PRESSTEK INC /DE/
Form PREM14A
September 19, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Q

Filed by a Party other than the Registrant o

Check the appropriate box:

Q Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

PRESSTEK, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

o No fee required.

Q Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: Common Stock, par value $0.01 per share, of Presstek, Inc. (the “Company”)

(2) Aggregate number of securities to which transaction applies: 37,525,228 shares of the Company’s common stock (which includes 100,000 shares of restricted common units)

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): 37,525,228 shares of the Company’s common stock multiplied by the merger consideration of $0.50 per share

(4) Proposed maximum aggregate value of transaction: $18,762,614

(5) Total Fee Paid: $2,151

Total fee paid:

x Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

This preliminary proxy statement is filed as an amendment to the preliminary proxy statement filed on September 13, 2012 to add a proposal for stockholders to approve, on an advisory basis, the merger-related compensation provided to the named executive officers of Presstek, Inc.

Presstek, Inc.
10 Glenville Street
Greenwich, Connecticut 06831
Telephone: (203) 769-8056

[•], 2012
Dear Fellow Stockholder:

We cordially invite you to attend a special meeting of the stockholders of Presstek, Inc., which we refer to as the Company, to be held on [•], 2012, at [•] p.m., local time, at the offices of McDermott Will & Emery LLP, 340 Madison Avenue, New York, New York.

At the special meeting, you will be asked to approve the adoption of the Agreement and Plan of Merger, dated as of August 22, 2012, as it may be amended from time to time, which we refer to as the merger agreement, among MAI Holdings, Inc., a Delaware corporation, which we refer to as Parent, and MAI Merger Corp., a direct wholly owned subsidiary of Parent, which we refer to as Purchaser, and the Company, pursuant to which Purchaser will be merged with and into the Company and the Company will continue as the surviving corporation. We refer to this transaction as the merger. Following the merger, the Company will be a wholly owned subsidiary of Parent.

We are also asking you to approve, on an advisory basis, the merger-related compensation for the Company's named executive officers and grant us the authority to vote your shares to adjourn the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the adoption and approval of the merger agreement.

If the merger is completed, you will be entitled to receive $0.50 in cash, without interest, less any applicable withholding taxes, for each share of the Company's common stock owned by you.

The board of directors of the Company has unanimously determined that the merger is fair to, and in the best interests of, the Company's stockholders, approved and declared advisable the merger agreement and resolved to recommend that the stockholders adopt the merger agreement. The board of directors made its recommendation after consultation with its independent legal and financial advisers and consideration of a number of factors. The board of directors unanimously recommends that you vote "FOR" approval of the proposal to adopt the merger agreement, "FOR" the approval, on an advisory basis, of the merger-related compensation for the Company's named executive officers, and "FOR" approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Approval of the proposal to adopt the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of the Company's common stock entitled to vote thereon.

Your vote is very important. Whether or not you plan to attend the special meeting, please complete, date, sign and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope, or submit your proxy by telephone or through the Internet. If you attend the special meeting and vote in person, your vote by ballot will revoke any proxy previously submitted. The failure to vote will have the same effect as a vote against approval of the proposal to adopt the merger agreement.

If your shares of common stock of the Company are held in street name by your bank, brokerage firm or other nominee, your bank, brokerage firm or other nominee will be unable to vote your shares of common stock of the Company without instructions from you. You should instruct your bank, brokerage firm or other nominee as to how to vote your shares of the Company's common stock, following the procedures provided by your bank, brokerage firm or other nominee. The failure to instruct your bank, brokerage firm or other nominee to vote your shares of the Company's common stock "FOR" approval of the proposal to adopt the merger agreement will have the same effect as voting against the proposal to adopt the merger agreement.

The accompanying proxy statement provides you with detailed information about the special meeting, the merger agreement and the merger. A copy of the merger agreement is attached as Annex A to the proxy statement. We encourage you to read the entire proxy statement and its annexes, including the merger agreement, carefully. You may also obtain additional information about the Company from documents we have filed with the Securities and Exchange Commission.

Thank you in advance for your cooperation and continued support.

Sincerely,

Stanley E. Freimuth
Chairman, President and Chief Executive Officer

This proxy statement is dated [•], 2012, and is first being mailed to the Company's stockholders on or about [•], 2012.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER, PASSED UPON THE MERITS OR FAIRNESS OF THE MERGER AGREEMENT OR THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE MERGER, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE INFORMATION CONTAINED IN THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Presstek, Inc.
10 Glenville Street
Greenwich, Connecticut 06831
Telephone: (203) 769-8056

NOTICE OF SPECIAL MEETING

A special meeting of the stockholders of Presstek, Inc., which we refer to as the Company, will be held at the offices of McDermott Will & Emery LLP, 340 Madison Avenue, New York, New York, on [•], 2012, at [•] p.m., local time, for the following purposes:

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of August 22, 2012, as it may be amended from time to time, which we refer to as the merger agreement, among MAI Holdings, Inc., a Delaware corporation, which we refer to as Parent, MAI Merger Corp, a Delaware corporation and a direct wholly owned subsidiary of Parent, which we refer to as Purchaser, and the Company. A copy of the merger agreement is attached as Annex A to the accompanying proxy statement.

2. To consider and vote on a proposal to approve, on an advisory basis, the merger-related compensation for the Company's named executive officers.

3. To consider and vote on a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the proposal to adopt the merger agreement.

4. To transact any other business that may properly come before the special meeting, or any adjournment or postponement of the special meeting, by or at the direction of the board of directors of the Company.

Only Stockholders of record at the close of business on [•], 2012, the record date fixed by the board of directors for the special meeting, are entitled to notice of, and to vote at, such meeting.

The board of directors of the Company has unanimously determined that the merger is fair to, and in the best interests of, the Company and its stockholders and approved and declared advisable the merger agreement and the merger and the other transactions contemplated by the Agreement and Plan of Merger. The Company’s board of directors made its determination after consultation with its independent legal and financial advisors and consideration of a number of factors. The board of directors of the Company recommends that you vote “FOR” the proposal to adopt the merger agreement, "FOR" the approval, on an advisory basis, of the merger-related compensation for the Company's named executive officers, and “FOR” the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Company stockholders who do not vote in favor of adoption of the merger agreement will have the right to seek appraisal and receive the fair value of their shares in lieu of receiving the per share merger consideration if the merger closes but only if they perfect their appraisal rights by complying with the required procedures under Delaware law, which are summarized in the accompanying proxy statement.

STOCKHOLDERS, WHETHER OR NOT THEY EXPECT TO ATTEND THE SPECIAL MEETING IN PERSON, ARE REQUESTED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED FORM OF PROXY IN THE

ACCOMPANYING POSTAGE PAID AND PRE-ADDRESSED ENVELOPE OR TO VOTE BY TELEPHONE OR THROUGH THE INTERNET. THE PROXY IS REVOCABLE AT ANY TIME PRIOR TO THE EXERCISE THEREOF AT THE SPECIAL MEETING BY WRITTEN NOTICE TO THE COMPANY, AND STOCKHOLDERS WHO ARE PRESENT AT THE MEETING MAY WITHDRAW THEIR PROXIES AND VOTE IN PERSON IF THEY SO DESIRE.

By Order of the Board of Directors,

James R. Van Horn
Senior Vice President, Chief Administrative
Officer, General Counsel and Secretary

Dated: [•], 2012
Greenwich, Connecticut

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THE MERGER AGREEMENT

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(continued)

Annex A	Agreement and Plan of Merger, dated as of August 22, 2012, among, MAI Holdings, Inc., MAI Merger Corp. and Presstek, Inc.
Annex B	Opinion of GCA Savvian Advisors, LLC, dated August 22, 2012.
Annex C	Voting Agreement, dated as of August 22, 2012, by and among MAI Holdings, Inc., IAT Reinsurance Company Ltd. and related parties listed on Schedule I thereto.
Annex D	Section 262 of the General Corporation Law of the State of Delaware.

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

The following questions and answers are intended to address briefly some commonly asked questions regarding the merger, the merger agreement and the special meeting. These questions and answers may not address all questions that may be important to you as a stockholder of the Company. Please refer to the "Summary" and the more detailed information contained elsewhere in this proxy statement, the annexes to this proxy statement and the documents referred to in this proxy statement, all of which you should read carefully. You may obtain the information incorporated by reference in this proxy statement without charge by following the instructions under "Where You Can Find More Information" beginning on page 77.

Q. Why am I receiving this document?

A. Presstek, Inc., which we refer to as the Company, us, our or we, has agreed to be acquired by MAI Holdings, Inc., or Parent, pursuant to the terms of the merger agreement described in this proxy statement. A copy of the merger agreement is attached to this proxy statement as Annex A. The Company's stockholders must vote to adopt the merger agreement before the transactions contemplated by the merger agreement can be completed, and the Company is holding a special meeting of its stockholders so that its stockholders may vote with respect to the adoption of the merger agreement.

You are receiving this proxy statement because you own shares of the Company's common stock. This proxy statement contains important information about the proposed transaction and the special meeting, and you should read it carefully. The enclosed proxy statement allows you to vote your shares of the Company's common stock without attending the special meeting in person.

Your vote is extremely important, and we encourage you to vote as soon as possible. For more information on how to vote your shares of the Company's common stock, please see the section of this proxy statement entitled "The Special Meeting" beginning on page 19.

Q. What is the proposed transaction and what effects will it have on the Company?

A. The proposed transaction is the acquisition of the Company by Parent pursuant to the merger agreement. If the proposal to adopt the merger agreement is approved by our stockholders and the other closing conditions under the merger agreement have been satisfied or waived, MAI Holdings, Inc., or Purchaser, which is a direct wholly owned subsidiary of Parent, will merge with and into the Company, with the Company continuing as the surviving corporation. We refer to this transaction as the merger. As a result of the merger, the Company will become a wholly owned subsidiary of Parent and will no longer be a publicly-held corporation. In addition, as a result of the merger, our common stock will be delisted from the Nasdaq Global Market, or Nasdaq, and deregistered under the Securities Exchange Act of 1934, as amended, or the Exchange Act, we will no longer file periodic reports with the Securities and Exchange Commission, or SEC, on account of our common stock and you will no longer have any interest in our future earnings or growth.

Q. What will I receive if the merger is completed?

A. Upon completion of the merger, you will be entitled to receive $0.50 in cash, without interest, which amount we refer to as the merger consideration, less any applicable withholding taxes, for each share of the Company's common stock that you own, unless you properly exercise, and do not withdraw, your appraisal rights under the Delaware General Corporation Law, or the DGCL, with respect to such shares. For example, if you own 100 shares of the Company's common stock, you will receive $50.00 in cash in exchange for your shares of the Company's common stock, less any applicable withholding taxes. Upon consummation of the merger, you will not own any

shares of the capital stock of the surviving corporation.

Q. How does the merger consideration compare to the market price of the Company's common stock prior to the announcement of the merger?

A. The merger consideration represents a premium of 16.3% to the closing price of the Company's common stock on August 22, 2012, the last trading day prior to the public announcement of the merger agreement, and a premium of 13.6% to closing price of the Company's common stock 30 days prior to the announcement of the transaction on July 24, 2012. However, the merger consideration represents an 82% discount to the highest closing price in the last two years of $2.73 on March 10, 2011.

