

## **CELLINK has entered into an agreement to acquire MatTek, the global leader in in-vitro technology and alternative drug testing models**

CELLINK AB (publ) ("CELLINK") has entered into an agreement with the shareholders of MatTek Corporation ("MatTek"), an American company focusing on advanced in-vitro technology for clinical and pre-clinical studies offering in-vitro human tissue model innovation, cell isolation and cell culture, to acquire all outstanding shares in MatTek for a purchase price on a cash- and debt-free basis of \$68 million (the "Acquisition"). Twenty percent of the purchase price will be paid in newly issued shares of series B in CELLINK (the "Consideration Shares") and the remaining purchase price in cash. CELLINK's Board of Directors will resolve to issue the Consideration Shares in accordance with the authorization from the Extraordinary General Meeting held on December 17, 2020.

### **The transaction in brief**

- Founded in 1985, by professors from Massachusetts Institute of Technology (MIT), MatTek is a pioneer and the market leading company in advanced in-vitro technology for clinical and pre-clinical studies offering in-vitro human tissue model innovation and cell isolation and cell culture. The company is the world leader in production of innovative 3D reconstructed human-derived tissue models used for product development and regulatory testing applications. MatTek has developed the largest portfolio of proprietary 3D human tissue and disease models in the world with a prominent customer base. MatTek will continue as part of CELLINK's business area Bioprinting.
- Through the strategic acquisition of MatTek, the CELLINK Group will achieve the following:
  1. By combining CELLINK's and MatTek's revolutionary technologies, we can offer market-leading in-vitro methods. These solutions allow researchers to gather better data through more physiologically relevant models and thus make better predictions. Perhaps more importantly, by providing alternative testing models, it enables the reduction, and in some cases elimination, of animal testing.
  2. Several strong synergies by combining CELLINK's cutting-edge bioprinting technology and modular large-scale industrial robotic flows with MatTek's 3D reconstructed, human-derived tissue models creating a world-leading tissue model offering, which are based on

- decades of research, creating the largest proprietary library of 3D human tissue and disease models in the world. As well as combining both companies strong R&D agendas.
3. The Acquisition is in line with CELLINK's commercial, bioconvergence strategy, complementing CELLINK's product offering and brings the Group closer to the patients through cutting edge products used in clinical and pre-clinical studies. The acquisition will also enable strong workflows to our customers which can be customized and cover all three of the Group's Business Areas. In essence this means exploring our bioconvergence agenda to full extent by combining innovative technologies and supporting our customers to create the future of medicine.
- The purchase price for all outstanding shares in MatTek's on a cash- and debt-free basis, and under the assumption that the working capital at closing equals the normalized working capital, amounts to \$68 million. Twenty percent of the purchase price will be paid by issuance of the Consideration Shares and the remaining purchase price will be paid in cash.
  - MatTek's revenue reached \$16.6 million in 2020 with an EBITDA margin of 21.9 per cent. Pro-forma revenue growth is expected for 2021 and MatTek's historical growth rate has been in the range of 10 per cent.
  - The Acquisition's completion and the transfer of MatTek's shares are expected to take place by March 24, 2021 provided that all conditions for completion are met.
  - MatTek will remain under current entity and management post-transaction.
  - MatTek will be consolidated in CELLINK's financial statements from CELLINK's second quarter 2021 and in the financial reporting from April 1, 2021.
  - CELLINK's Board of Directors will resolve on an issue in kind of the Consideration Shares in accordance with the authorization from the Extraordinary General Meeting held on December 17, 2020.

*"With this strategic acquisition of MatTek, we further realize CELLINK's and the founders' vision to reduce, and in some cases eliminate, animal testing by providing alternative test models. It is truly a great day for all of us at CELLINK, given that this was one of the main reasons why we founded the company five years ago. We are combining our strong purpose driven agenda with trailblazing technology and by doing so we are converging solutions which can change many people's lives, for the better, and create the future of medicine.*

*By combining CELLINK and MatTek's revolutionary technologies, we can offer market-leading in-vitro methods and finally replace controversial animal tests that are limited by their physiological relevance to predict human results. We see several strong synergies in combining CELLINK's cutting-edge, bioprinting technology and modular large-scale industrial robotic flows with MatTek's 3D reconstructed, human-derived tissue models creating a world-leading tissue model offering, which are based on decades of research, creating the largest proprietary library of 3D human tissue and disease models in the world." Erik Gatenholm, CEO, CELLINK.*

