com>.

### **About Microtest**

Microtest is a well-reputed player both in designing and manufacturing automated test equipment and in providing testing services. It is an entity incorporated under Italian law, controlled by Seven Holding 3 S.à r.l., a wholly owned subsidiary of the private equity fund Xenon Private Equity VII SCA SICAV RAIF ("**Xenon**"), a leading mid-cap private equity fund with 33+ years of experience and 175+ investments.

The current CEOs, Mr. Giuseppe Amelio and Mr. Moreno Lupi, have been leading Microtest since its foundation in 1999 in Altopascio (Lucca). Over time, Microtest has become a technological partner of some of the world's leading microchip manufacturers, skilled in developing innovative solutions, thanks to a solid engineering team and good production flexibility. In 2004, Microtest started designing and producing Automatic Test Equipment (the systems used in the semiconductor industry for electronic components and wafer testing) for several applications such as avionics and cars' electronic modules, radar and wireless communications for defence and medical devices. A few years later, Microtest broadened its scope by also offering "test house" services, furthermore enhanced with a direct presence in the Far East following the opening of a subsidiary in Malaysia in 2018. In April 2022, Xenon Private Equity acquired a majority stake in Microtest, spurring its international expansion strategy. Microtest reached more than 30 million in revenues in 2022, with an Ebitda margin above 38%. Microtest commercial network and customer service are spread over the US, Europe, and Asia. In 2023 Microtest acquired Test Inspire, a highly innovative Dutch company focused on Automatic Testing Equipment.

For more information, please visit <https://www.microtest.net>.

### **Disclaimer**

*This is a joint press release by RoodMicrotec and Microtest pursuant to the provisions of Section 4 Paragraphs 1 and 3, Section 5 Paragraph 1 and Section 7 Paragraph 4 of the Decree and contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation. The information in this press release is not intended to be complete. This press release is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities.*

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### **Forward Looking Statements**

*Certain statements in this press release may be considered "forward-looking statements," such as statements relating to the impact of this Offer on RoodMicrotec and Microtest and the targeted timeline for the Offer. Forward-looking statements include those preceded by, followed by or that include the words "anticipated," "expected" or similar expressions. These forward-looking statements speak only as of the date of this release. Although RoodMicrotec, Microtest and Xenon believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these forward-looking statements will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. Potential risks and uncertainties include, but are not limited to, receipt of regulatory approvals without unexpected delays or conditions, Microtest's ability to successfully operate RoodMicrotec without disruption to its other business activities, Microtest's ability to achieve the anticipated results from the acquisition of RoodMicrotec, the effects of competition, economic conditions in the global markets in which RoodMicrotec operates, and other factors that can be found in RoodMicrotec's, Microtest's and/or Xenon's press releases and public filings.*

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