Q. When do you expect the merger to be completed?

A. We are working towards completing the merger as soon as possible. Assuming timely satisfaction of necessary closing conditions, we anticipate that the merger will be completed in the fourth quarter of 2012. If our stockholders vote to approve the proposal to adopt the merger agreement, the merger will become effective as promptly as practicable following the satisfaction or waiver of the other conditions to the merger.

Q. What happens if the merger is not completed?

A. If the merger agreement is not adopted by the stockholders of the Company or if the merger is not completed for any other reason, the stockholders of the Company will not receive any payment for their shares of the Company's common stock in connection with the merger. Instead, the Company will remain an independent public company and the common stock will continue to be listed and traded on Nasdaq. Under specified circumstances, the Company may be required to reimburse Parent for its expenses or pay Parent a fee with respect to the termination of the merger agreement, as described under "The Merger Agreement—Termination Fee" beginning on page 62.

Q. Is the merger expected to be taxable to me?

A. The exchange of shares of common stock for cash pursuant to the merger generally will be a taxable transaction for U.S. federal income tax purposes. If you are a "U.S. holder," as defined under "The Merger—Material U.S. Federal Income Tax Consequences of the Merger," you will generally recognize gain or loss in an amount equal to the difference, if any, between the cash payments made pursuant to the merger and your adjusted tax basis in your shares of the Company's common stock. If you are a "non-U.S. holder," as defined under "The Merger—Material U.S. Federal Income Tax Consequences of the Merger," any gain that you realize generally will not be subject to U.S. federal income tax, subject to certain exceptions discussed in that section. You should read "The Merger—Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 46, which provides a discussion of the U.S. federal income tax consequences of the merger for "U.S. holders" and "non-U.S. holders." You should also consult your tax adviser for a complete analysis of the effect of the merger on your U.S. federal, state, local and foreign taxes.

Q: Do any of the Company's directors or officers have interests in the merger that may differ from or be in addition to my interests as a stockholder?

A: Yes. In considering the recommendation of the board of directors to vote in favor of the adoption of the merger agreement, you should be aware that the Company's directors and officers have interests in the merger that are different from, or in addition to, the interests of our stockholders generally. The board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending that the merger agreement be adopted by the stockholders of the Company. See "The Merger—Interests of Certain Persons in the Merger" beginning on page 43.

Q. When and where is the special meeting?

A. The special meeting of stockholders of the Company will be held on [•], 2012, at [•] p.m., local time, at the corporate offices of the Company located at the offices of McDermott Will & Emery LLP, 340 Madison Avenue, New York, New York.

Q. What am I being asked to vote on at the special meeting?

A. You are being asked to consider and vote on proposals to adopt the merger agreement, to approve, on an advisory basis, the merger-related compensation for the Company's named executive officers, and to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the proposal to adopt the merger agreement.

Q. What vote is required for the Company’s stockholders to approve the proposal to adopt the merger agreement?

A. The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of our common stock entitled to vote thereon.

Because the affirmative vote required to approve the proposal to adopt the merger agreement is based upon the total number of outstanding shares of our common stock, failing to submit a proxy or vote in person at the special meeting, abstaining from the vote or failing to provide your bank, broker or other nominee with instructions as to how to vote your shares will each have the same effect as a vote against the proposal to adopt the merger agreement.

Q. What vote of our stockholders is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies?

A. Approval of the proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies requires the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on the matter at the special meeting, whether or not a quorum is present.

Abstaining will have the same effect as a vote against the proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies. If your shares of common stock are held through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee as to how to vote your shares of common stock, your shares of common stock will not be voted, and this will not have any effect on the proposal to adjourn the special meeting.

Q: What vote of our stockholders is required to approve the merger-related compensation for the Company’s named executive officers?

A: Approval, on an advisory basis, of the merger-related compensation for the Company’s named executive officers requires the affirmative vote of a majority of the holders of a majority of the shares of our common stock present, in person or represented by proxy, and entitled to vote on the matter at the special meeting, provided a quorum is present. You may vote “for,” “against” or “abstain.” Abstentions will not count as votes cast on the proposal relating to the merger-related compensation for the Company’s named executive officers, but will count for the purpose of determining whether a quorum is present. As a result, if you abstain, it will have the same effect as if you vote against the proposal relating to the merger-related compensation.

Q. How does the board of directors recommend that I vote?

A. The board of directors unanimously recommends that you vote “FOR” the proposal to adopt the merger agreement, "FOR" the aproval, on an advisory basis, of the merger-related compensation for the Company's named executive officers, and “FOR” the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Q. How many votes are already committed to be voted in favor of the adoption of the merger agreement?

A. Pursuant to a voting agreement, dated as of August 22, 2012, between Parent and IAT Reinsurance Company Ltd. and related parties identified on Schedule I to the voting agreement, which we refer to as the voting agreement, IAT Reinsurance Company Ltd. and related parties identified on Schedule I to the voting agreement, who we refer to as significant stockholders, solely in their capacities as stockholders, agreed, among other things, to vote in favor of the proposal to adopt the merger agreement and granted Parent an irrevocable proxy to vote their shares in

accordance with the foregoing. See the section entitled "Voting Agreement" beginning on page 65 for more information. As of [Record Date], 2012, the record date for the special meeting, the significant stockholders were entitled to vote a total of 9,187,055 shares, or approximately 24.5 %, of the Company's outstanding common stock.

Q. Who can vote at the special meeting?

A. Stockholders as of the close of business on the record date, [_____], 2012, are entitled to vote their shares of our common stock. Each outstanding share of our common stock is entitled to one vote. At the close of business on the record date, there were 37,425,228 shares of our common stock outstanding. The Company has no other voting securities issued and outstanding. Proxies in the accompanying form, properly executed and returned to the management of the Company by mail, telephone or the Internet, and not revoked, will be voted at the special meeting. Any proxy given pursuant to such solicitation may be revoked by the stockholder at any time prior to the voting of the proxy by a subsequently dated proxy, by written notice of revocation of the proxy delivered to the Secretary of the Company, or by personally withdrawing the proxy at the special meeting and voting in person.

Q. What is a quorum?

A. A majority of the shares of our common stock outstanding at the close of business on the record date and entitled to vote, present in person or represented by proxy, at the special meeting constitutes a quorum for the purposes of the special meeting. Abstentions and broker non-votes are counted as present for the purpose of establishing a quorum.

Q. How do I vote?

A. If you are a stockholder of record as of the record date, you may vote your shares on matters presented at the special meeting in any of the following ways:

§ You may vote by mail if you complete, sign and date the accompanying proxy card and return it as directed. Your shares will be voted confidentially and in accordance with your instructions;

§ You may vote by telephone or via the Internet in accordance with the instructions found on your proxy card; and

§ You may vote in person if you are a registered stockholder and attend the meeting and deliver your completed proxy card in person. At the meeting, the Company will also distribute written ballots to registered stockholders who wish to vote in person at the meeting. Beneficial owners of shares held in "street name" who wish to vote at the meeting will need to obtain a proxy form from the institution that holds their shares.

If you are a beneficial owner of shares of our common stock as of the record date, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Please note that if you are a beneficial owner and wish to vote in person at the special meeting, you must have a legal proxy from your bank, brokerage firm or other nominee.

The control number located on your proxy card is designed to verify your identity and allow you to vote your shares of our common stock, and to confirm that your voting instructions have been properly recorded when voting over the Internet or by telephone.

Q. What is the difference between being a "stockholder of record" and a "beneficial owner?"

A. If your shares of our common stock are registered directly in your name with our transfer agent, Continental Stock Transfer and Trust Company, you are considered, with respect to those shares of common stock, the "stockholder of record." In that case, this proxy statement, and your proxy card, have been sent directly to you by the Company.

If your shares of common stock are held through a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares of our common stock held in street name. In that case, this proxy statement has been forwarded to you by your bank, brokerage firm or other nominee which may be, with respect to those shares of common stock, the stockholder of record. As the beneficial owner, you have the right to direct your bank, brokerage firm or other nominee as to how to vote your shares of common stock by following their instructions for voting.

Q. If my shares of common stock are held in street name by my bank, brokerage firm or other nominee, will my bank, brokerage firm or other nominee vote my shares of common stock for me?

A. Your bank, brokerage firm or other nominee will only be permitted to vote your shares of common stock of the Company if you instruct your bank, brokerage firm or other nominee as to how to vote. You should follow the procedures provided by your bank, brokerage firm or other nominee regarding the voting of your shares of the Company's common stock. If you do not instruct your bank, brokerage firm or other nominee as to how to vote your shares of the Company's common stock, your shares of the Company's common stock will not be voted and that will be the same as a vote against the proposal to adopt the merger agreement and will have no effect on the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Q. What is a proxy?

A. A proxy is your legal designation of another person, who is also referred to as a proxy, to vote your shares of common stock. This written document describing the matters to be considered and voted on at the special meeting is called a proxy statement. The document used to designate a proxy to vote your shares of stock is called a proxy

card.

Q. If a stockholder gives a proxy, how are the shares of common stock voted?

A. Regardless of the method you choose to vote, the individuals named on the enclosed proxy card, or your proxies, will vote your shares of common stock in the way that you indicate. When completing the Internet or telephone processes or the proxy card, you may specify whether your shares of common stock should be voted "FOR" or "AGAINST," or to "ABSTAIN" from voting on, all, some or none of the specific items of business to come before the special meeting.

If you properly sign your proxy card but do not mark the boxes indicating how your shares should be voted on a matter, the shares represented by your properly signed proxy will be voted "FOR" the proposal to adopt the merger agreement and "FOR" the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Q. Can I change or revoke my vote?

A. Yes, you may revoke your proxy and change your vote at any time before the polls close at the special meeting by using any of the following methods:

§ by signing another proxy with a later date;

§ by voting by telephone or via the Internet after the date and time of your last telephone or Internet vote; or

§ if you are a registered stockholder, by giving written notice of such revocation to the Secretary of the Company prior to or at the special meeting or by voting in person at the special meeting.

Attendance at the special meeting will not automatically revoke a previously granted proxy

Q. What happens if I do not vote or submit a proxy card, or do not instruct my bank, broker or other nominee as to how to vote, or abstain from voting?

A. If you fail to vote, either in person or by proxy, or fail to instruct your bank, broker or other nominee as to how to vote, it will have the same effect as a vote cast against the proposal to adopt the merger agreement and will have no effect on the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. Abstaining will have the same effect as a vote against the proposal to adopt the merger agreement and the same effect as a vote against the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Q. What do I do if I receive more than one proxy or set of voting instructions?

A. If you hold shares of our common stock in street name, or through more than one bank, brokerage firm or other nominee, and also directly as a record holder or otherwise, you may receive more than one proxy or set of voting instructions relating to the special meeting. These should each be voted and returned separately in accordance with the instructions provided in this proxy statement in order to ensure that all of your shares of our common stock are voted.

