

## SuperSonic Imagine announces that it has received a binding offer from the Hologic group to acquire 100% of the Company's capital for a price of 1.50 euro per share

- **Hologic is planning to acquire a controlling stake of approximately 46% of the Company's capital**
- **Proposed Tender Offer followed, as the case may be, by a mandatory squeeze-out**

**Aix-en-Provence, June 20, 2019** – 10:01pm - SuperSonic Imagine S.A. (Euronext Paris: SSI, FR0010526814, the "Company" or "SuperSonic Imagine"), a company specialized in ultrasound medical imaging (ultrasound), announces that its Board of Directors met today in order to acknowledge the submission by Hologic, Inc., (Nasdaq: HOLX) of a binding offer, subject to conditions precedent, pursuant to which, following the contemplated acquisition by Hologic (or one of its affiliates) ("Hologic") of a controlling block in SuperSonic Imagine (the "Contemplated Acquisition"), Hologic would file a proposed cash tender offer followed, as the case may be, by a mandatory squeeze-out, for the Company's remaining outstanding shares at a price of 1.50 euro per share, i.e. approximately 35 million euros for the Company's current 23,416,935 outstanding shares (the "Tender Offer"). In accordance with applicable regulations, the Tender Offer would also cover the warrants (bons de souscription d'actions) and convertible bonds issued by the Company in the event no agreement has been reached between the holders of such securities and Hologic. In this context, today, the Company and its main shareholders granted Hologic an exclusive right in the negotiations. The Contemplated Acquisition is notably subject to the consultation process with SuperSonic Imagine's social and economic committee, as well as obtaining French regulatory clearance regarding foreign investments and a favorable opinion from SuperSonic Imagine's Board of Directors on the merits of the Tender Offer and its consequences for the Company, its shareholders and its employees, notably in light of the conclusions of the report by the independent expert appointed today by the Company's Board of Directors.

*"SuperSonic Imagine's objective is to give itself the means to accelerate its commercial growth, by continuing to invest in innovation and improving its operational excellence. To do so, we were looking for a partner who could not only support this development financially but also help us to penetrate new markets, particularly the US market, more quickly and accompany us in the optimization of our processes in order to improve customer satisfaction. This contemplated acquisition of SuperSonic Imagine by Hologic meets all our strategic objectives, and would allow us to develop the Ultrasound activity within a group that shares our values: the substantial importance of innovation, the contribution to improving healthcare, the added value of relationships with clinicians and the importance of the human factor within companies. I am delighted with this opportunity for SuperSonic Imagine, because I firmly believe that it will allow us to write a new page in the history of this great company",* says **Michèle Lesieur, Chief Executive Officer** of SuperSonic Imagine.

**Pete Valenti, President of Hologic's Breast and Skeletal Health Solutions division,** states: *"Acquiring SuperSonic Imagine will strengthen our strategy to provide comprehensive screening, interventional and surgical solutions across the continuum of the breast health care. Ultrasound is becoming increasingly important in diagnosing breast cancer, and we believe SuperSonic Imagine offers superior technology that translates into better clinical outcomes for breast cancer patients, as well as for patients with liver and prostate disease".*

The Contemplated Acquisition concerns the acquisition by Hologic, which currently does not hold any of SuperSonic Imagine's securities, of a block of 10,841,409 shares representing approximately 46% of the shares issued by the Company from its five main shareholders, namely Bpifrance, Andera Partners, Auriga Partners, Mérieux Participations and CDC PME Croissance which would sell all of their shares at a price of 1.50 euro per share.

Immediately after the completion of the Contemplated Acquisition, Hologic would file a proposed tender offer in cash followed, as the case may be, by a mandatory squeeze-out for the Company's outstanding shares at a price of 1.50 euro per share. The price offered in the Tender Offer represents a premium of 42.9% on the June 19, 2019 closing price and a premium of 45.7% on the volume-weighted average price over the 60 trading days up to the date of submission of the offer, i.e. June 19, 2019.

This proposed Tender Offer would not be subject to any condition precedent. Nevertheless, it should be noted that, the Tender Offer shall, in accordance with article 231-9, I of the *règlement général* (general regulations) of the *Autorité des marchés financiers* (the French Financial Markets Authority, or "AMF"), be deemed null and void if, on its closing date, Hologic does not hold a number of shares representing more than 50% of the Company's share capital or voting rights.

The Tender Offer could be completed by the end of 2019.

The Tender Offer would be followed by a mandatory squeeze-out if the legal and regulatory requirements applicable at that time are met.

Today, the Company's Board of Directors has also appointed Accuracy, represented by Mr. Henri Philippe as the independent expert who will be responsible, pursuant to the provisions of Articles 261-1 I, 1°, 2°, 4° and 5° and II of the AMF's *règlement général*, for submitting a report on the financial conditions of the proposed Tender Offer.

The Company's Board of Directors will meet before the completion of the Contemplated Acquisition in order to decide on the merits of the Tender Offer and its consequences for SuperSonic Imagine, its shareholders and its employees, in light of the conclusions of the above-mentioned independent expert's report and the opinion to be issued by SuperSonic Imagine's social and economic committee.

It is specified that the completion of the Tender Offer is subject to the AMF's compliance decision on the proposed Tender Offer, and notably its financial terms (including the squeeze-out).

#### **About Hologic, Inc.**

Hologic, Inc. is an innovative medical technology company primarily focused on improving women's health and well-being through early detection and treatment. For more information on Hologic, visit [www.hologic.com](http://www.hologic.com). Hologic, Focal, Faxitron and Viera are trademarks and/or registered trademarks of Hologic, Inc. and/or its subsidiaries in the United States and/or other countries.

#### **About SuperSonic Imagine**

SuperSonic Imagine is a medical technology company (Medtech) specialized in ultrasound imaging. The company designs, develops and markets an ultrasound platform whose exclusive ultrafast technology (UltraFast™) has given rise to new imaging methods, which have now become standards in the non-invasive care path for the characterization of breast, liver or prostate diseases. The first innovative mode UltraFast™ is ShearWave® elastography (SWE™), which allows doctors to instantly visualize and analyze tissue hardness, which is critical information for the diagnosis of many pathologies. To date, more than 600 publications have validated the benefits of its technologies. The latest addition to the Aixplorer® range, Aixplorer MACH® 30 introduces a new generation of imaging UltraFast™ allowing the optimization of all innovative imaging modes: ShearWave PLUS, UltraFast Doppler, Angio PL.U.S, TriVu. With more than 2,300 ultrasound platforms installed worldwide, SuperSonic Imagine is present in more than 80 countries and its main markets are China, the United States and France. In 2018, the company generated revenues of €24.6 million. SuperSonic Imagine is a company listed on Euronext (symbol: SSI). For more information, visit [www.supersonicimagine.fr](http://www.supersonicimagine.fr).

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**Disclaimer**

This press release does not constitute an offer to acquire securities. The Tender Offer will only be made in accordance with the offer documentation which will include the full terms and conditions of the Tender Offer. The offer documentation will be submitted to the AMF for review and the Tender Offer shall only be opened subject to obtaining the AMF's compliance decision. Any decision relating to the Tender Offer must be based exclusively on the information included in the offer Documentation.

This press release has been prepared for information purposes only. The distribution of this press release, the Tender Offer and its acceptance may be subject to specific regulations or restrictions in certain countries. The Tender Offer is not intended for persons subject to such restrictions. Accordingly, persons in possession of this press release are required to inquire about and comply with any applicable local restrictions.

SuperSonic Imagine declines any responsibility for any violation of these restrictions by anyone.