

- **Contemplated simplified tender offer announced by Hologic Hub Ltd.**
- **Contemplated motivated by losses share capital reduction to zero followed by a capital increase carried out with shareholders' preferential subscription rights**
- **Shareholders may decide to either tender their shares to Hologic Hub Ltd. or to take part in the share capital increase of SuperSonic Imagine**
- **Appointment of an independent expert in the context of a simplified tender offer announced by Hologic Hub Ltd.**
- **Combined general shareholders' meeting to be held on March 26, 2021 with shareholders being able to attend in person**

#### **Aix-en-Provence (France), February 16, 2021 – 6:30 pm CET**

On June 16, 2020, the annual general meeting of SuperSonic Imagine's (Euronext Growth: ALSSI, FR0010526814, PEA-PME eligible), a company that specializes in ultrasound medical imaging (echography) (the "**Company**"), having noted that, at the end of the fiscal year ended December 31, 2019, the amount of the Company's shareholders' equity had become less than half of the amount of its share capital, decided not to pronounce the early dissolution of the Company and to continue the Company's activity. As a result, the Company is required to restore its shareholders' equity to an amount at least equal to half of its share capital by December 31, 2022.

The losses incurred by the Company during the financial year ended December 31, 2020 (which brought the Company shareholders' equity to a negative amount of 28,378,492.49 euros) have caused the Company to decide to submit an operation of recapitalization to its shareholders in 2021 taking the form of a motivated by losses capital reduction to zero, immediately followed by a share capital increase of an amount of circa 59 million euros, carried out with shareholders' preferential subscription rights.

In these conditions, Hologic Hub Ltd., the Company's majority shareholder with 80.67% of the share capital and voting rights of the Company<sup>1</sup>, expressed its intent to file a draft simplified tender offer in cash, followed, as the case may be, by a mandatory squeeze-out, in order to offer a liquidity opportunity to the Company's shareholders before the implementation of the aforementioned recapitalization operations.

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<sup>1</sup> Based on a total number of 24,174,429 shares representing the same number of theoretical voting rights. Pursuant to the second paragraph of article 223-11, I of the AMF General Regulation, the total number of theoretical voting rights is calculated on the basis of all shares to which voting rights are attached, including shares deprived from voting rights.

In practical terms, the shareholders of the Company may thus either:

- decide *not* to take part in the share capital increase and to tender their shares to the tender offer initiated by Hologic Hub Ltd.; or
- decide to take part in the Company's capital increase and thus *not* to tender their shares to the tender offer; since all existing shares will be cancelled as part of the capital reduction to zero, only those shareholders who participate in the capital increase will then retain a stake in the Company.

The main terms and conditions of such operations are described in greater details below.

### **Combined general shareholders' meeting to be held on March 26, 2021 with shareholders being able to attend in person**

The Company announces that a combined general meeting (ordinary and extraordinary) of SuperSonic Imagine's shareholders will be held on March 26, 2021, at 10 am, at the Company's registered office located 150, rue René Descartes, Les Jardins de la Duranne, 13857 Aix-en-Provence, France.

The combined general meeting of the shareholders will resolve, *inter alia*, on the approval of the annual accounts for the year ended December 31, 2020, as well as on the proposed motivated by losses share capital reduction to zero, followed by a capital increase of circa 59 million euros in order to restore the shareholders' equity of the Company.

The notice of meeting, serving as convening notice, which includes the agenda and draft resolutions, will be published in the *French Bulletin des Annonces Légales et Obligatoires (BALO)* on February 19, 2021.

Shareholders are invited to take note of the main rules to participate, vote and exercise their rights, a description of which will be made available on the Company's website (<https://www.supersonicimagine.com/Investors/Documentation2/Shareholders-meeting>).

The documents and preparatory information related to this meeting will be made available to the shareholders, including on the Company's website, under the conditions required by applicable laws and regulations.