Q. What happens if I sell my shares of the Company's common stock before the special meeting?

A. The record date for stockholders entitled to vote at the special meeting is prior to both the date of the special meeting and the consummation of the merger. If you transfer your shares of common stock before the record date, you will not be entitled to vote at the special meeting and will not be entitled to receive the merger consideration. If you transfer your shares of common stock after the record date but before the special meeting you will, unless special arrangements are made, retain your right to vote at the special meeting but will transfer the right to receive the merger consideration to the person to whom you transfer your shares. The person to whom you transfer your shares of the Company's common stock after the record date will not have a right to vote those shares at the special meeting.

Q. Who will solicit and pay the cost of soliciting proxies?

A. This solicitation is being made by the board of directors of the Company. The Company will bear all costs of soliciting proxies. The Company may request its officers and regular employees to solicit stockholders in person, by mail, e-mail, telephone, telegraph and through the use of other forms of electronic communication. In addition, the Company may request banks, brokers and other custodians, nominees and fiduciaries to solicit their customers who have common stock registered in the names of a nominee and, if so, will reimburse such banks, brokers and other custodians, nominees and fiduciaries for their reasonable out-of-pocket costs. Solicitation by the Company's officers and regular employees may also be made of some stockholders in person or by mail, e-mail, telephone, telegraph or through the use of other forms of electronic communication following the original solicitation. The Company may retain a proxy solicitation firm to assist in the solicitation of proxies. The Company will bear all reasonable solicitation fees and expenses if such proxy solicitation firm is retained.

Q. What do I need to do now?

A. Even if you plan to attend the special meeting, after carefully reading and considering the information contained in this proxy statement, please vote promptly to ensure that your shares are represented at the special meeting. If you hold your shares of the Company's common stock in your own name as the stockholder of record, please vote your shares of the Company's common stock by completing, signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope, by using the telephone number printed on your proxy card or by following the Internet voting instructions printed on your proxy card. If you are a beneficial owner of shares of the Company's common stock, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you.

Q. Should I send in my stock certificates now?

A. No. You will receive a letter of transmittal shortly after the completion of the merger describing how you may exchange your shares of the Company's common stock for the merger consideration. If your shares of common stock are held in street name by your bank, brokerage firm or other nominee, you will receive instructions from your bank, brokerage firm or other nominee as to how to effect the surrender of your street name shares of the Company's common stock in exchange for the merger consideration. Please do NOT return your stock certificate(s) with your proxy.

Q. Am I entitled to exercise appraisal rights under the DGCL instead of receiving the merger consideration for my shares of the Company's common stock?

A. Yes. As a holder of the Company's common stock, you are entitled to appraisal rights under the DGCL with respect to any or all of your shares of the Company's common stock in connection with the merger if you take certain actions and meet certain conditions. See "Appraisal Rights" beginning on page [66].

Q. Who can help answer my other questions?

A. If you have additional questions about the merger, need assistance in submitting your proxy or voting your shares of the Company's common stock, or need additional copies of the proxy statement or the enclosed proxy card, please contact:

Alliance Advisors, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, NJ 07003
877-777-5603
(Banks and brokers please call: 973-873-7780)
For media inquiries, please contact:

Presstek, Inc.
10 Glenville Street
Greenwich, Connecticut 06831
Telephone: (203) 769-8056
Attention: James R. Van Horn

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SUMMARY

The following summary highlights selected information in this proxy statement and may not contain all the information that may be important to you. Accordingly, we encourage you to read carefully this entire proxy statement, its annexes and the documents referred to in this proxy statement. Each item in this summary includes a page reference directing you to a more complete description of that topic. You may obtain the information incorporated by reference in this proxy statement without charge by following the instructions under "Where You Can Find More Information" beginning on page 77.

Parties to the Merger (Page 16)

Presstek, Inc., which we refer to as the Company, we, us or our, is a leading manufacturer and marketer of environmentally-friendly digital offset printing solutions. These products are engineered to provide a streamlined workflow that shortens the print cycle time, reduces overall production costs, and meets the market's increasing demand for fast turnaround high quality short run color printing. The Company's products include DI® digital offset presses and printing plates, computer-to-plate, or CTP, systems, workflow solutions, chemistry-free printing plates, preheat and no preheat thermal CTP plates and a complete line of prepress and press room consumables. The Company also offers a range of technical services for its customers.

MAI Holdings, Inc., which we refer to as Parent, a Delaware corporation headquartered in Chesterfield, Missouri, is an entity that was formed to hold 100% of the interest in Mark Andy, Inc. and performs no other business. Mark Andy, Inc. is a designer of narrow and mid-web flexographic equipment and aftermarket products serving the label, packaging and specialty printing markets.

MAI Merger Corp., or Purchaser, a Delaware corporation, is a direct wholly owned subsidiary of Parent and was formed by Parent solely for purposes of entering into the merger agreement and completing the transactions contemplated by the merger agreement. Upon completion of the merger, Purchaser will be merged with and into the Company and will cease to exist.

In this proxy statement, we refer to the Agreement and Plan of Merger, dated as of August 22, 2012, as it may be amended from time to time, among Parent, Purchaser and the Company, as the merger agreement, and the merger of Purchaser with and into the Company pursuant to the merger agreement as the merger.

The Merger (Page 21)

The merger agreement provides that Purchaser will merge with and into the Company. The Company will be the surviving corporation in the merger and will continue to do business following the merger, as a wholly owned subsidiary of Parent. As a result of the merger, the Company will cease to be a publicly-traded company. If the merger is completed, you will not own any shares of the capital stock of the surviving corporation.

Merger Consideration (Page 21)

In the merger, each issued and outstanding share of our common stock, par value of one cent ($0.01) per share (except for shares owned by Parent or held by the Company in treasury, or any of their respective subsidiaries, shares owned by stockholders who properly exercise appraisal rights under the DGCL), will be cancelled and converted into the right to receive $0.50 in cash, without interest, which amount we refer to as the merger consideration, less any applicable withholding taxes.

The Special Meeting (Page 16)

Time, Place and Purpose of the Special Meeting (Page 19)

The special meeting will be held on [_____], 2012, starting at [_____] p.m., local time, at the offices of McDermott Will & Emery LLP, 340 Madison Avenue, New York, New York.

At the special meeting, holders of our common stock will be asked to approve the proposal to adopt the merger agreement, and to approve any adjournment of the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies if there are insufficient votes at the time of the special meeting to approve the proposal to adopt the merger agreement.

Record Date and Quorum (Page 18)

You are entitled to receive notice of, and to vote at, the special meeting if you owned shares of the Company's common stock as of the close of business on [_____], 2012, the record date for the special meeting, which we refer to as the record date. You will have one vote for each share of common stock that you owned on the record date. As of the record date, there were 37,425,228 shares of common stock outstanding and entitled to vote at the special meeting. A majority of the shares of common stock outstanding at the close of business on the record date and entitled to vote, present in person or represented by proxy at the special meeting constitutes a quorum for purposes of the special meeting.

Vote Required (Page 17)

Approval of the proposal to adopt the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of the Company's common stock entitled to vote thereon.

Approval, on an advisory basis, of the merger-related compensation for the Company's named executive officers requires the affirmative vote of a majority of the holders of a majority of the shares of our common stock present, in person or represented by proxy, and entitled to vote on the matter at the special meeting, provided a quorum is present.

Approval of the proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies requires the affirmative vote of holders of a majority of the shares of the Company's common stock present in person or represented by proxy and entitled to vote on the matter at the special meeting, whether or not a quorum is present.

Concurrently with the execution and delivery of the merger agreement, IAT Reinsurance Company Ltd. and related parties set forth on Schedule I to the voting agreement, who we refer to as the significant stockholders, solely in their capacities as stockholders of the Company, entered into a voting agreement with Parent with respect to their respective shares of the Company's common stock. We refer to this agreement as the voting agreement. The shares held by the significant stockholders constituted approximately 24.5% of the total issued and outstanding shares of Company's common stock as of August 22, 2012. Pursuant to the voting agreements, each significant stockholder (i) has agreed to vote, or cause to be voted, its shares of Company common stock in favor of the approval of the merger agreement and the transactions contemplated thereby, and (ii) has granted Parent an irrevocable proxy to vote their shares in accordance with the foregoing.

Proxies and Revocation (Page 19)

Any stockholder of record entitled to vote at the special meeting may submit a proxy by telephone, over the Internet, or by returning the enclosed proxy card in the accompanying prepaid reply envelope, or may vote in person by appearing at the special meeting. If your shares of the Company's common stock are held in street name by your bank, broker or other nominee, you should instruct your bank, broker or other nominee on how to vote your shares of the Company's common stock using the instructions provided by your bank, broker or other nominee. If you fail to submit a proxy or to vote in person at the special meeting, or do not provide your bank, broker or other nominee with instructions, as applicable, your shares of the Company's common stock will not be voted on the proposal to adopt the merger agreement, which will have the same effect as a vote against the proposal to adopt the merger agreement, and your shares of common stock will not have any effect on the proposal to adjourn the special meeting.

You have the right to revoke a proxy, whether delivered by telephone, over the Internet or by mail, and change your vote at any time before the polls close at the special meeting (i) by signing another proxy with a later date, (ii) by voting by telephone or via the Internet after the date and time of your last telephone or Internet vote, or (iii) if you are a registered stockholder, by giving written notice of such revocation to the Secretary of the Company prior to or at the special meeting or by voting in person at the special meeting. Attendance at the special meeting will not automatically revoke a previously granted proxy.

Background of the Merger (Page 21)

A description of the actions that led to the execution of the merger agreement, including our discussions with Parent, is included under the section entitled “The Merger—Background of the Merger” below, which begins on page 24.

Reasons for the Merger; Recommendation of the Board of Directors (Page 28)

Primarily as a result of the worldwide economic downturn beginning in 2008, we have experienced a significant decline in revenues and profitability. In order to address the steep decline in revenue and profitability in this difficult economic climate, we have reduced our operating expenses significantly. We have implemented a series of restructuring plans and other measures in an effort to reduce our cost structure and stabilize the business. However, despite these efforts we have been unable to achieve profitability in recent years, and there is no assurance as to when, or if, the Company will be able to return to profitability. Our board of directors periodically reviews the Company’s condition (financial and otherwise), challenges facing

the company both from within and outside the industry, business and financial prospects and other matters affecting the Company, with a view toward maximizing stockholder value.
In early 2011, management began to consider the prospects for improved financial performance if the Company partnered with other industry participants. At a Board meeting held on June 2, 2011, the Board approved the engagement of GCA Savvian Advisors, LLC, which we refer to as GCA Savvian to provide services in connection with the Company's exploration of potential transactions that would result in a change in control of the Company. Throughout the strategic process that commenced with the retention of GCA Savvian as the Company's financial advisor and concluded with the execution of the definitive merger agreement, the Company, with the assistance of GCA Savvian, approached a total of 54 firms, including 31 strategic companies and 23 financial sponsors. Of those parties approached, the Company's management made a presentation to 11 of these firms, including three strategic and eight financial sponsors. Of these 11 firms, five presented preliminary indications of interest, and two presented a final bid to acquire the Company. Of these two firms that presented a final bid, one of them withdrew.

