

**“Lower Obstacles for IPOs of Smaller Companies in the U.S.,”**  
***Börsen-Zeitung*, November 9, 2013**  
**Summary Translation**

Dechert LLP represented voxeljet AG, a leading German provider of high-speed, large-format 3D printers and on-demand parts services to industrial and commercial customers in its \$97.2 million initial public offering of 7,475,000 American Depositary Shares (ADS) at a public offering price of \$13 per ADS, which reflects the exercise of the full underwriters’ over-allotment option and includes 1,875,000 ADS sold by selling shareholders. The company’s currently trades with a market cap of approximately USD 600 million on the New York Stock Exchange

In an interview with German business paper *Börsen-Zeitung*, Berthold Hummel, a partner with Dechert LLP in Munich, has explained if and why smaller German or European companies can profit from lower regulatory obstacles at Nasdaq or the New York Stock Exchange.

Commenting on why voxeljet AG decided to list in the US, Berthold Hummel says that “the rationale of the listing of this successful company with a significant market share in Europe in the 3D printing space on the NYSE will deliver the company some higher visibility in the U.S. market as a key market for large-format 3D-printers. The U.S. capital market also takes the growth potential of this industry much more into account as this is the case in Europe. Finally, hiring senior management with a US background will be facilitated as a side effect.”

Answering what makes life easier for companies to list in the US, Berthold Hummel explains: “Especially smaller companies take advantage from the regulatory alleviations in the Americas. While the access to the European financial markets is often seen as too complicated, obstacles in the U.S. are much lower. Emerging growth companies (EGCs) profit from numerous easements granted by the Exchange Act and SEC regulations. This includes more relaxed disclosure requirements as a so called foreign private issuer (FPI) post IPO but also a more straight forward process when preparing the IPO. This gives smaller companies increased planning reliability as to process and cost towards a listed business.”

Berthold Hummel also explains: “FPIs may in principle maintain their existing legal structure, provided there is a certain recognition effect to a corporation under U.S. law. This is especially accepted for the German or European stock corporation. Since a U.S. holding structure with an ultimate US parent company as the listed vehicle is not needed, there are no adverse tax effects for the company and its shareholders.”

In reply of why the turf for start ups and small cap companies is much better in the US, Berthold Hummel states: “It is the aim of the JOBS Acts to open the U.S. capital market for technology-oriented entrepreneurs and to enable investments in attractive companies with growth potential”. Berthold Hummel quotes “the list of successful small-cap listings at the NYSE in the past two years demonstrates that all these candidates rely on a well-established business model. Insofar the U.S. capital market is not alive to start-ups as such but rather to established companies in fast emerging sectors where growth can even be accelerated by further capital inflow”.

According to Berthold Hummel “there is a growing trend for IPOs of European issuers in the Americas. One could observe that German respectively European companies are increasingly interested in this kind of U.S. offerings. One reason for this tendency is that smaller companies or

venture capital financed start-ups have to survive in the global market and they often want or will have to be represented in distant jurisdictions right from the beginning.” Berthold Hummel observed that “from 90 FPI, which have ventured a U.S. listing in 2012, one third was of European origin. This trend will continue across different sectors if the enormous liquidity at the financial markets will last.”