

## **Project to transfer the listing of Prodways Group shares from the Euronext Paris market to Euronext Growth Paris**

The Board of Directors, meeting on January 23, 2025, decided to convene a Combined General Meeting to be held on March 10, 2025. At this meeting, PRODWAYS GROUP will submit to the vote of its shareholders, as part of the first ordinary resolution, the approval of the transfer of the listing of its shares from the regulated market of Euronext Paris to the organized multilateral trading system: Euronext Growth Paris

### **Reasons for the transfer project**

At the end of 2024, the new CEO of Prodways Group took office with the mission of continuing the development of each of the group's activities, ensuring their sustainability under the best possible conditions, and proposing new strategic options aimed at revaluing Prodways' shares. In this context, the company is paying particular attention to its central costs and operational agility.

In this approach, the transfer project aims to allow PRODWAYS GROUP to be listed on a market offering a more flexible regulatory framework better suited to its size and market capitalization by reducing certain operational constraints specific to the Euronext Paris market. The transfer to Euronext Growth Paris should simplify the company's operations and reduce the costs related to its listing while allowing it to continue benefiting from the attractions of financial markets.

Simultaneously, a comprehensive strategic review has been launched by the management to examine all possible options. Prodways Group plans to announce its conclusions on the direction of the company no later than the second quarter of 2025.

The next financial communications will take place on February 12 for the activity of the fourth quarter of 2024 and on March 19 for the annual results. Based on preliminary elements at this stage, the 2024 revenue should be relatively stable compared to 2023 on a comparable basis. In terms of profitability, Prodways Group maintains its good financial health and reaffirms its objective of improving its current EBITDA margin rate and generating a very largely positive free cash flow in 2024.

### **Modalities of the transfer project**

Subject to the approval of the project by the shareholders and the agreement of Euronext Paris SA, this transfer operation would be carried out by delisting the shares from trading on the Euronext market and their simultaneous admission to trading on the Euronext Growth Paris market through an accelerated direct admission procedure, without issuing new shares.

The company currently meets the conditions required by the Euronext Growth market rules to qualify for this transfer, namely a market capitalization of less than one billion euros and a free float of at least 2.5 million euros.

In the event of a favorable vote by the General Meeting of shareholders, all powers would be granted to the Board of Directors for the effective implementation of the market transfer.

### **Main consequences of the transfer project (non-exhaustive list):**

In accordance with current regulations, PRODWAYS GROUP wishes to inform its shareholders of the possible consequences of such a transfer, from its effective date:

#### **In terms of financial information:**

Periodic information: in terms of periodic financial information, the company's obligations will be lightened, and in particular, without claiming to be exhaustive:

- The company will publish, within four months of the closing, an annual report (or a universal registration document incorporating it) including at least its annual (and consolidated) accounts, a management report, and the auditors' reports. It will also prepare a report on corporate governance with a simplified content.
- It will issue, within four months of the end of the first half (extended deadline), a half-yearly report including its half-yearly accounts and a related activity report.
- The company will have free choice in terms of accounting standards (French or IFRS) for the preparation of consolidated accounts. PRODWAYS GROUP will continue to adopt IFRS standards, in line with the methods applied to date.

#### Permanent Information:

PRODWAYS GROUP will remain subject to the applicable provisions on permanent information, which also apply to companies listed on Euronext Growth Paris. The company will continue to provide accurate, precise, and sincere information, bringing to the public's attention any information likely to significantly influence the share price and any information concerning the operations of its directors, in accordance with the provisions of Regulation (EU) No. 596-2014 of April 16, 2014, on market abuse.

Regulated information (including privileged information) must always be disseminated effectively and comprehensively. The company would continue to use a professional disseminator.

In terms of executive compensation, the company would no longer be subject to the "say on pay" regime.

**In terms of minority shareholder protection:**

The protection of minority shareholders, in the event of a change of control, will be ensured on Euronext Growth Paris by the mechanism of a mandatory public offer in the event of crossing, directly or indirectly, alone or in concert, the threshold of 50% of the capital or voting rights;

Furthermore, companies listed on Euronext Growth Paris only need to communicate to the market, in terms of changes in shareholding, the crossing of thresholds (upwards or downwards) of 50% and 90% of the capital or voting rights;

However, in accordance with legal provisions, the company will remain subject, for a period of 3 years from its delisting from the Euronext Paris market, to the public offer regime and the maintenance of information obligations relating to threshold crossings and declarations of intentions as applicable to companies listed on Euronext Paris. Furthermore, it will also be proposed to the Combined General Meeting on March 10, 2025, to modify the thresholds covered by the statutory threshold crossing declaration obligation (2%, 2.5%, 3%, 4% of the capital or voting rights and any multiple of 2.5%).