After careful consideration, the board of directors unanimously (i) determined that the merger and the transactions contemplated in the merger agreement are advisable and in the best interests of the Company's stockholders, (ii) approved the execution, delivery and performance by the Company of the merger agreement and the transactions contemplated thereby, and (iii) directed that the merger agreement be submitted for consideration by the stockholders of the Company at a special meeting of stockholders and resolved to recommend that the Company's stockholders adopt the merger agreement. For the factors considered by the board of directors in reaching its decision to approve the merger agreement, please see the section entitled "The Merger—Reasons for the Merger" below, which begins on page 30.

The board of directors unanimously recommends that you vote "FOR" the proposal to adopt the merger agreement and "FOR" the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Opinion of GCA Savvian (Page 31)

The Company retained GCA Savvian to act as its financial advisor in connection with certain potential strategic transactions involving the Company, including the merger. On August 22, 2012, GCA Savvian rendered its opinion to the Company's board of directors to the effect that, as of that date and based upon and subject to the various assumptions made, procedures followed, factors considered, and limitations on the review undertaken by GCA Savvian as set forth therein, the merger consideration of $0.50 per share of the Company's common stock in cash to be received by the holders of the Company's common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders.

GCA Savvian provided its opinion to the Company's board of directors for the benefit and use of the Company's board of directors in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. The opinion does not address the Company's underlying business decision to enter into the merger, or the relative merits of the merger as compared to any other alternatives that may be available to the Company, and it does not constitute a recommendation to the Company, the Company's board of directors or any committee thereof, its stockholders, or any other person as to any specific action or vote that should be taken in connection with the merger.

The full text of the written opinion that GCA Savvian delivered to the Company's board of directors, which describes, among other things, the assumptions made, procedures followed, factors considered, and limitations on the review undertaken by GCA Savvian, is attached as Annex B to this proxy statement. The Company encourages you to read the opinion carefully in its entirety.

Financing of the Merger (Page 37)

The merger is not subject to any financing condition. We anticipate that the total funds needed to complete the merger will be approximately $21.0 million, which consists of the merger consideration and certain expenses. Parent has received and delivered to the Company an executed equity commitment letter from American Industrial Partners Capital Fund IV, L.P., which were refer to as AIP Capital, pursuant to which AIP Capital has committed to provide to Parent up to $30,000,000 at the time of the consummation of the merger, subject to the satisfaction of certain conditions. In certain circumstances, AIP Capital may allocate all or a portion of its commitment to its affiliates. Parent has informed us that it has no reason to believe the equity financing will not be made available to Parent and Purchaser and that, assuming the satisfaction of the terms of the merger agreement and the equity financing is funded in accordance with its conditions, Parent and Purchaser will have sufficient funds to pay the aggregate merger consideration.

Interests of Certain Persons in the Merger (Page 38)

When considering the recommendation by the board of directors, you should be aware that our officers and directors have interests in the merger that are different from, or in addition to, your interests as a stockholder. The board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending that the merger agreement be adopted by the stockholders of the Company. These interests include the following:

§ the vesting and distribution with respect to all restricted stock units or restricted stock awards , as applicable, held by our executive officers;

§ the payment of severance to our executive officers if a termination of employment were to occur in connection with the merger, including a voluntary termination by such officers within a certain period of time;

§ on February 13, 2012 the Company awarded Mr. James Van Horn a retention bonus of $50,000, subject to the requirement that in the event that he left the Company voluntarily before March 15, 2013, the net after-tax amount of the bonus would be repaid to the Company. Under terms of the bonus, his repayment obligation terminates upon completion of the Merger.

§ from and after the effective time, our present and former executive officers and directors are indemnified against any and all losses in connection with any action arising out of the fact that such person is or was a director or officer of the Company at or prior to the effective time, including any such losses arising out of or pertaining to the merger agreement or the transactions contemplated thereby. The surviving corporation is also required under the merger agreement to maintain in its organizational documents for a period of six years after the effective time, provisions with respect to the exculpation and indemnification of the current and former directors and executive officers of the Company that are the same as those currently set forth in the Company's certificate of incorporation; and

§ the interests of the Company's executive officers in continuing their roles with the Company after the merger.

Material U.S. Federal Income Tax Consequences of the Merger (Page 43)

The exchange of shares of common stock for cash pursuant to the merger generally will be a taxable transaction for U.S. federal income tax purposes. Stockholders who are U.S. holders and who exchange their shares of common stock in the merger will generally recognize gain or loss in an amount equal to the difference, if any, between the cash payments made pursuant to the merger and their adjusted tax basis in their shares of common stock. Stockholders who are non-U.S. holders and who realize gain on the exchange of their shares of the Company's common stock in the merger generally will not be subject to U.S. federal income tax on the realized gain, subject to certain exceptions. You should read "The Merger—Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 46, which provides a discussion of tax consequences of the merger for "U.S. holders" and "non-U.S. holders" as defined in that discussion. You should consult your tax adviser for a complete analysis of the effect of the merger on your U.S. federal, state, local and foreign taxes.

Litigation Relating to the Merger (Page 45)

A putative class action lawsuit relating to the merger has been filed in the Superior Court, Judicial District of Stamford, Connecticut. The complaint, which purports to be brought as class action on behalf of all of the Company's

public stockholders, excluding the defendants and their affiliates, alleges the Company's directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement by means of an unfair process and for inadequate consideration. The complaint further alleges that the Company, Parent and Purchaser aided and abetted the alleged breaches by the Company's directors. The complaint seeks various forms of relief, including injunctive relief that would, if granted, prevent the merger from being consummated in accordance with the agreed-upon terms. The defendants believe that the complaint is without merit and intend to defend the actions vigorously.

The Merger Agreement (Page 45)

Treatment of Equity Interests (Page 46)

§ Common Stock. At the effective time of the merger, or the effective time, each issued and outstanding share of the Company's common stock (except for shares held by Parent, shares held by the Company in treasury, or any of their respective subsidiaries, shares held by stockholders who properly exercise appraisal rights under the DGCL) will be cancelled and converted into the right to receive the merger consideration of $0.50 in cash, without interest, less any applicable withholding taxes.

§ Employee Stock Options. At the effective time, the Company will terminate the Company's stock incentive plans, and each outstanding option to purchase shares of the common stock of the Company granted under a Company equity plan that is outstanding and unexercised, whether or not vested or exercisable, will become fully vested and exercisable. In addition, as of the effective time, the Company will also cancel each outstanding and unexercised stock option granted under the Company equity plans. Each holder of an applicable option will receive a per share amount in cash equal to the excess, if any, of the per share merger consideration over the applicable per share exercise price of such stock option, less any applicable withholding taxes. As of August 22, 2012, the exercise prices of all outstanding stock options were higher than the per share merger consideration.

§ Restricted Stock Units. At the effective time, each issued and outstanding restricted stock unit and restricted stock award granted under the Company equity plans will become fully vested and distributable upon the merger, and any outstanding restricted stock award shall be canceled and converted to the right to receive the merger consideration in respect of each share underlying the canceled vested restricted stock award. No restricted stock awards were outstanding and 100,000 restricted stock units were outstanding on August 22, 2012.

No Solicitation of Other Offers (Page 46)

The merger agreement contains detailed provisions that restrict the Company, its subsidiaries and their respective directors, officers, employees, consultants, financial advisers, accountants, legal counsel, investment bankers and other agents, advisors and representatives of the Company, which we refer to as representatives, from soliciting, initiating or encouraging, or taking any other action designed to facilitate, the submission of any other competing proposal (as defined in the merger agreement). The merger agreement also restricts the Company, its subsidiaries and their respective representatives from participating in any negotiations regarding, or furnish to any person any material nonpublic information with respect to, any other competing proposal unless such competing proposal is or could reasonably be expected to lead to a superior proposal (as defined in the merger agreement). The merger agreement does not, however, prohibit the board of directors from considering, recommending to the Company's stockholders and entering into an alternative transaction with a third party if specified conditions are met, including that the alternative transaction constitutes a superior proposal and subject to, in certain cases, the payment to Parent of a termination fee.

Conditions to the Merger (Page 56)

The respective obligations of the Company, Parent and Purchaser to consummate the merger are subject to the satisfaction or waiver of certain customary conditions, including the adoption of the merger agreement by our stockholders, the accuracy of the representations and warranties of the parties (subject to certain materiality qualifications), the absence of any legal restrictions on the consummation of the merger and material compliance by the parties with their respective covenants and agreements under the merger agreement.

In addition the obligations of Parent and Purchaser to consummate the merger are subject to the condition that no Company material adverse effect (as defined in the merger agreement) shall have occurred or existed following August 22, 2012 that is continuing at the effective time of the Merger, and that dissenting shares with respect to which appraisal rights have been properly demanded shall not exceed 7% of the outstanding shares of common stock of the Company.

Termination of the Merger Agreement (Page 57)

The merger agreement may be terminated at any time prior to the effective time of the merger, notwithstanding the adoption of the merger agreement by the Company's stockholders, by mutual written consent of the Company and Parent.

The merger agreement may also be terminated at any time prior to the completion of the merger, notwithstanding the adoption of the merger agreement by the Company's stockholders, by either the Company or Parent if:

§ the merger is not completed on or before December 31, 2012, which date, we refer to as the outside date, except that this right to terminate the merger agreement will not be available to any party whose failure to comply with the merger agreement results in the failure of the merger to be completed by that date;

§ any final, non-appealable governmental order, decree or ruling, in each case permanently restraining, enjoining or otherwise prohibiting the consummation of the merger or other transactions contemplated by the merger agreement, has been issued by any court of competent jurisdiction or any other governmental entity of competent jurisdiction, except that the right to terminate under this provision shall not be available to any party who failed to comply with its obligation under the merger agreement to use reasonable best efforts to prevent such order, decree or ruling or if the issuance of such final non-appealable order, decree or ruling was primarily due to the breach in any respect of such party of its obligations under the merger agreement; or

§ the Company's stockholders fail to adopt the merger agreement at the special meeting of the Company's stockholders or any adjournment or postponement thereof.

Parent may terminate the merger agreement if:

§ the Company has breached any of its representations, warranties, covenants or agreements under the merger agreement and such breach would give rise to the failure of the related conditions to Parent's and Purchaser's obligation to close to be satisfied and such breach is not cured or curable within twenty business days after receipt of notice of the breach, except that this right to terminate the merger agreement will not be available if Parent or Purchaser is then in material breach of any representation, warranty, covenant or agreement in the merger agreement; or

§ our board of directors or any committee thereof makes a change of recommendation (as defined in the merger agreement), failed to include the Company board recommendation (as defined in the merger agreement) in the proxy statement or the Company materially breaches the non-solicitation provisions contained in the merger agreement.

The Company may terminate the merger agreement if:

§ Parent or Purchaser has breached any of its representations, warranties, covenants or agreements under the merger agreement and such breach would give rise to the failure of the related conditions to the Company's obligation to close to be satisfied and is not cured or curable within twenty (20) business days after receipt of notice of such breach, except that this right to terminate the merger agreement will not be available if the Company is then in material breach of any representation, warranty, covenant or agreement in the merger agreement; or

§ Prior to the receipt of the requisite stockholder vote and concurrently with such termination, the Company enters into a definitive agreement providing for a superior proposal, provided that prior to or simultaneously with the entry into such definitive agreement, the Company has paid to Parent the termination fee and expenses described below.

