

FOR IMMEDIATE RELEASE

TSX: HTL



Hamilton Thorne Announces Closing of Going Private Transaction

BEVERLY, MA and TORONTO, ON – November 29, 2024 – Hamilton Thorne Ltd (TSX: HTL) (“**Hamilton Thorne**” or the “**Company**”), a leading provider of precision instruments, consumables, software, and services to the Assisted Reproductive Technologies (“**ART**”), research, and the cell biology fields, today announced the closing of its going private transaction (the “**Transaction**”) in accordance with an Arrangement Agreement (the “**Arrangement Agreement**”) with Cradle Acquisition ULC (the “**Purchaser**”), an acquisition vehicle managed by Astorg, pursuant to which the Purchaser acquired all of the issued and outstanding common shares of the Company at a price of C\$2.25 per share, other than certain shares held by Daniel Thorne and FAX Capital Corp. (the “**Shares**”).

In connection with the closing of the Transaction, the Shares will be delisted from the TSX and the Company will apply to cease to be a reporting issuer in each of the applicable jurisdictions in Canada.

Registered shareholders of the Company who have not already done so, are reminded to submit a duly completed letter of transmittal, and, as applicable, the certificate(s) representing their common shares, to Computershare Investor Services Inc. (“**Computershare**”). Registered shareholders who have questions or require assistance can contact Computershare at 1-800-564-6253 (toll-free within North America) or by email at corporateactions@computershare.com.

Piper Sandler & Co. served as exclusive financial advisor to the Company. Stifel Nicolaus Canada Inc. served as financial advisor to the Company’s special committee. Dentons Canada LLP and Rich May, P.C. acted as legal advisors to the Company.

For more information on the Transaction, please refer to the Company’s Management Information Circular and the appended Arrangement Agreement, which are available on SEDAR+ (www.sedarplus.ca) under Hamilton Thorne’s issuer profile.

About Hamilton Thorne

Hamilton Thorne is a leading global provider of precision instruments, consumables, software and services that reduce cost, increase productivity, improve results and enable breakthroughs in Assisted Reproductive Technologies (ART), research, and the cell biology fields. Hamilton Thorne markets its products and services under the Hamilton Thorne, Gynemed, Planer, IVFtech, Embryotech Laboratories, Tek-Event, and Gynetics brands, through its growing sales force and distributors worldwide. Hamilton Thorne customer base consists of fertility clinics, university research centers, animal breeding facilities, pharmaceutical companies, biotechnology companies, and other commercial and academic research establishments.

For more information about Hamilton Thorne: <https://www.hamiltonthorne.ltd/>

About Astorg

Astorg is a leading pan-European private equity firm with over €23 billion of assets under management. Astorg works with entrepreneurs and management teams to acquire market leading global companies headquartered in Europe or the US, providing them with the strategic guidance, governance and capital they need to achieve their growth goals. Enjoying a distinct entrepreneurial culture, a long-term shareholder perspective and a lean decision-making body, Astorg has valuable industry expertise in healthcare, software, technology, business services and technology-based industrial companies. Headquartered in Luxembourg, Astorg has offices in London, Paris, New York, Frankfurt, and Milan.

For more information about Astorg: <https://www.astorg.com/>. Follow Astorg on LinkedIn.

Forward-Looking Statements

This press release contains “forward-looking information” and “forward-looking statements” (collectively,

“forward-looking information”) within the meaning of applicable securities laws. Such forward-looking information or statements (“FLS”) are provided for the purpose of providing information about management’s current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes. Any such FLS may be identified by words such as “proposed”, “expects”, “intends”, “may”, “will”, and similar expressions. FLS contained or referred to in this press release includes, but is not limited to, the delisting of the Shares from the TSX and the submission of an application to cease to be a reporting issuer in each of the applicable jurisdictions in Canada.

FLS is based on a number of factors and assumptions which have been used to develop such statements and information, but which may prove to be incorrect. Although the Company believes that the expectations reflected in such FLS are reasonable, undue reliance should not be placed on FLS because the Company can give no assurance that such expectations will prove to be correct. Factors that could cause actual results to differ materially from those described in such FLS include, without limitation, the identified risk factors included in the Company’s public disclosure, including the annual information form dated March 27, 2024, which is available on SEDAR+ at www.sedarplus.ca. If any of these risks or uncertainties materialize, or if the assumptions underlying the FLS prove incorrect, actual results or future events might vary materially from those anticipated in the FLS. Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in FLS, there may be other risk factors not presently known to the Company or that the Company presently believes are not material that could also cause actual results or future events to differ materially from those expressed in such FLS. The FLS in this press release reflect the current expectations, assumptions, judgements and/or beliefs of the Company based on information currently available to the Company and are subject to change without notice.

Any FLS speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any FLS, whether as a result of new information, future events or results or otherwise, except as required under applicable securities laws. The FLS contained in this press release are expressly qualified by this cautionary statement. For more information on the Company, please review the Company’s continuous disclosure filings that are available at www.sedarplus.ca.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The TSX accepts no responsibility for the adequacy or accuracy of this release.

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