### **Contemplated simplified tender offer announced by Hologic Hub Ltd Appointment of an independent expert**

Hologic Hub Ltd. announced today its intent to file a draft simplified tender offer in cash relating to the shares of SuperSonic Imagine, at a price of €1.50 per share, followed, if applicable, by a mandatory squeeze-out. Such tender offer will enable the shareholders who do not want to subscribe to the capital increase that will follow the share capital reduction to zero to sell their shares beforehand.

As the simplified tender offer will take place before the recapitalization operations, shareholders who would decide to tender their shares to the simplified tender offer will not be able to participate in the capital increase that will follow the share capital reduction to zero.

If the threshold of 90% of the share capital and voting rights of the Company were to be crossed following the settlement and delivery of the simplified tender offer, Hologic Hub Ltd. has stated its intention to request the implementation of a mandatory squeeze-out procedure of SuperSonic Imagine's shares in accordance with the conditions required by applicable laws and regulations. In such case, the mandatory squeeze-out procedure could be carried out before the implementation of the share capital reduction and increase operations mentioned hereabove<sup>2</sup>.

In accordance with articles 261-1 I 1°, 2° and 4° and 261-1 II of the French financial markets authority (*Autorité des Marchés Financiers*) ("**AMF**") General Regulation, the Company's Board of Directors has decided today, upon recommendation of an *ad hoc* committee, established for this purpose in accordance with article 261-1 III of the AMF General Regulation, to appoint the firm Crowe HAF, represented by Mr. Olivier Grivillers, as an independent expert in order to issue a report on the financial terms of the simplified tender offer and of a potential mandatory squeeze-out in connection with the contemplated operations.

The independent expert's opinion and the Company's Board of Directors' reasoned opinion will appear in the draft memorandum in response that will be drafted by the Company and submitted to the AMF for approval, under the conditions required by applicable law and regulations.

#### **Contemplated motivated by losses share capital reduction to zero followed by a capital increase carried out with shareholders' preferential subscription rights**

As previously mentioned, the Company informs its shareholders that, in order to restore its shareholders' equity, it contemplates to proceed with a motivated by losses reduction of the share capital to zero followed by a capital increase of an amount of circa 59 million euros (issuance premium included).

The share capital reduction of 2,417,442.9 euros would be implemented by way of cancellation of 24,174,429 shares with a nominal par value of 0.10 euro (as well as any subsequent shares that would be issued when the Board of Directors decides to implement such share capital reduction), in order to set-off accumulated losses up to the same amount, subject to the completion of a capital increase carried out with shareholders' preferential subscription rights at a subscription price of €1.50 per share (issuance premium included).

The purpose of these two operations is (i) to restore the Company's shareholders' equity, the negative amount of which amounted, as of December 31, 2020, to 28,378,492.49 euros, (ii) to reduce the amount of the Company's debts and (iii) to provide some liquidities to the Company in order to finance its activity.

The shares issued from the capital increase would be fully paid up upon subscription, either in cash or by way of set-off against certain, liquid and due claims held against the Company.

This capital increase would be fully backstopped by Hologic Hub Ltd., holder of 19,501,413 shares of the Company corresponding to 80.67% of the Company's share capital and voting rights. Hologic Hub Ltd. would pay up the subscription amount both in cash and by way of set-off against part of the certain, liquid and due claim that it holds against the Company. The definitive amount of the claim held in the Company's accounts, as of the day of the capital increase, would be acknowledged by a qualified statement of account which would be delivered by the Company's statutory auditors, in accordance with article R. 225-134 of the French commercial Code.

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<sup>2</sup> It being understood that, should a mandatory squeeze-out process be implemented following the tender offer, the shares of the Company would be delisted and the recapitalization operations will therefore not have to be submitted to the AMF for approval.

At the end of the operation, Hologic Hub Ltd. would hold at least 80.67% of the Company's share capital and voting rights. Such stake could be higher, depending on the results of the simplified tender offer, which will be conducted beforehand, and on the subscription rate of the other current shareholders.