In the event that the merger agreement is terminated as described above, the merger agreement will (subject to certain exceptions) become void, and there will be no liability under the merger agreement on the part of any party to the

merger agreement, except for the parties' obligations with respect to expense reimbursement described below under "—Expenses" and except that no party will be relieved from liability for any material breach of its covenants or agreements set forth in the merger agreement or fraud prior to the date of such termination.

Termination Fee (Page 58)

The Company has agreed to pay Parent a termination fee of $1.5 million, which amount represents approximately 8.0% of the equity value of the transaction or 4.9% of the enterprise value (based on merger consideration multiplied by outstanding shares of common stock, plus outstanding debt as of the date of the merger agreement) of the transaction, if the merger agreement is terminated under any of the following circumstances:

(i) Parent terminates the merger agreement because the Company board of directors or any committee thereof makes a change of recommendation, failed to include the Company board recommendation in the proxy statement or the Company materially breaches the non-solicitation provisions in the merger agreement;

(ii) the Company terminates the merger agreement prior to the receipt of the requisite stockholder vote, because it enters into a definitive agreement providing for a superior proposal;

(iii) Parent or the Company terminates the merger agreement because the effective time of the merger shall not have occurred before the outside date of December 31, 2012 or the Company's stockholders fail to adopt the merger agreement at the special meeting of the Company's stockholders or any adjournment thereof; and

prior to the time of such termination a competing proposal shall have been publicly announced with respect to the Company and not withdrawn prior to the special meeting or prior to the termination if there has not been no special meeting; and

within 12 months after the date of such termination, the Company enters into a definitive agreement with respect to a transaction contemplated by a competing proposal and thereafter such competing proposal is consummated, in each case, whether or not such competing proposal was the same as the one announced prior to the termination of the agreement (provided that all references to 20% in the definition of "competing proposal" shall be replaced with 50%).

However, with respect to clause (iii), the termination fee payable to Parent shall be reduced by the amount of any expenses that are in excess of $500,000 and have been already paid to Parent upon the termination of the merger agreement as described in the section titled "Expenses" below.

The termination fee will be payable by the Company to Parent no later than five business days following such termination.

Expenses (Page 58)

The merger agreement provides that the Company reimburse Parent for its expenses, up to a maximum of $500,000, if the merger agreement is terminated as a result of clauses (i) or (ii) above. Further, the Company will reimburse Parent for expenses up to $950,000 if either party terminates the merger agreement under circumstances that the termination fee described above will not be payable, that is as a result of the Company's stockholders failure to adopt the merger agreement at the special meeting of the Company's stockholders or if Parent terminates the merger agreement because of an uncured or incurable breach of any representation, warranty, covenant or agreement in the merger agreement by the Company that would cause the failure of the related conditions to Parent's obligation to close under the merger agreement, provided Parent is not itself in material breach of any of its representations, warranties, covenants or agreements in the merger agreement.

The expenses will be payable in cash no later than 10 business days after demand thereof following the occurrence of the termination event giving rise to the payment obligation described in the foregoing paragraph.

Remedies (Page 59)

If Parent is entitled to terminate the merger agreement and receive a termination fee from the Company, Parent's receipt of such termination fee and reimbursement of $500,000 of expenses, if applicable, will be the sole and exclusive remedy of Parent and Purchaser against the Company, regardless of the circumstances of such termination.

The parties are entitled to specific performance of the terms of the merger agreement in addition to any other remedy at law or in equity.

Assignment (Page (59)

The merger agreement may not be assigned by any of the parties to the merger agreement (whether by operation of law or otherwise) without the prior written consent of the other parties, except that (A) Purchaser may assign, in its sole discretion and without the consent of any other party, any or all of its rights, interests and obligations hereunder to (a) Parent, (b) Parent and

one or more direct or indirect wholly-owned subsidiaries of Parent, or (c) one or more direct or indirect wholly-owned subsidiaries of Parent and (B) Parent may assign, in its sole discretion and without the consent of any other party, any or all of its rights, interests and obligations hereunder to one or more entities affiliated with AIP Capital.

Market Price of Common Stock (Page 63)

The closing price of the common stock on the Nasdaq, on August 22, 2012 the last trading day prior to the public announcement of the execution of the merger agreement, was $0.42 per share of common stock. On [_____], 2012, the most recent practicable date before this proxy statement was mailed to our stockholders, the closing price for the common stock on the Nasdaq was $[____] per share of common stock. You are encouraged to obtain current market quotations for common stock in connection with voting your shares of common stock.

Appraisal Rights (Page 66)

Stockholders are entitled to appraisal rights under the DGCL with respect to any or all of their shares of the Company's common stock in connection with the merger, provided they meet all of the conditions set forth in Section 262 of the DGCL. This means that you are entitled to have the fair value of your shares of common stock determined by the Delaware Court of Chancery and to receive payment based on that valuation. The ultimate amount you receive in an appraisal proceeding may be less than, equal to or more than the amount you would have received under the merger agreement.

To exercise your appraisal rights, you must submit a written demand for appraisal to the Company before a vote is taken on the merger agreement, you must not submit a proxy or otherwise vote in favor of the proposal to adopt the merger agreement and you must hold your shares continuously through the effective time and otherwise comply with Section 262 of the DGCL. Your failure to follow exactly the procedures specified under the DGCL may result in the loss of your appraisal rights. See "Appraisal Rights" beginning on page 72 and the text of the Delaware appraisal rights statute reproduced in its entirety as Annex D to this proxy statement. If you hold your shares of common stock through a bank, brokerage firm or other nominee and you wish to exercise appraisal rights, you should consult with your bank, broker or other nominee to determine the appropriate procedures for the making of a demand for appraisal by the nominee. In view of the complexity of the DGCL, stockholders who may wish to pursue appraisal rights should consult their legal and financial advisers promptly.

Delisting and Deregistration of Common Stock (Page 69)

If the merger is completed, the Company's common stock will be delisted from the Nasdaq and deregistered under the Securities Exchange Act of 1934, as amended, or the Exchange Act. As such, we would no longer file periodic reports with the SEC on account of our common stock.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This proxy statement, and the documents to which we refer you in this proxy statement, as well as information included in oral statements or other written statements made or to be made by us, contain statements that, in our opinion, may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements containing words such as expect, anticipate, believe, estimate, likely or similar words that are used herein or in other written or oral information conveyed by or on behalf of the Company, are intended to identify forward-looking statements. Forward-looking statements are made based upon management's current expectations and beliefs concerning future developments and their potential effects on the Company. Such forward-looking statements are not guarantees of future events. Actual results may differ, even materially, from those contemplated by the forward-looking statements due to, among others, the following factors:

- the stockholders of the Company may not adopt the merger agreement;
- litigation in respect of the merger could delay or prevent the closing of the merger;
- the parties may be unable to obtain governmental and regulatory approvals required for the merger, or required governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could cause the parties to abandon the merger;
- the parties may be unable to complete the merger because, among other reasons, conditions to the closing of the merger may not be satisfied or waived;
- the possibility of disruption from the merger making it more difficult to maintain business and operational relationships;
- developments beyond the parties' control, including but not limited to, changes in domestic or global economic conditions, competitive conditions and consumer preferences, adverse weather conditions or natural disasters, health concerns, international, political or military developments and technological developments; or
- the "risk factors" and other factors referred to in the Company's reports filed with or furnished to the SEC.

Consequently, all of the forward-looking statements we make in this document are qualified by the information contained or incorporated by reference herein, including, but not limited to, (i) the information contained under this heading and (ii) the information contained under the headings "Risk Factors" and that is otherwise disclosed in our annual report on Form 10-K for the year ended December 31, 2011, filed with the SEC on March 27, 2012, and each quarterly report on Form 10-Q filed thereafter (see "Where You Can Find More Information" beginning on page 77).

You should carefully consider the cautionary statements contained or referred to in this section in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf. Except as required by law, we undertake no obligation to update any of these forward-looking statements.

PARTIES TO THE MERGER

The Company

Presstek, Inc.
10 Glenville Street
Greenwich, Connecticut 06831
Telephone: (203) 769-8056

The Company is a Delaware corporation which maintains its principal executive offices in Greenwich, Connecticut. The Company was organized as a Delaware corporation in 1987. The Company is a leading manufacturer and marketer of environmentally-friendly digital offset printing solutions. These products are engineered to provide a streamlined workflow that shortens the print cycle time, reduces overall production costs, and meets the market's increasing demand for fast turnaround high quality short run color printing. The Company's products include DI® digital offset presses and printing plates, computer-to-plate, or CTP, systems, workflow solutions, chemistry-free printing plates, preheat and no preheat thermal CTP plates and a complete line of prepress and press room consumables. The Company also offers a range of technical services for its customers.

For more information about the Company, please visit the Company's website at http://www.presstek.com. The information contained on the Company's website is not incorporated into, and does not form a part of, this proxy statement or any other report or document on file with or furnished to the SEC. See also "Where You Can Find More Information" beginning on page 77. The Company's common stock is publicly traded on the Nasdaq under the symbol "PRST"

Parent

MAI Holdings, Inc.
18081 Chesterfield Airport Road
Chesterfield, MO 63005
(636) 532-4433

Parent is a Delaware corporation with its principal financial office in Chesterfield, Missouri. Parent was formed to hold 100% of the interest in Mark Andy, Inc. and performs no other business. Mark Andy, Inc. is a designer of narrow and mid-web flexographic equipment and aftermarket products serving the label, packaging and specialty printing markets.

Purchaser

MAI Merger Corp.
18081 Chesterfield Airport Road
Chesterfield, MO 63005
(636) 532-4433

Purchaser is a Delaware corporation and a direct wholly owned subsidiary of Parent that was formed by Parent solely for purposes of entering into the merger agreement and completing the transactions contemplated by the merger agreement. Purchaser has not engaged in any business except for activities incidental to its formation and as contemplated by the merger agreement. At the effective time of the merger, Purchaser will merge with and into the Company and will cease to exist and the Company will continue as the surviving corporation and a wholly owned subsidiary of Parent.

THE SPECIAL MEETING

Time, Place and Purpose of the Special Meeting

This proxy statement is being furnished to our stockholders as part of the solicitation of proxies by the board of directors for use at the special meeting to be held on [_____], 2012, starting at[____] p.m., local time, at the offices of McDermott Will & Emery LLP, 340 Madison Avenue, New York, New York, or at any postponement or adjournment thereof. At the special meeting, holders of our common stock will be asked to approve the proposal to adopt the merger agreement, to approve, on an advisory basis, the merger-related compensation for the Company's named executive officers and to approve the proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies if there are insufficient votes at the time of the special meeting to approve the proposal to adopt the merger agreement.

Our stockholders must approve the proposal to adopt the merger agreement in order for the merger to occur. If our stockholders fail to approve the proposal to adopt the merger agreement, the merger will not occur. A copy of the merger agreement is attached as Annex A to this proxy statement. We encourage you to read the merger agreement carefully in its entirety.