**In terms of General Meetings:**

The formalism of General Meetings would be slightly relaxed:

- No obligation to publish a notice specifying the modalities for making available the documents submitted to the General Meeting;
- Exemption from posting preparatory documents for the General Meeting twenty-one days before the date of the General Meeting, but only on the date of the convocation (simplified content);
- No obligation to post the results of the General Meeting votes on the company's website.

The company intends to add to its articles of association the possibility for a shareholder to be represented by any other natural or legal person of their choice, in accordance with the provisions of Article L. 22-10-39 of the Commercial Code.

The modalities of convocation and admission conditions (record date) to the General Meeting would remain unchanged.

The company would no longer be obliged to ensure a live broadcast of its meetings or to post a recording of them on its website.

**Liquidity of the share:**

The transfer to the unregulated Euronext Growth Paris market could result in a change in the liquidity of PRODWAYS GROUP shares, which could be different from the liquidity observed on the regulated Euronext Paris market. The transfer could also lead some investors, favoring shares of issuers listed on a regulated market, to sell their PRODWAYS GROUP shares.

It is specified that the liquidity contract concluded by the company would be maintained after the market transfer.

**Indicative provisional timetable of the operation (subject to the agreement of Euronext Paris)**

- **January 23, 2025:** decision of the Board of Directors to submit the transfer project to the approval of the Combined General Meeting;
- **January 23, 2025, after the Board of Directors and after the stock market closes:** public information announcing the decision taken by the Board of Directors to propose to the General Meeting to approve the transfer project (1<sup>st</sup> press release);
- **March 10, 2025:** holding of the General Meeting deciding on the transfer project.
- **As soon as possible in case of a favorable vote by the General Meeting:**
  - o Meeting of the Board of Directors to implement the transfer of listing;
  - o Request for delisting of the company's shares from compartment C of the regulated Euronext Paris market and their simultaneous admission to trading on the organized multilateral trading system Euronext Growth Paris;
  - o Dissemination of a press release regarding the definitive implementation of the transfer and the filing of the direct admission request on the Euronext Growth Paris market (2<sup>nd</sup> press release).
- **As soon as possible after the expiration of a 2-month period from the General Meeting:** In case of a favorable opinion from Euronext Paris, delisting from the regulated Euronext Paris market and their simultaneous admission to trading on the organized multilateral trading system Euronext Growth Paris.

As part of the transfer to Euronext Growth Paris, PRODWAYS GROUP will be accompanied by TPICAP as Listing Sponsor.

## About Prodways Group

Prodways Group specializes in industrial and professional 3D printing with a unique position as an integrated European player. The Group has developed across the entire value chain of 3D printing (software, printers, materials, parts & services) with a technologically advanced industrial solution. Prodways Group offers a wide range of 3D printing systems and premium composite, hybrid, or powder materials (SYSTEMS division). The Group also manufactures and markets on-demand parts, prototypes, and small series printed in 3D, in plastic and metal (PRODUCTS division). Prodways Group serves a wide range of sectors, particularly in the medical field.

Listed on Euronext Paris (FR0012613610 - PWG), the Group reported in 2023 revenue of €75 million.

For further information: <https://www.prodways-group.com>

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## Contacts

### INVESTOR RELATIONS

Hugo Soussan  
Investor relations  
Tel : +33 (0)1 44 77 94 86 / [h.soussan@prodways.com](mailto:h.soussan@prodways.com)

Anne-Pauline Petureau  
Shareholders contact  
Tel : +33 (0)1 53 67 36 72 / [apetureau@actus.fr](mailto:apetureau@actus.fr)

### MEDIA CONTACT

Manon Clairet  
Financial media relations  
Tel : +33 (0)1 53 67 36 73 / [mclairet@actus.fr](mailto:mclairet@actus.fr)