Since the share capital reduction preceding the capital increase will bring the share capital down to zero, current shareholders who would neither have tendered their shares to Hologic Hub Ltd. beforehand, nor take part in the share increase would see their shareholding reduced to zero and therefore cease to be shareholders. Therefore, the free float may be reduced following such operations. Conversely, the shareholders who would exercise all their preferential subscription rights on an irreducible basis would not experience any dilution.

In the event where it would hold, following the contemplated share capital increase, at least 90% of the share capital or voting rights of the Company, Hologic Hub Ltd. retains the right to file a draft buy-out offer with the AMF, to be followed by a mandatory squeeze-out in order to delist the shares of the Company.

These operations remain subject to (i) the approval of the Company's shareholders at the combined general shareholders' meeting of March 26, 2021, (ii) the granting, if applicable, of a waiver by the AMF to Hologic Hub Ltd., pursuant to article 234-9 2° of its General Regulations, on the obligation to file a tender offer relating to the Company's shares, after the recapitalization operations, following the crossing of a threshold triggering such mandatory filing following the share capital reduction and increase operations, and (iii) the AMF's approval on the prospectus which will be filed by the Company.

#### **Forward-looking statements**

This press release contains forward-looking statements which are subject to risks and uncertainties, including, but not limited to, statements announcing or referring to future events, trends, plans or objectives, based on certain assumptions as well as statements not directly relating to a historical fact or factual situation. Such information includes, but is not limited to: information regarding the Company's plans, objectives, prospects and intentions, including financial or other information based on assessments or estimates regarding the Company's future performance, future events, strategy, positioning, resources, capabilities or expectations.

These forward-looking statements are based on reasonable assumptions made as of the date hereof and are subject to known and unknown risks and uncertainties that could cause actual results to materially differ from those expressed or implied by such forward-looking statements.

Except as required by laws or regulations, SuperSonic Imagine does not undertake to amend or revise any of the statements contained herein to reflect events or circumstances that are unforeseen or that would occur after the date of this publication or to reflect any change in the expectations, events, conditions or circumstances on which such statements are based.

#### **Disclaimer**

This press release does not constitute an offer to buy or subscribe for securities. This press release does not constitute a prospectus within the meaning of Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing the Prospectus

Directive 2003/71/EC. Information in this press release is presented for purely informative purposes and do not purport to be complete and no one shall rely in any manner whatsoever on the information contained herein or on its accuracy, precision or completeness. Any purchase or subscription of securities must be made only on the basis of the information included in the prospectus which will be filed for approval with the French financial markets authority (*Autorité des Marchés Financiers*) (the “**AMF**”) and which will be published on the Company’s and the AMF’s websites. The potential approval of the prospectus should not be considered as a favorable opinion from the AMF on the securities offered.

The simplified tender offer will only be carried out 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 approval and the simplified tender offer will only be opened after the obtention of the AMF’s clearance decision. Any decision relating to the public offer must be made exclusively on the basis of the information included in the offer documentation.

This press release and the information included herein do not constitute an offer to sell or subscribe for, or a solicitation of an order to buy or subscribe for securities of SuperSonic Imagine. The release, publication or distribution of this press release in certain jurisdiction may constitute a breach of applicable laws and regulations. Consequently, persons physically present in such jurisdictions in which this press release is released, distributed or published must be aware of and comply with any such local restrictions. This press release must not be released, published or distributed, directly or indirectly, in Australia, Canada, Japan or the United States of America.

SuperSonic Imagine decline any responsibility for any breach of these restrictions by anyone.

### **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 almost 3,000 ultrasound platforms installed worldwide, SuperSonic Imagine is present in more than 80 countries and its main markets are China, the United States and France.

The group has recorded total revenues of 19.2 million euros for the 2020 financial year. SuperSonic Imagine is a company listed on Euronext Growth Paris (symbol: ALSSI).

For more information, visit [www.supersonicimagine.fr](http://www.supersonicimagine.fr).

### **Contacts - Investors Relations**

NewCap

Thomas Grojean

[supersonicimagine@newcap.eu](mailto:supersonicimagine@newcap.eu)

+33 1 44 71 98 55