Record Date and Quorum

We have fixed the close of business on [_____], 2012 as the record date for the special meeting, and only holders of record of our common stock on the record date are entitled to vote at the special meeting. You are entitled to receive notice of, and to vote at, the special meeting if you owned shares of common stock at the close of business on the record date. On the record date, there were [____] shares of common stock outstanding and entitled to vote. Each share of common stock entitles its holder to one vote on all matters properly brought before the special meeting.

A majority of the shares of our common stock outstanding at the close of business on the record date and entitled to vote, present in person or represented by proxy, at the special meeting constitutes a quorum for the purposes of the special meeting. Shares of our common stock represented at the special meeting but not voted, including shares of common stock for which a stockholder directs an "abstention" from voting, as well as "broker non-votes" (as described below), will be counted for purposes of establishing a quorum. A quorum is necessary to transact business at the special meeting. Once a share of common stock is represented at the special meeting, it will be counted for the purpose of determining a quorum at the special meeting and any adjournment of the special meeting. However, if a new record date is set for the adjourned special meeting, a new quorum will have to be established. In the event that a quorum is not present at the special meeting, the stockholders who are present in person or represented by proxy may be asked to vote as to whether the special meeting will be adjourned or postponed to solicit additional proxies.

Attendance

Only stockholders of record or their duly authorized proxies have the right to attend the special meeting. To gain admittance, you must present valid photo identification, such as a driver's license or passport. If your shares of common stock are held through a bank, brokerage firm or other nominee, please bring to the special meeting a copy of your brokerage statement evidencing your beneficial ownership of common stock and valid photo identification. If you are the representative of a corporate or institutional stockholder, you must present valid photo identification along with proof that you are the representative of such stockholder. Please note that cameras, recording devices and other electronic devices will not be permitted at the special meeting.

Vote Required

Approval of the proposal to adopt the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of our common stock entitled to vote thereon. For the proposal to adopt the merger agreement, you may vote "FOR," "AGAINST" or "ABSTAIN." Abstentions will have the same effect as a vote against the proposal to adopt the merger agreement, and will count for the purpose of determining whether a quorum is present. If you fail to submit a proxy or to vote in person at the special meeting, it will have the same effect as a vote against the proposal to adopt the merger agreement.

If your shares of common stock are registered directly in your name with our transfer agent, Continental Stock Transfer and Trust Company, you are considered, with respect to those shares of common stock, the "stockholder of record." This proxy statement and proxy card have been sent directly to you by the Company.

If your shares of the Company's common stock are held through a bank, brokerage firm or other nominee, you are considered the "beneficial owner" of shares of common stock held in street name. In that case, this proxy statement has been forwarded to you by your bank, brokerage firm or other nominee who is considered, with respect to those shares of common stock, the stockholder of record. As the beneficial owner, you have the right to direct your bank, brokerage firm or other nominee as to how to vote your shares by following their instructions for voting.

Under the rules of the Nasdaq, brokers who hold shares in street name for customers have the authority to vote on "routine" proposals when they have not received instructions from beneficial owners. However, brokers are precluded from exercising their voting discretion with respect to approving non-routine matters. The proposal to adopt the merger agreement is considered a non-routine proposal and, as a result, brokers are not empowered to vote shares of common stock absent specific instructions from the beneficial owner of such shares of the Company's common stock. We generally refer to situations where brokers have not received such specific instructions from beneficial owners of the Company's common stock as broker non-

votes. These broker non-votes will be counted for purposes of determining a quorum, but will have the same effect as a vote against the proposal to adopt the merger agreement.

The proposals to approve, on an advisory basis, the merger-related compensation for the Company's named executive officers and to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on the matter at the special meeting, whether or not a quorum is present. For the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies, you may vote "FOR," "AGAINST" or "ABSTAIN." For purposes of this proposal, if your shares of the Company's common stock are present at the special meeting but are not voted with respect to this proposal, or if you have given a proxy and abstained on either of these proposals, this will have the same effect as if you voted against the proposal. If you fail to submit a proxy or vote in person at the special meeting, or there are broker non-votes on the issue, as applicable, the shares of the Company's common stock not voted will have no effect on the proposals to approve, on an advisory basis, the merger-related compensation for the Company's named executive officers and to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

If you are a stockholder of record, you may vote your shares of the Company's common stock on matters presented at the special meeting in any of the following ways:

§ You may vote by mail if you complete, sign and date the accompanying proxy card and return it as directed. Your shares will be voted confidentially and in accordance with your instructions;

§ You may vote by telephone or via the Internet in accordance with the instructions found on your proxy card; and

§ You may vote in person if you are a registered stockholder and attend the meeting and deliver your completed proxy card in person. At the meeting, the Company will also distribute written ballots to registered stockholders who wish to vote in person at the meeting. Beneficial owners of shares held in "street name" who wish to vote at the meeting will need to obtain a proxy form from the institution that holds their shares.

If you are a beneficial owner of shares of our common stock as of the record date, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Please note that if you are a beneficial owner and wish to vote in person at the special meeting, you must have a legal proxy from your bank, brokerage firm or other nominee.

The control number located on your proxy card is designed to verify your identity and allow you to vote your shares of our common stock, and to confirm that your voting instructions have been properly recorded when voting over the Internet or by telephone.

Please refer to the instructions on your proxy or voting instruction card to determine the deadlines for voting over the Internet or by telephone. If you choose to vote by mailing a proxy card, your proxy card must be filed with our Secretary by the time the special meeting begins. Please do not send in your stock certificates with your proxy card. When the merger is completed, a separate letter of transmittal will be mailed to you that will enable you to receive the merger consideration in exchange for your stock certificates.

If you vote by proxy, regardless of the method you choose to vote, the individuals named on the enclosed proxy card, and each of them, with full power of substitution, or your proxies, will vote your shares of common stock in the way that you indicate. When completing the Internet or telephone voting processes or the proxy card, you may specify whether your shares of the Company's common stock should be voted "FOR" or "AGAINST," or to "ABSTAIN" from voting on, all, some or none of the specific items of business to come before the special meeting.

If you properly sign your proxy card but do not mark the boxes showing how your shares of common stock should be voted on a matter, the shares of common stock represented by your properly signed proxy will be voted “FOR” the proposal to adopt the merger agreement and “FOR” the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

If you need assistance in voting by telephone or over the Internet or completing your proxy card or have questions regarding the Special Meeting, please contact:
Alliance Advisors, LLC
200 Broadacres Drive, 3rd Floor

Bloomfield, NJ 07003
877-777-5603
(Banks and brokers please call: 973-873-7780)
IT IS IMPORTANT THAT YOU VOTE YOUR SHARES OF COMMON STOCK PROMPTLY. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY CARD IN THE ACCOMPANYING PREPAID REPLY ENVELOPE, OR SUBMIT YOUR PROXY BY TELEPHONE OR THROUGH THE INTERNET. STOCKHOLDERS WHO ATTEND THE SPECIAL MEETING MAY REVOKE THEIR PROXIES AND VOTE IN PERSON.

Concurrently with the execution and delivery of the merger agreement, IAT Reinsurance Company Ltd. and related parties listed on Schedule I of the voting agreement, who we refer to as the significant stockholders, solely in their capacities as stockholders of the Company, entered into a voting agreement with Parent with respect to their shares of Company common stock. We refer to this agreement as the voting agreement. Such shares constituted approximately 24.5% of the total issued and outstanding shares of Company common stock as of August 22, 2012. Pursuant to the voting agreements, the significant stockholders each has agreed to vote, or cause to be voted, these shares (together with any shares of Company common stock acquired by them on or after August 22, 2012) in favor of the approval of the merger agreement and the transactions contemplated thereby and any adjournment of the stockholder meeting in order to solicit additional favorable votes and has granted Parent an irrevocable proxy to vote their shares in accordance with the foregoing.

In the voting agreements, the significant stockholders have agreed not to, on or after August 22, 2012, among other things:

§ enter into any contract, option or other arrangement or undertaking with respect to the direct or indirect acquisition, sale, assignment, transfer or other disposition of its shares or beneficial ownership thereof;

§ use reasonable best efforts not to solicit, initiate, knowingly facilitate or knowingly take any action designed to encourage or facilitate any inquiries regarding or the making of any proposal or offer that constitutes, or may reasonably be expected to constitute, a competing proposal; or

§ use reasonable best efforts not to enter into or participate in any discussions with, or furnish any non-public information relating to the Company or any of its subsidiaries to, or afford access to the property, books or records of the Company or its subsidiaries to, any person that, to the knowledge of such significant stockholder, is seeking to make, or has made, a competing proposal; provided, however, that such significant stockholder may participate in discussions or negotiations with any person regarding a competing proposal or superior proposal if at that time the Company is permitted to engage, and is engaging in discussions or negotiations with such person in accordance with the terms of the merger agreement.

Proxies and Revocation

Any stockholder of record entitled to vote at the special meeting may submit a proxy by telephone, over the Internet or by returning the enclosed proxy card in the accompanying prepaid reply envelope, or may vote in person at the special meeting. If your shares of the Company’s common stock are held in street name by your bank, broker or other nominee, you should instruct your bank, broker or other nominee, on how to vote your shares of the Company’s common stock using the instructions provided by your bank, broker or other nominee. If you fail to submit a proxy or vote in person at the special meeting, or abstain, or you do not provide your bank, broker or other nominee, with instructions, as applicable, your shares of the Company’s common stock will not be voted on the proposal to adopt the

merger agreement, which will have the same effect as a vote against the proposal to adopt the merger agreement.

You have the right to revoke a proxy, whether delivered over the Internet, by telephone or by mail, at any time before it is exercised, by voting at a later date through any of the methods available to you, by giving written notice of revocation to our Secretary, which must be filed with our Secretary before the special meeting begins, or by attending the special meeting and voting in person. Attendance at the special meeting will not automatically revoke a previously granted proxy.

Adjournments and Postponements

Any adjournment or postponement of the special meeting may be made from time to time by approval of the holders of a majority of the shares of the Company's common stock present in person or represented by proxy at the special meeting,

whether or not a quorum exists, without further notice other than by an announcement made at the special meeting. If a quorum is not present at the special meeting, or if a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to adopt the merger agreement, then the Company's stockholders may be asked to vote on a proposal to adjourn or postpone the special meeting so as to permit further solicitation of proxies. Any adjournment or postponement of the special meeting for the purpose of soliciting additional proxies will allow the Company's stockholders who have already sent in their proxies to revoke them at any time prior to their use at the special meeting as adjourned or postponed.

Anticipated Date of Completion of the Merger

We are working towards completing the merger as soon as possible. Assuming timely satisfaction of necessary closing conditions, we anticipate that the merger will be completed in the fourth quarter of 2012. If our stockholders vote to approve the proposal to adopt the merger agreement, the merger will become effective as promptly as practicable following the satisfaction or waiver of the other conditions to the merger.

