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press release

EL.EN. S.P.A.: BINDING AGREEMENT SIGNED FOR THE SALE OF 80% OF THE CUTLITE PENTA BUSINESS UNIT TO TRUMPF

Maximum aggregate value expected to amount to approximately Euro 21 million
The El.En. Group will retain a residual 20% shareholding in the company sold for three years
Completion of the transaction is subject to the conditions precedent provided for in the agreements, including Golden Power checks

Florence, **7 August 2026** – El.En. S.p.A., a leading company in the laser market, listed on Euronext STAR Milan, a regulated market organized and managed by Borsa Italiana S.p.A., announces that today its subsidiary Ot-Las S.r.l., wholly owned by El.En. S.p.A., entered into a binding agreement with the TRUMPF group through TRUMPF International Beteiligungs-SE, based in Ditzingen, Germany, concerning the sale of an 80% shareholding in the share capital of a newly incorporated company, wholly owned by Cutlite Penta S.p.A., to which the business unit relating to the activities currently carried out by Cutlite Penta S.p.A. in the design and manufacture of high-performance laser systems for cutting materials, including metal, plastic, wood and dies, will be contributed.

The transaction is part of the process aimed at enhancing and developing the Cutlite Penta *business unit*, with a view to enabling it to benefit from TRUMPF's international positioning, sales and service network and industrial expertise. TRUMPF is a German group operating globally and a leader in the field of machine tools and lasers for industrial applications.

El.En. believes that retaining a 20% shareholding will allow the Group to continue supporting the company's growth path and, at the same time, to accompany its development within the framework of a long-term industrial partnership.

Main terms of the transaction. The agreement provides that TRUMPF will initially purchase an 80% shareholding in the share capital of the transferee company, while the El.En. Group will retain a residual 20% shareholding for a number of years. The transaction structure provides for the prior contribution, by Cutlite Penta S.p.A., of the business unit involved in the transaction to the newly incorporated company, together with the shareholdings and assets indicated in the definitive contractual documentation.

The maximum aggregate consideration expected for the sale of 80% of the share capital of the transferee company amounts to approximately Euro 21 million, to be paid in cash in accordance with the terms set out in the agreement: approximately Euro 13 million to be paid at *closing*; the remainder to be determined on the basis of the financial statements as at 31 December 2029 and in accordance with the price adjustment provisions.

The consideration was determined on the basis of the value attributed to the *business unit* being sold, taking into account, among other things, the available economic and financial data, the transaction structure, the assets and shareholdings subject to contribution, as well as the outcome of the due diligence process carried out by the purchaser. The agreement provides for price adjustment mechanisms and specific representations, warranties and indemnification obligations, with limitations, deductibles, thresholds and caps.

Shareholders' agreements are also envisaged in relation to the post-*closing* governance of the transferee company and the regulation of the residual shareholding held by the El.En. Group, including transfer restrictions and further rights and obligations of the parties as agreed.

Conditions precedent and closing

Completion of the transaction is subject to the fulfilment of the specific conditions precedent set out in the agreement and to the completion of the procedure before the Italian Presidency of the Council of Ministers pursuant to Law Decree No. 21 of 15 March 2012, as amended and supplemented, concerning the Government's special powers, the so-called Golden Power regime. Any further regulatory authorizations that may be required for the execution of the transaction, where applicable, remain unaffected.
The *closing* is expected to occur within six months from the signing of the agreement, subject to the fulfilment or waiver, where permitted, of the conditions precedent. The Company will inform the market of completion of the transaction and of any further relevant developments within the terms and in the manner provided for by applicable laws and regulations.

Effects of the transaction on the El.En. Group.

Following completion of the transaction, the transferee company being sold will be excluded from the full consolidation perimeter of the El.En. Group, in accordance with the applicable accounting standards.

As at 31 December 2025, the *business unit* being sold reported, in accordance with IFRS accounting standards, revenues of Euro 121.7 million, EBIT of Euro 1.9 million, net income of Euro 14 thousand and a negative net financial position of Euro 16.3 million. The value expected for the sale may result in a gross consolidated capital gain or loss to be determined on the basis of the carrying amounts as at the *closing* date, the effect of the price adjustment mechanisms, indemnification obligations, the different carrying value of the shareholdings and the applicable tax effects. Based on the economic and financial plans prepared for the activities being sold and in relation to their effect on the price adjustment clauses, it is currently reasonable to expect an overall capital loss in the order of magnitude of Euro 4 million. The Group's net financial position will be further strengthened as a result of the collection of the sale consideration and the deconsolidation of net financial debt amounting to approximately Euro 16 million.

Art. 71 of CONSOB Issuers' Regulation No. 11971/1999

It is also recalled that El.En. S.p.A. informed the public, on 3 October 2012, of its adherence to the simplification regime provided for under Articles 70, paragraph 8, and 71, paragraph 1-bis, of the CONSOB Issuers' Regulation, availing itself of the option to derogate from the obligations to publish information documents provided for in relation to significant acquisition and disposal transactions.

Statement by the Chairman

Gabriele Clementi, Chairman of El.En. S.p.A., commented: "*We are pleased with the agreement reached with TRUMPF, an industrial partner of international standing and recognised technological expertise. We believe that the transaction may offer Cutlite Penta new development opportunities, enhancing its industrial and technological heritage while preserving its identity. The agreement is based on the conviction that the combination of Cutlite Penta's tradition and expertise with TRUMPF's global network may support a further path of growth and innovation".*

Effects on 2026 Guidance

No effects on the previously announced 2026 Guidance are currently expected, except for any impacts deriving from the different accounting treatment provided for under IFRS 5.

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This press release contains forward-looking statements relating to future events, including the estimated effects of the transaction and the relevant timing for completion. Such statements are based on the information available as at today's date and reflect the Company's current expectations. Actual results may differ, including significantly, from those indicated as a result of multiple factors, including the fulfilment of the conditions precedent, the outcome of the applicable authorisation procedures, the evolution of the market environment and other factors beyond the Company's control.

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El.En., an Italian company, is the parent of a high-tech industrial group operating in the optoelectronics sector. Based on proprietary technology and multidisciplinary know-how, the El.En. Group manufactures laser sources (gas, semiconductor, solid-state and liquid) and innovative laser systems for medical and industrial applications. The El.En. Group is the laser market leader in Italy and among the top operators in Europe. It designs, manufactures and sells worldwide:
- *Medical laser equipment used in dermatology, cosmetics, physiotherapy, dentistry and gynecology;*
- *Industrial laser systems for applications ranging from cutting, marking and welding metals, wood, plastic and glass to decorating leather and textiles and restoring/conserving artwork;*
- *Laser systems for scientific research*

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