



NEWS RELEASE

# Hologic Acquires European Molecular Diagnostic Company Diagenode for Approximately \$159 Million

3/1/2021

-- Transaction Expands and Diversifies Hologic's Diagnostic Business Across Test Menu, Customer Segments and Geography --

MARLBOROUGH, Mass.--(BUSINESS WIRE)-- Hologic, Inc. (Nasdaq: HOLX), a global leader in women's health, announced today that it has acquired Diagenode, a privately held, European developer and manufacturer of molecular diagnostic assays and epigenetics products, for approximately \$159 million (130 million euros), subject to working capital and other customary closing adjustments.

"Acquiring Diagenode further strengthens our molecular diagnostics business by expanding our international capabilities, improving our regional time-to-market, and allowing us to offer a broader, more differentiated test menu," said Jan Verstreken, Hologic's group president, international. "Diagenode has been a great partner since 2016, helping us develop and manufacture PCR-based assays for Panther Fusion®. Now we look forward to accelerating and broadening those efforts to benefit our customers and patients."

Diagenode offers more than 30 real-time PCR (polymerase chain reaction) tests that are CE-marked for the detection of bacteria, parasites and viruses involved in sexually transmitted infections, respiratory diseases, meningitis and gastroenteritis. Diagenode previously collaborated with Hologic to develop Panther Fusion assays for group B Streptococcus and Bordetella. Diagenode is also playing a leading role in epigenetics with a robust portfolio of devices, kits, reagents, antibodies and services to aid in the analysis of DNA and RNA.

"We are very pleased that the Diagenode team will become part of Hologic's diagnostic business," said Didier Allaer, Diagenode's founder and chief executive officer. "Our businesses are highly complementary, and we are excited that Hologic's commercial resources and leadership in molecular automation will enable us to offer our assay menu



more broadly. Being part of Hologic will help scale our products to their full potential.”

“We are excited to put our strong cash flow to work to acquire Diagenode and further strengthen our diagnostics business, which has had tremendous momentum in the United States and internationally,” said Steve MacMillan, Hologic’s chairman, president and chief executive officer. “The acquisition is consistent with our tuck-in M&A strategy, leverages our automation capabilities, and provides attractive growth potential. And combined with our recent purchase of Biotheranostics, it enables us to continue strengthening our base diagnostics business to accelerate growth post-COVID.”

Diagenode generated more than \$30 million of revenue in the last 12 months. The acquisition is expected to be approximately break-even to Hologic’s non-GAAP earnings per share through fiscal 2022, and accretive thereafter.

### About Hologic, Inc.

Hologic, Inc. is an innovative medical technology company primarily focused on improving women's health and well-being through early detection and treatment. For more information on Hologic, visit [www.hologic.com](http://www.hologic.com).

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### Non-GAAP Financial Measures

This press release discusses non-GAAP diluted EPS, which is a non-GAAP financial measure. Hologic’s definition of non-GAAP diluted EPS may differ from similarly titled measures used by others. Hologic defines its non-GAAP EPS presented in this press release to primarily exclude the amortization of intangible assets, acquisition- and integration-related charges, and income taxes related to such adjustments.

Non-GAAP diluted EPS adjusts for specified items that may be non-cash, or can be highly variable or difficult to predict. In the context of forward-looking statements, the non-GAAP financial measures facilitate period-to-period comparisons by excluding the effects of events that have occurred in the past or may occur in the future and have accounting consequences that can mask underlying operational trends, such as acquisitions, restructurings, debt extinguishment and impairments.

This non-GAAP financial measure should be considered supplemental to, and not a substitute for, financial information prepared in accordance with GAAP. Because non-GAAP financial measures exclude the effect of items that will increase or decrease Hologic’s reported results of operations, management encourages investors to review Hologic’s consolidated financial statements and publicly filed reports in their entirety.

Future GAAP EPS may be affected by changes in ongoing assumptions and judgments, and may also be affected by non-recurring, unusual or unanticipated charges, expenses or gains, which are excluded from the calculation of Hologic's non-GAAP EPS as described in this press release.

When Hologic provides its expectations for non-GAAP EPS on a forward-looking basis, a reconciliation of the differences between these non-GAAP expectations and the corresponding GAAP measures are not available without unreasonable effort because Hologic has not estimated the fair value of the assets and liabilities acquired in the transaction. Nor has Hologic determined the fair value of acquired intangible assets and related annual amortization expense that would be required to provide the corresponding GAAP measure. The variability of the items that have not yet been determined may have a significant, and potentially unpredictable, impact on Hologic's future GAAP results.

### Forward-Looking Statements

This news release contains forward-looking information that involves risks and uncertainties, including statements about each company's plans, objectives, expectations and intentions. Such statements include, without limitation: financial or other information based upon or otherwise incorporating judgments or estimates relating to future performance, events or expectations; each company's strategies, positioning, resources, capabilities, and expectations for future performance; and each company's outlook and financial and other guidance. These forward-looking statements are based upon assumptions made as of this date and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those anticipated.

Risks and uncertainties that could adversely affect either company's business and prospects, and otherwise cause actual results to differ materially from those anticipated, include without limitation: the possibility that the anticipated benefits from the proposed transaction cannot be fully realized or may take longer to realize than expected; the possibility that costs or difficulties related to the integration of Diagenode's operations with those of Hologic will be greater than expected; the ability of Hologic and Diagenode to retain and hire key personnel; the coverage and reimbursement decisions of third-party payers and the guidelines, recommendations, and studies published by various organizations relating to the use of products and treatments; the ability to successfully manage ongoing organizational and strategic changes, including Hologic's ability to attract, motivate and retain key employees; the development of new competitive technologies and products; regulatory approvals and clearances for products; the anticipated development of markets in which products are sold into and the success of products in these markets; the anticipated performance and benefits of products; estimated asset and liability values; anticipated trends relating to Hologic's financial condition or results of operations; and Hologic's capital resources and the adequacy thereof.

The risks included above are not exhaustive. Other factors that could adversely affect Hologic's business and prospects are described in Hologic's filings with the SEC. Hologic expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any such statements presented herein to reflect any change in expectations or any change in events, conditions or circumstances on which any such statements are based.

Source: Hologic, Inc.

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