Rights of Stockholders Who Seek Appraisal

Stockholders are entitled to appraisal rights under the DGCL with respect to any or all of their shares of the Company's common stock in connection with the merger. This means that you are entitled to have the fair value of your shares of common stock determined by the Delaware Court of Chancery and to receive payment based on that valuation. The ultimate amount you receive in an appraisal proceeding may be less than, equal to or more than the amount you would have received under the merger agreement.

To exercise your appraisal rights, you must submit a written demand for appraisal to the Company before a vote is taken on the merger agreement, you must not vote in favor of the proposal to adopt the merger agreement and you must hold your shares continuously through the effective time and otherwise comply with Section 262 of the DGCL. Your failure to follow exactly the procedures specified under the DGCL may result in the loss of your appraisal rights. See "Appraisal Rights" beginning on page 72 and the text of the Delaware appraisal rights statute reproduced in its entirety as Annex D to this proxy statement. If you hold your shares of common stock through a bank, brokerage firm or other nominee and you wish to exercise appraisal rights, you should consult with your bank, broker or other nominee to determine the appropriate procedures for the making of a demand for appraisal by the nominee. In view of the complexity of the DGCL, stockholders who may wish to pursue appraisal rights should consult their legal and financial advisers.

Solicitation of Proxies; Payment of Solicitation Expenses

The Company has engaged Alliance Advisors to assist in the solicitation of proxies for the special meeting. The Company estimates that it will pay Alliance Advisors a fee of approximately $25,000. The Company will reimburse Alliance Advisors for reasonable out-of-pocket expenses and will indemnify Alliance Advisors and its affiliates against certain claims, liabilities, losses, damages and expenses. The Company also will reimburse brokers, banks and other custodians, nominees and fiduciaries representing beneficial owners of shares of the Company's common stock for their expenses in forwarding soliciting materials to beneficial owners of the Company's common stock and in obtaining voting instructions from those owners. Our directors, officers and employees may also solicit proxies by telephone, by facsimile, by mail, on the Internet or in person. Our directors, officers and employees will not be paid any additional amounts for soliciting proxies.

Questions and Additional Information

If you need assistance in voting by telephone or over the Internet or completing your proxy card or have questions

regarding the Special Meeting, please contact:
Alliance Advisors, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, NJ 07003
877-777-5603
(Banks and brokers please call: 973-873-7780)

THE MERGER

This discussion of the merger is qualified in its entirety by reference to the merger agreement, which is attached to this proxy statement as Annex A. You should read the entire merger agreement carefully because it is the legal document that governs the merger.

The merger agreement provides that Purchaser will merge with and into the Company. The Company will be the surviving corporation in the merger and will continue to do business following the merger as a subsidiary of Parent. As a result of the merger, the Company will cease to be a publicly traded company. You will not own any shares of the capital stock of the surviving corporation.

Merger Consideration

In the merger, each issued and outstanding share of the Company's common stock (other than shares of the Company's common stock held by Parent, shares held by the Company in treasury or shares held by any of their respective subsidiaries, shares of the Company's common stock held by stockholders who properly exercise appraisal rights under the DGCL) will, at the effective time, be cancelled and converted into the right to receive the merger consideration of $0.50 in cash, without interest, less any applicable withholding taxes.

Background of the Merger

Primarily as a result of the worldwide economic downturn beginning in 2008, we have experienced a significant decline in revenues and profitability. During this period, both the level of printing activity and the number of printing establishments in the markets that we serve have been reduced substantially. As a result, there have been fewer potential customers available to purchase our printing presses and consumables and less printing work being done to justify the purchase of presses and consumables by the remaining market participants. Because of the economic uncertainty, many printers have been unwilling to make large capital investments such as purchasing a new press, and those that are willing to make such purchases have often found it difficult to obtain financing for such purchases due to a lack of credit availability in the market. We believe that these factors led to a 77% decline in equipment revenue from 2007 through 2011. Since our other sources of revenue, consumables and service, are heavily dependent upon our equipment sales, we have experienced a significant decline in these areas as well. Overall, from 2007 through 2011, our total revenue declined by 51%. We incurred net losses of $49.9 million, $10.6 million and $12.4 million in fiscal 2009, 2010 and 2011, respectively.

In order to address the steep decline in revenue and profitability in this difficult economic climate, we have reduced our operating expenses significantly. We have implemented a series of restructuring plans and other measures in an effort to reduce our cost structure and stabilize the business. However, despite these efforts we have been unable to achieve profitability in recent years, and there is no assurance as to when, or if, the Company will be able to return to profitability.

Our board of directors periodically reviews the Company's condition (financial and otherwise), challenges facing the company both from within and outside the industry, business and financial prospects and other matters affecting the Company, with a view toward maximizing stockholder value.

Despite the financial difficulties that we have faced during the past several years, we have continued to update our product portfolio to remain competitive. We have introduced several new products over the last three years designed to address our strategy of providing product offerings to larger customers in addition to our traditional base of smaller printers. Among these new products has been our 75DI digital offset press as well as two Computer-to-Plate printing plate offerings that are designed for larger print shops, which have all met strong and positive customer reviews. With

the addition of these products, we believe that we now possess a broad and highly competitive product portfolio. However, our financial condition has made it difficult to fund the marketing and sales efforts necessary to capitalize on this attractive product portfolio and we believe that it would be difficult for the Company to capitalize on our updated product offerings given our significant reduction in operating expenses.

In early 2011, management began to consider the prospects for improved financial performance if the Company partnered with other industry participants. In February 2011, Jeffrey Jacobson, the former Chairman, President and CEO of the company and Jeffrey Cook, the former EVP, Chief Financial Officer and Treasurer of the Company, traveled to Asia to meet with potential business partners to explore possible strategic partnerships.

At its meeting on March 2, 2011, the Board discussed the Company's business prospects and whether the Company should engage in a formal process to explore its strategic alternatives, including investments in the Company and the sale of the Company. The Board requested that management contact investment banking firms in order to identify a firm to represent the Company in such a process. At its meeting on May 5, 2011, the Board received presentations from GCA Savvian and one other

investment banking firm regarding their respective qualifications and certain strategic alternatives that may be available to the Company. At a Board meeting held on June 2, 2011, the Board approved the engagement of GCA Savvian to provide services in connection with the Company's exploration of potential transactions that would result in a change in control of the Company. The GCA Savvian engagement letter was executed on June 6, 2011. In making the decision to retain GCA Savvian as the Company's financial advisor, the Board considered GCA Savvian's experience, qualifications and reputation. The Board also considered GCA Savvian's experience in working with companies in Asia, as the Board considered it to be likely that some prospects for a potential transaction with the Company would be headquartered in Asia.

On May 9, 2011, the Company reported financial and operating results for the first quarter ended April 2, 2011. In the first quarter ended April 2, 2011, the Company reported total revenue of $31.9 million, a decline of 7.6% from the amount reported in the first quarter of 2010, and a net loss of $1.5 million in the first quarter ended April 2, 2011 compared to a net loss of $0.6 million in the comparable period in fiscal 2010.

During June 2011, management consulted with representatives of GCA Savvian to identify potential candidates to acquire the Company and also reviewed with GCA Savvian conversations management previously had held with companies with which the Company could form a strategic partnership. Management and representatives of GCA Savvian identified large strategic companies headquartered in the United States, Asia and Europe as well as a select group of financial sponsor candidates that might view the Company as a strategic acquisition.

On June 24, 2011, the Company was removed from the Russell 3000 Index and placed in the Russell Microcap Index due to the reduction in the Company's market capitalization.

From July 6, 2011 to August 15, 2011, GCA Savvian, at the direction of management, contacted a total of fourteen large strategic companies that were considered potential candidates to acquire the Company. Three of the companies are based in the United States, eight are based in Asia and three are based in Europe. In addition, during this period, GCA Savvian, at the direction of management, contacted three financial sponsors to consider an acquisition or strategic transaction with the Company, based upon the Company's potential synergies with their portfolio companies.

Management delivered presentations to several of the entities contacted by representatives of GCA Savvian on behalf of the Company. None of the strategic companies or financial sponsors contacted during this period showed an interest in pursuing a transaction with the Company. In connection with these presentations, management provided financial forecasts regarding the Company's operations through 2015, based upon a number of assumptions and qualifications.

On August 4, 2011, the Company retained as a consultant a former printing industry executive in China to assist the Company in identifying potential strategic acquirers located in China and to assist in making introductions to Chinese companies.

At its meetings on August 4, 2011 and September 21, 2011, the board of directors discussed with representatives of GCA Savvian and management the status of the strategic process. As a result of the share price decline between July 2011 and late September of 2011, at the request of the Company, representatives of GCA Savvian contacted several strategic parties in the U.S., Japan, China and Europe that were previously contacted to see if they might have an interest in acquiring the Company at these lower valuation levels. All of the companies that were contacted for a second time responded that, notwithstanding the lower valuation levels, they were not interested in pursuing further discussions with the Company.

On August 10, 2011 the Company reported financial results for the second quarter of 2011. In the quarter, the Company reported total revenue of $31.4 million, a comparable level with the amount reported in the second quarter

of 2010. During the second quarter of 2011, the Company incurred a net loss from continuing operations of $1.7 million, or $0.05 per share, compared to a net loss from continuing operations of $1.8 million, or $0.05 per share, in the second quarter of 2010.

On August 24, 2011 the Company entered into an amendment to its credit agreement with PNC Bank, N.A. The primary purposes of the amendment were to (i) eliminate an availability block of $2.0 million through January 31, 2012, (ii) to allow certain restructuring charges to not be counted when calculating the Company's EBITDA and fixed charge coverage ratio covenant, and (iii) to provide for an early termination fee to be paid to the lenders in the event that the agreement was terminated prior to the last day of the term on March 5, 2013.

At its meeting on October 13, 2011, the Board received an update and also was briefed on the presentation made to potential partners and discussed the next steps in exploring strategic alternatives for the Company. The Board directed representatives of GCA Savvian and management to continue identifying and contacted possible candidates regarding a strategic transaction with the Company.

On October 23, 2011, the Company received a notice from Nasdaq indicating that the Company had fallen out of compliance with Nasdaq's Listing Rules due to the fact that the Company's common stock had failed to maintain a minimum bid price of at

least $1.00 per share for a period of thirty consecutive business days. The Company was provided 180 days, until April 23, 2012, to regain compliance with the minimum bid price requirement.

On October 24, 2011, management and representatives of GCA Savvian met with a privately held industry participant with revenues similar to those of the Company (Company A) and its investment banker for the purpose of exploring a possible business combination. The parties expressed a joint interest in a business combination, and agreed to exchange financial and other information over the following weeks.

On October 31, 2011, management, with the assistance of representatives of GCA Savvian, made a presentation to a U.S. based strategic company. That company determined not to pursue a transaction.

At its meeting held on November 3, 2011, the board of directors discussed with management and representatives of GCA Savvian the recent contacts and activities in the strategic process. Due to the Company's lack of success in generating interest among larger strategic companies and financial sponsors during the July to October 2011 timeframe, the Board decided to approach a broader group of financial sponsor candidates and some smaller strategic companies not included in the initial group initially contacted.

