

Press release

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PHENIX SYSTEMS AND 3D SYSTEMS ANNOUNCE THE SIGNING OF SHARE PURCHASE AGREEMENTS

3D Systems Europe, Ltd., a subsidiary of 3D Systems Corporation, signed share purchase agreements to become the majority shareholder of Phenix Systems, a recognized actor in the design and manufacture of powder bed additive manufacturing equipment, listed on the French stock market: NYSE Alternext.

On June 5th and 11th, 2013, 3D Systems secured, through the signing of the aforementioned purchase agreements and subject to the satisfaction of certain customary conditions precedent, the purchase of 79.68% of the shares and 78.64 % of voting rights (after completion) of Phenix Systems at a maximum price of 13 euros per share, the sellers being the founders and major financial investors (FCPI INNOVERIS IV, FCPI INNOVERIS V and FCPI INNOVERIS VII represented by their management company, Viveris Management, and Banque Populaire Création whose management company is Naxicap Partners).

The conditions precedent (principally the authorization and approval from 3D Systems Corporation Board of Directors) shall be fulfilled and closing shall take place no later than July 15th, 2013.

Accordingly, in compliance with articles 234-2 and 235-2 of the General Regulation of the French market authority (AMF), 3D Systems will launch a simplified take-over bid (OPAS) on the remaining outstanding shares and voting rights of Phenix Systems. Should 3D Systems hold more than 95% of Phenix Systems shares or voting rights following the OPAS, it intends to launch a squeeze-out procedure (RO). The price per share offered for both the OPAS and RO should be the maximum price paid by 3D Systems under the aforementioned transaction, i.e. 13 euros per share, subject to AMF clearance and to the conclusions of an independent expert in charge of assessing the financial terms of the OPAS and, as applicable, the OPR.

The combination of Phenix Systems unique Direct Metal technology with 3D Systems' extensive technology portfolio strengthens 3D Systems' offerings and immediately positions it at the heart of the fast-growing aerospace, automotive, defense and patient specific healthcare manufacturing opportunities. The transaction adds complementary printers and materials, strengthens the company's Selective Laser Sintering technology platform and is expected to be accretive to the company's non-GAAP earnings in the first full year following the completion of transaction.



“Phenix represents the perfect strategic fit for us and we are thrilled to welcome François Reymondet, Patrick Teulet and their entire team to 3D Systems once the deal has closed,” said Avi Reichental, President and CEO, 3D Systems. *“Our complementary capabilities in advanced manufacturing combined with our effective R&D and extensive marketplace reach and coverage are sure to result in current and future direct metal solutions that will delight our customers.”*

“We have watched and admired 3D Systems for many years as they have driven the adoption of 3D content-to-print solutions globally. We believe that now is the right time to combine our efforts to take advantage of the accelerating demand for direct metal production,” said François Reymondet, CEO of Phenix Systems.

FIDAL (Philippe D’hoir and Gilles Daurat, Partners) advised the founders and Phenix Systems.

KL GATES (Olivia Lê Horovitz, Partner and Stanley Géhy) advised 3D Systems.

BRUNSWICK SOCIETE D’AVOCATS (Samuel Pallotto, Partner and Aurélien Diday) and L’EPERVIER CORPORATE FINANCE ADVISORS (Philippe Patricot, Olivier Matteoli and Luc Springinsfeld) advised Viveris Management.

EDGE AVOCATS (Claire Baufine Ducrocq, Partner) advised Naxicap Partners.

About 3D Systems: <http://www.3dsystems.com>

3D Systems is a leading provider of 3D content-to-print solutions including 3D printers, print materials and on-demand custom parts services for professionals and consumers alike. The company also provides CAD, reverse engineering and inspection software tools and consumer 3D printers, apps and services. Its expertly integrated solutions replace and complement traditional methods and reduce the time and cost of designing new products by printing real parts directly from digital input. These solutions are used to rapidly design, create, communicate, prototype or produce real parts, empowering customers to create and make with confidence.

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A propos de 3D Systems: <http://www.3dsystems.com>

Founded in 2000, **Phenix Systems** designs, manufactures and markets powder bed additive manufacturing equipments. The parts are directly created from their three-dimensional perception in CAD software. Each representative section of the part is laser sintered in solid phase with or without instantaneous consolidation at the melting point, depending on the material being used.

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