

Hologic - Investor Relations

Hologic to Acquire Trex Medical's U.S. Assets

Acquisition Reinforces Leading Role in Women's Health (Bone Densitometry and Mammography) and Expands Capabilities in the Growing Digital Radiography Market

PRNewswire
BEDFORD, Mass.

Hologic, Inc. (NASDAQ: HOLX), a leading manufacturer of bone densitometers and digital general radiography systems, today announced that it has signed a definitive Agreement to acquire the U.S. business assets of Trex Medical Corporation (AMEX: TXM), a Thermo Electron company. Trex Medical manufactures the leading X-ray mammography systems used worldwide for the detection and diagnosis of breast cancer. Also, Hologic will continue the business activities of Trex Medical in the areas of mobile x-ray systems, X-ray systems for non-destructive testing, specialized medical X-ray imaging equipment for cardiac catheterization laboratories, digital radiographic/fluoroscopic (R/F) systems, electrophysiology products and general radiography products. Hologic will take over approximately 550 employees at Trex Medical's current 62,500 square foot research and development, manufacturing and administrative site in Danbury, Connecticut and Trex Medical's 156,000 square foot leased facility in Littleton, Massachusetts; and will acquire 49 issued U.S. and foreign patents. Revenues associated with the acquired business for the quarter ended July 1, 2000 totaled approximately \$30 million. Completion of the sale is expected to take place in mid to late September, subject to regulatory approvals and usual conditions.

Trex Medical's products address the general-purpose and specialized medical X-ray markets with a broad range of products. The company serves the mammography market with state-of-the-art breast-imaging units and minimally invasive breast-biopsy systems. The breast-biopsy systems offer women a less traumatic option to open surgical breast biopsy.

Trex's mammography systems incorporate the High Transmission Cellular (HTC™) Imaging System, the most effective contrast improvement in 20 years of breast imaging. The patented HTC technology is unique in that it reduces X-ray scatter in both the x and y dimensions, delivering superior contrast and resolution without an increase in dose.

Hologic will acquire the U.S. business of Trex Medical in a combined cash and note deal valued at approximately \$55 million. Under the terms of the agreement, Hologic will pay \$30 million in cash and will issue a secured note in the amount of \$25 million (with a term of 3 years) upon completion of the transaction. Since the current operations of Trex Medical are unprofitable, management expects this transaction to initially be dilutive to earnings.

S. David Ellenbogen, Hologic's Chairman and CEO stated, "This acquisition completes for us the foundation required to transform our business from a single modality company to an advanced medical X-ray company. Together, with the 1999 acquisition of our direct-to-digital technology from Direct Radiography Corp., we are uniquely positioned to capitalize on the growing interest in digital radiographic imaging, and are now adding a digital mammography capability to our growing digital X-ray business. This acquisition reinforces our strong focus on women health issues, initially including osteoporosis and expanding to breast cancer assessment. We have created a technology platform from which to develop an expanding array of imaging systems to address the developing market for digital images. Our goal is to position the Company to generate sales in excess of \$200 million in calendar 2001 from bone densitometry, mammography and digital radiography."

Hologic will hold an investor conference call at 10:00 a.m. EST today. Please call (800) 231-9012 within the U.S., or (719) 457-2617 outside the U.S. (Code : 769739).

More information is available at <http://www.thermo.com/> and <http://www.hologic.com/> on the Internet.

Hologic, Inc. develops, manufactures and markets proprietary x-ray and ultrasound systems. With more than 9,000 installations worldwide, the Company's QDR and ultrasound bone densitometers are used for the assessment of bone density and vertebral status to assist in the diagnosis and monitoring of metabolic bone diseases such as osteoporosis. FluoroScan Imaging Systems, Inc., a wholly owned subsidiary, manufactures and distributes state-of-the-art, low intensity, real time X-ray imaging devices which provide high resolution images at radiation levels and at a cost well below those of conventional X-ray and fluoroscopic equipment. Direct Radiography Corp., a wholly owned subsidiary, manufactures a state-of-the-art proprietary flat panel technology, DirectRay®, which can produce high quality digital radiographic images in seconds, thereby bypassing the need for X-ray film or chemicals.

Trex Medical Corporation is a leading manufacturer of mammography systems and of digital dental X-ray equipment. In addition, the company manufactures general-purpose and specialized medical imaging systems, including those used during diagnostic and interventional vascular and cardiac procedures, such as balloon angioplasty.

This News Release contains forward-looking information that involves risks and uncertainties, including statements about the Company's plans, objectives, expectations and intentions. Such statements include, without limitation, statements involving the financial and other contributions expected from the acquisition of the Trex Medical business, as well as the Company's earlier acquisition of Direct Radiography Corp. There can be no assurance that actual results will not be materially different than those anticipated in these forward-looking statements. Factors, which could cause actual results to materially differ from those anticipated in these forward-looking statements, include known and unknown risks, including those set forth below. Acquisitions involve numerous risks, including difficulties in the assimilation of operations and products of acquired businesses, the ability to manage geographically remote units and the potential loss of key employees of the acquired companies. In addition, the technologies and businesses being acquired by the Company are subject to significant risks and uncertainties including uncertainty of new product development; uncertainty of market growth; the reliance of Trex Medical on one or a limited number of suppliers for certain critical components; rapid technological change; intense competition; and regulatory risks involving the development, manufacturing, marketing, and sale of medical devices. The current operations of Trex Medical are unprofitable, and the Company cannot assure that it will be able to run the Trex Medical business on a profitable basis. In addition, the Company expects to incur significant expenses in connection with the acquisition and integration of the Trex Medical business. Other factors that could adversely affect the Company's business and prospects are described in the Company's reports and registration statements filed with the Securities and Exchange Commission. The Company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any such statements to reflect any change in the Company's expectations or any change in events, conditions or circumstances which any such statement is based.

SOURCE: Hologic, Inc.

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