*"Since 1985 we have led innovation in advanced in-vitro science for clinical and pre-clinical studies offering in-vitro human tissue model innovation, cell isolation and cell culture. The time has come for the next step in our journey where we will have the opportunity to become a member of an innovative bioconvergence powerhouse where our expertise and offering can flourish. We will be able to reach out*

*to a wider community and continue our mission to put an end to animal testing by providing alternative test models.” Alex Armento President and CEO, MatTek.*

### **About MatTek**

Founded in 1985, by professors from Massachusetts Institute of Technology (MIT), MatTek is a pioneer and the market leading company in advanced in-vitro technology for clinical and pre-clinical studies offering in-vitro human tissue model innovation, cell isolation and cell culture. The company is the world leader in production of innovative 3D reconstructed human-derived tissue models used for product development and regulatory testing applications. MatTek has developed the largest portfolio of proprietary 3D human tissue and disease models in the world with a prominent customer base.

The company is headquartered in Ashland, Massachusetts outside Boston and has European operations located in Bratislava, Slovakia. The company has around 90 employees. Read more at: <https://www.mattek.com/>

### **Background and motivation for the Acquisition**

The Acquisition is in line with CELLINK’s commercial, bioconvergence strategy, complementing CELLINK’s product offering and brings the Group closer to the patients through cutting edge products used in clinical and pre-clinical studies.

Through the strategic acquisition of MatTek, the CELLINK Group will achieve the following:

*Offer market-leading alternative in-vitro methods and replace animal testing by providing alternative test models*

By combining CELLINK and MatTek’s revolutionary technologies, we can offer market-leading in-vitro methods. These solutions allow researchers to gather better data through more physiologically relevant models and thus make better predictions. Perhaps more importantly, by providing alternative testing models, it enables the reduction, and in some cases elimination, of animal testing.

*Synergies with the Group’s strong technology agenda and future product development*

Several strong synergies by combining CELLINK’s cutting-edge bioprinting technology and modular large-scale industrial robotic flows with MatTek’s 3D reconstructed, human-derived tissue models creating a world-leading tissue model offering, which are based on decades of research, creating the largest proprietary library of 3D human tissue and disease models in the world.

The Group's existing workflows can be integrated with MatTek's product range and great synergies regarding innovation and joint future product development has been identified, especially with CELLINK’s cutting-edge bioprinting technology. As well as combining both companies strong R&D agendas. MatTek will remain under current entity and management post-transaction.

### *Increased capacity to deliver large-scale processes*

It will also enable strong workflows to customers which can be customized and cover all three of the Group's Business Areas. CELLINKs and MatTek's production flows will together be able to cater for large-scale processes from early R&D to high throughput production.

### **Purchase price**

The purchase price for all outstanding shares in MatTek on a cash- and debt-free basis, and under the assumption that the working capital at closing equals the normalized working capital, amounts to \$68 million. Twenty percent of the purchase price will be paid by issuance of the Consideration Shares and the remaining purchase price will be paid in cash.

### **Issue of the Consideration Shares**

CELLINK's Board of Directors will resolve to issue the Consideration Shares in accordance with the authorization from the Extraordinary General Meeting held on December 17, 2020.

The Consideration Shares will be issued at a subscription price determined by the volume weighted average price of CELLINK shares of series B on Nasdaq Stockholm three trading days preceding and three trading days post the signing date, i.e., preliminary between March 5-12, 2021.

The Consideration Shares will be covered by a lock-up undertaking for up to 18 months with a partial release after 9 months.

### **Closing**

The Acquisition's completion and the transfer of MatTek shares are expected to take place by March 24, 2021 provided that all conditions for completion are met.

### **Advisors**

Foley & Lardner acted as legal advisors to CELLINK in connection with the Acquisition and The MFA Companies advised on financial and tax due diligence.

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*This is information that CELLINK AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, on March 10, 2021 at 07:00 (CET).*

### **About CELLINK**

Founded in 2016, CELLINK is the leading bioconvergence company in world that provides technologies, products and services to create, understand and master biology. With a focus on the application areas of bioprinting, multiomics,

cell line development, and diagnostics, the company develops and markets innovative technologies that enable researchers in the life sciences to culture cells in 3D, perform high-throughput drug screening and print human tissues and organs for the medical, pharmaceutical, and cosmetic industries. CELLINK's products are trusted by more than 1,800 laboratories, including ones at all the top 20 pharmaceutical companies, are being used in more than 65 countries, and have been cited in more than 1,600 publications. CELLINK is creating the future of medicine. CELLINK is listed on the Nasdaq the Stockholm under CLNK B. [www.cellink.com/investors](http://www.cellink.com/investors)