

July 10, 2024



Rand Capital Corporation

Rand Capital Announces Portfolio Company SciAps, Inc. to be Acquired by Spectris plc

BUFFALO, N.Y.--(BUSINESS WIRE)-- [Rand Capital Corporation](#) (Nasdaq: RAND) ("Rand" or the "Company"), a business development company providing alternative financing for lower middle market companies, announced today that SciAps, Inc., a portfolio company in which Rand has an equity and debt investment, is to be acquired by [Spectris plc](#) (LSE: SXS) for consideration of up to \$260 million comprised of up-front consideration of \$200 million plus a deferred element of up to \$60 million payable subject to SciAps attaining certain financial metrics. The transaction is subject to customary closing conditions and regulatory approvals, with completion expected to take place later this year.

Daniel P. Penberthy, President and CEO of Rand Capital, noted, "We are excited for the SciAps team to join Spectris and embark on the next leg of growth with an ideal strategic partner. SciAps was among one of the last holdings from our legacy portfolio, where we nurtured it through equity investments from its very early stages, and later provided debt financing for working capital to support its rapid growth. Rand has been a long-time trusted partner of SciAps and its co-investors, which we believe contributed to its success."

SciAps has been in the Rand portfolio for nearly eleven years during which time Rand provided an initial equity investment, several follow-on equity investments and most recently invested \$2.1 million in August 2021 as a secured note. Rand holds approximately 6% of the equity of SciAps with a cost basis of \$3.1 million. Total cost of the investment was \$5.2 million including the recent debt instrument. The portfolio company represented 8.5% of Rand's net asset value as of March 31, 2024.

Mr. Penberthy concluded, "While Rand is now more currently focused on debt financing for lower to middle market businesses, this successful exit supports our continued attention to maintaining a minority equity investment as part of our total investment into our portfolio companies which we believe can contribute to strong returns with future exits."

More detail about the Spectris acquisition of SciAps Inc. can be found at [Spectris' investor relations website](#).

ABOUT RAND CAPITAL

Rand Capital (Nasdaq: RAND) is an externally managed business development company (BDC). The Company's investment objective is to maximize total return to its shareholders with current income and capital appreciation by focusing its debt and related equity investments in privately-held, lower middle market companies with committed and experienced managements in a broad variety of industries. Rand invests in early to later stage businesses that have sustainable, differentiated and market-proven products, revenue of more than \$2 million and a path to free cash flow or up to \$5 million in EBITDA. The

Company's investment activities are managed by its external investment adviser, Rand Capital Management, LLC. Additional information can be found at the Company's website where it regularly posts information: <https://www.randcapital.com/>.

Safe Harbor Statement

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than historical facts, including but not limited to statements regarding the timing for completion of the acquisition of SciAps Inc. by Spectris plc, the strategy of the Company and its outlook; statements regarding the implementation of the Company's strategy and its growth trajectory; and any assumptions underlying any of the foregoing, are forward-looking statements. Forward-looking statements concern future circumstances and results and other statements that are not historical facts and are sometimes identified by the words "may," "will," "should," "potential," "intend," "expect," "endeavor," "seek," "anticipate," "estimate," "overestimate," "underestimate," "believe," "could," "project," "predict," "continue," "target" or other similar words or expressions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove to be incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) evolving legal, regulatory and tax regimes; (2) changes in general economic and/or industry specific conditions; and (3) other risk factors as detailed from time to time in Rand's reports filed with the Securities and Exchange Commission ("SEC"), including Rand's annual report on Form 10-K for the year ended December 31, 2023, quarterly reports on Form 10-Q, and other documents filed with the SEC. Consequently, such forward-looking statements should be regarded as Rand's current plans, estimates and beliefs. Except as required by applicable law, Rand assumes no obligation to update the forward-looking information contained in this release.

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