



*This is a joint press release by Neways Electronics International N.V. (**Neways**) and Infestos Sustainability B.V. (**Infestos**), pursuant to the provisions of Section 4, paragraph 3, Section 5, paragraphs 4 and 5 of the Netherlands Decree in Public Takeover Bids (*Besluit openbare biedingen Wft*) (the **Decree**) in connection with the announced, recommended public offer by Infestos for all the issued and outstanding ordinary shares in the capital of Neways (the **Offer**). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Neways. 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 announcement 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.*

### **ZBG, Menor, and OtterBrabant give irrevocable commitment to Infestos to tender 41.01% of the shares under the Offer**

#### **Highlights**

- 41.01% of the issued and outstanding Neways shares now committed to Infestos under the Offer
- Infestos reached agreement with ZBG, Menor and OtterBrabant in relation to their irrevocable commitment to tender all their Shares under the Offer

**Son / Enschede, the Netherlands, 8 July 2021, Neways (Euronext Amsterdam: NEWAY) and Infestos** - Reference is made to the joint press release by Neways and Infestos dated 24 June 2021 in respect of the Offer to be made by Infestos at an offer price of EUR 14.55 in cash per share (*cum dividend*) (the **Offer Price**).

Infestos and Neways are pleased to announce that Infestos entered into irrevocable undertakings with each of Z.B.G. Capital N.V. (**ZBG**), Menor Investments B.V. (**Menor**), and OtterBrabant Beheer B.V. (**OtterBrabant**). Pursuant to the irrevocables each of ZBG, Menor and OtterBrabant will:

- a) tender the respective ordinary shares they hold in the capital of Neways (**Shares**) under the Offer, if and when made. They will do so on the terms and conditions of the Offer as to be described in the Offer Memorandum, including the Offer Price. As per today, ZBG holds 3,432,604 Shares (representing 28.10% of the issued and outstanding Shares), Menor holds 908,078 Shares (representing 7.43% of the issued and outstanding Shares) and OtterBrabant holds 669,696 Shares (representing 5.48% of the issued and outstanding Shares); and
- b) vote in favor of the resolutions related to the Offer to be voted on at the extraordinary general meeting of Neways to be held in connection with the Offer.

The irrevocable undertakings contain certain customary undertakings and conditions.

Each of ZBG, Menor and OtterBrabant have not received any information in connection with the Offer that is relevant to Neways shareholders other than (i) the information that will be included in the Offer Memorandum or (ii) the information disclosed in this press release. At the date of this press release Infestos on the one hand, and ZBG, Menor and OtterBrabant on the other hand do not hold shares in each other's capital.



### Settlement agent and advisers

Allen & Overy LLP (Amsterdam) is acting as legal adviser to the Offeror. Kempen & Co is acting as financial adviser to the Offeror and as settlement agent for the Offer and Joh. Berenberg, Gossler & Co. KG is acting as financial adviser to the Offeror. ABN AMRO Bank N.V. is acting as financial adviser and AKD N.V. is acting as legal adviser to Neways. AXECO Corporate Finance B.V. is acting as financial adviser to the Supervisory Board of Neways.

### For more information:

#### Neways

**Angela Benner**

**Head of Communications Neways**

*Tel: + 31 (0) 40 2679201*

*Neways Electronics International N.V.*

*Postbus 69, 5690 AB SON*

*www.newayselectronics.com*

#### Infestos

**Hill+Knowlton Strategies**

**Ariën Stuijt**

*T: +31 20 404 4707*

*E: Arien.Stuijt@hkstrategies.com*

### About Neways

Neways is an international company active in the EMS (Electronic Manufacturing Services) market. Neways offers its clients custom-made solutions for the complete product life cycle (from product development to after-sales service) of both electronic components and complete (box-built) electronic control systems. Neways operates in a niche of the EMS market and focuses primarily on small to medium-sized specialist series, in which quality, flexibility and time-to-market play a crucial role. Neways products are used in sectors such as the Semiconductor, Medical, Automotive and Industrial. Neways has operating companies in the Netherlands, Germany, the Czech Republic, Slovakia, China and the United States, with a total of 2,598 employees at year-end 2020. Neways recorded net turnover of € 478.6 million in 2020. Neways shares are listed on the Euronext Amsterdam stock exchange (symbol: NEWAY).

### About Infestos

Infestos is a sustainable investment firm focused on entrepreneurial and hands-on investment of family capital. Infestos was established in 1999 and consists of a team of experienced professionals with multidisciplinary skills. Infestos has extensive experience on the capital markets through its investments in Alfen, NX Filtration and ESG Core Investments. In addition to its investment portfolio, Infestos supports talent development in sports through TalentNED, sustainable renovation of monumental real estate and projects in the fields of education and healthcare through the Infestos Foundation.

### Disclaimer

*This is a joint public announcement by Infestos and Neways 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 announcement is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities.*

*The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, Infestos and Neways disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Infestos, nor Neways, nor any of their advisers assumes any responsibility for any violation by any of these restrictions. Any Neways shareholder who is in any doubt as to his or her position should consult an appropriate professional adviser without delay.*

### **Forward-looking statements**

*Certain statements, beliefs and opinions in this press release are forward-looking, which reflect Infestos' or Neways' current expectations and projections about future events. By their nature, forward-looking statements involve a number of known and unknown risks, uncertainties and assumptions that could cause actual results, performance, achievements or events to differ materially from those expressed, anticipated or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. A multitude of factors including, but not limited to, changes in demand, regulation, competition and technology, can cause actual events, performance, achievements or results to differ significantly from any anticipated or implied development. Each of Infestos and Neways expressly disclaims any obligation or undertaking to release any update or revisions to any forward-looking statements in this press release as a result of any change in expectations or projections, or any change in events, conditions, assumptions or circumstances on which these forward-looking statements are based. Neither Infestos or Neways nor its advisers or representatives nor any of its affiliates or any such person's officers or employees guarantees that the assumptions underlying such forward-looking statements are free from errors nor does either accept any responsibility for the future accuracy of the forward-looking statements contained in this press release or the actual occurrence of the anticipated or implied developments. You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release.*