On November 15, 2011, the Company announced financial results for the third quarter of 2011. The Company reported total revenue decline of 14.4% from the third quarter of 2010, and an operating loss of $4.7 million in the quarter, compared to an operating loss of $1.3 million reported in the 2010 third quarter. The Company also announced an $11.2 million profit improvement program, which was intended to return the Company to positive adjusted Earnings Before Interest, Taxes and Depreciation (EBITDA) in 2012. This profit improvement program was largely focused on cost reductions achieved primarily through reductions in the Company's workforce.

The Company's common stock, as quoted by Nasdaq, had declined from $1.60 on June 6, 2011 to $0.76 on the date of the announcement of third quarter results, November 15, 2011. In light of this stock price decline, GCA Savvian advised the Board that a possible acquisition of the Company may appeal to a broader group of financial sponsors and the Board directed GCA Savvian to pursue that approach. As a result from October 2011 through January 2012, on behalf of the Company, GCA Savvian made contact with a number of additional financial sponsors as well as smaller strategic companies to determine whether there was interest in obtaining further information about the Company and exploring a possible transaction. The parties contacted in this phase of the process included firms located in the United States, China, India, Japan and Europe.

On December 15, 2011, the board of directors met to review the Company's budget for 2012, which at that time reflected modest and reduced revenue growth compared to earlier projections. The board also discussed the status of the ongoing strategic process and the challenges facing the Company to improve its financial performance.

On December 19, 2011, the Company met with a smaller private equity firm based in the United States to discuss a possible acquisition of the Company. Following this meeting and the exchange of information, the firm elected not to pursue an acquisition of the Company.

On January 4, 2012, representatives of GCA Savvian met with management to discuss an additional list of private equity firms, including those private equity firms specializing in the acquisition of distressed assets and companies.

On January 6, 2012, at the direction of management, representatives of GCA Savvian met with a private equity firm (PE Firm A) to discuss a possible acquisition of the Company. PE Firm A expressed an interest in a possible acquisition of the Company.

On January 17, 2012, management and representatives of GCA Savvian met in person with PE Firm A at the offices of PE Firm A to make a formal presentation about the Company. PE Firm A expressed interest in obtaining further information about the Company. In a conversation held on January 19, 2012, PE Firm A advised GCA Savvian of its continuing interest in the Company and advised that it would prepare additional information requests.

On January 26, 2012, the board of directors held a meeting, at which management provided an update on the status of the ongoing strategic process and on the recent meeting held by management and representatives of GCA Savvian with PE Firm A.

On February 1, 2012, the Company announced that Jeffrey Jacobson, the Company's Chairman, President and Chief Executive Officer, as well as Jeffrey Cook, the Company's Executive Vice President, Chief Financial Officer and Treasurer, would be leaving the Company to accept positions with different companies. Stanley E. Freimuth was appointed Chairman, President and Chief Executive Officer, effective February 13, 2012. Mr. Freimuth had been a director of the Company since 2009. Arnon Dror was appointed Vice President, Chief Financial Officer and Treasurer, effective February 9, 2012.

On February 7, 2012 the Company entered into an amendment to its credit agreement with PNC Bank, N.A. The primary purposes of the amendment were to (i) provide for a gradual reinstatement of the $2.0 million availability block that was set to be reinstated entirely on January 31, 2012, (ii) to allow certain additional restructuring charges to not be counted when calculating the Company's EBITDA and fixed charge coverage ratio covenant, and (iii) to amend the Company's fixed charge coverage ratio covenant from 1.00:1.00 to 1.25:1.00, effective with the first fiscal quarter of 2012.

On February 10, 2012, representatives of GCA Savvian had a follow-up discussion with PE Firm A, which continued to express a high level of interest in pursuing an acquisition of the Company. Throughout February 2012, representatives of GCA Savvian continued to have discussions with PE Firm A.

On February 16, 2012, based on GCA Savvian's suggestion to the management that AIP could be a potential acquiror of the Company, management directed GCA Savvian to approach AIP, after which GCA Savvian contacted AIP to determine whether AIP had an interest in considering a transaction with the Company. AIP indicated preliminary interest, and between February 17 and February 24, 2012, AIP was provided with introductory information about the Company. AIP did not have any prior contact with management with respect to the potential sale process.
On February 21, 2012, management of the Company and representatives of GCA Savvian met with a private equity firm (PE Firm B) to make a presentation about the Company.

On February 22, 2012, management of the Company and representatives of GCA Savvian met with a private equity firm (PE Firm C) to make a presentation about the Company. Management continued these discussions on February 23, 2012.

On March 2, 2012 AIP executed a non-disclosure agreement with the Company and, at the direction of management, GCA Savvian began to provide AIP with detailed financial and other information about the Company.

In March 2012, representatives of GCA Savvian continued to have discussions on behalf of the Company with PE Firm A, PE Firm B and PE Firm C. In addition, during the month, representatives of GCA Savvian spoke, on behalf of the Company, with two private equity firms which, following preliminary discussions, decided not to pursue a transaction with the Company.

At its meeting held on March 14, 2012, the board of directors discussed with management and GCA Savvian the recent contacts and activities in the strategic process. The Board directed management and GCA Savvian to continue to pursue these strategic transactions.

On March 15, 2012, the Company reported financial results for the fourth quarter 2011. In the quarter, the Company reported total revenue of $29.8 million compared to $31.1 million in the fourth quarter of 2010, and adjusted EBITDA of negative $0.9 million compared to a positive $0.6 million in the prior year fourth quarter. For fiscal 2011, the Company reported total revenue of $120 million compared to $128.6 million for 2010, and adjusted EBITDA of negative $1.4 million compared to $4.0 million for the prior year.

On March 21, 2012, at the direction of Management, representatives of GCA Savvian provided introductory information to a strategic company located in China (Company B). The initial contact for Company B was made by the consultant hired by the Company in August 2011 to assist with making introductions to potential strategic partners located in China. Follow up conversations occurred on March 30, 2012 and on April 3, 2012.

Having proceeded through an extensive due diligence phase with PE Firm A, PE Firm B and PE Firm C, at the direction of Management, representatives of GCA Savvian requested the three firms to provide the Company, by April 2, 2012, with preliminary indications of their interest in acquiring the Company, including the principal terms under which it would be willing to acquire the Company.

On March 26, 2012 management and representatives of GCA Savvian met with representatives of AIP at the Company's Hudson, New Hampshire facility. Management made a presentation on the Company and provided a facility tour to AIP. Later that day, AIP traveled to the Company's South Hadley, Massachusetts manufacturing facility for a tour. A follow up conversation between GCA Savvian and AIP occurred on March 30, 2012.

On April 2, 2012, the Company received preliminary indications of interest from PE Firm A, PE Firm B and PE Firm C. PE Firm A indicated that it would be willing to acquire the Company for a per share price in the range of $0.57 to $0.62, subject to confirmatory due diligence and the Company's agreement to enter into an exclusivity agreement through May 30, 2012. PE Firm B indicated that it would be willing to acquire the Company for a per share price of $0.77, subject to confirmatory due diligence and a forty-five day period of exclusivity. PE Firm C indicated that it would be willing to acquire the Company for a per share price of $0.21, subject to confirmatory due diligence. The closing price of the Company's common stock on April 2, 2012 was $0.58.Also on April 2, 2012, GCA Savvian and the Company received an email communication from AIP indicating its continuing interest in the Company. Following a review of these indications of interest, after consultation with management, and

in consideration of the fact that there were two indications of interest at a significantly higher value, GCA Savvian, at the direction of management, advised PE Firm C that the Company would not be pursuing a transaction with it. The determination to discontinue discussions with PE Firm C regarding a potential transaction was later reviewed and ratified by the board of directors.

On April 3 and 4, 2012, management met with the management of Company A. The parties concluded that in light of the Company's low stock price and the need for third-party financing for a combination of the Company with Company A, the combination of the two companies was not feasible. The managements of the two companies discussed the possibility of a marketing and sales joint venture that could be mutually beneficial.

On April 6, 2012, each of PE Firm A and PE Firm B expressed to representatives of GCA Savvian their continuing interest in an acquisition of the Company.

Also on April 6, 2012, PE Firm A, PE Firm B and PE Firm C were each provided with access to a data site that had been established by the Company to provide extensive information about the Company for due diligence purposes.

On April 9, 2012, management, with the assistance of representatives of GCA Savvian, made a presentation to Company B and its financial advisors.

Also on April 9, 2012, AIP made its second visit to the Company's Hudson, New Hampshire facility. Executives of AIP as well as AIP's portfolio company, Mark Andy, Inc. attended. The parties held extensive conversations with Company management about the Company's business and prospects. AIP requested certain product information and sample materials for review and testing."

On April 13, 2012, the chief executive officer of Company B visited the Company's Hudson, New Hampshire and South Hadley, Massachusetts facilities. Later that day, management of the Company made a presentation to the CEO of Company B. The Company provided Company B with access to the Company's data site. The Company also provided AIP with access to the Company's data site.

At its meeting held on April 16, 2012 the board of directors discussed with management and representatives of GCA Savvian the recent contacts and activities in the strategic process and directed management to continue exploring these potential transactions.

On April 16, 2012, the Company sent to Company A a draft term sheet for a potential sales and marketing joint venture for the distribution of a single CTP product line.

On April 17, 2012, AIP advised GCA Savvian that it remained interested in the possibility of acquiring the Company and that it was engaging counsel to conduct due diligence.

In the second half of April 2012 and early May 2012, representatives of GCA Savvian and management continued to have conversations and in person meetings with AIP, Company B, PE Firm A, and PE Firm B. Topics covered on these calls included preliminary first quarter 2012 results, recent developments, expectations for the upcoming worldwide trade show, drupa 2012, and other matters.

On April 20, 2012, the Company transferred the listing of its common stock from the NASDAQ National Market to the Nasdaq Capital Market. By transferring to the Nasdaq Capital Market, the Company was provided an additional 180 days, to October 22, 2012, within which to satisfy the minimum bid price requirement of $1.00 per share, subject to the requirement that the Company seek a reverse stock split if it is otherwise unable to regain compliance by the extended compliance date.

On April 23, 2012, the Company received an indication of interest from Company B. The indication of interest set forth two options. The first option reflected a willingness to purchase the Company for a price of no more than $0.99 per share. The alternative proposal was for Company B to invest in the Company by acquiring 30% - 40% of the fully diluted outstanding shares of the Company at a per share price of no more than $0.65 and obtain from the Company a two-year option to acquire the remaining shares at no more than $0.99 per share. Company B's indication of interest was subject to certain conditions, including extensive due diligence.

On April 27, 2012, management and representatives of GCA Savvian held telephonic meetings with each of AIP, PE Firm A and PE Firm B to provide an update on preliminary first quarter 2012 financial results for the Company prepared by the Company's management, to update them on recent business developments, and to provide information concerning recent sales activities. The representatives of GCA Savvian, on behalf of the Company, presented to API, PE Firm A and PE Firm B revised forecasted financial information, which generally reflected a reduction in financial performance levels from the levels previously shared with the parties. The previous forecasts had been prepared by the former management of the Company who departed in February

2012, and the then current management believed that some of the assumptions underlying the previous assumptions were no longer realistic.

On May 2, 2012, AIP submitted a non-binding indication of interest in acquiring the Company. AIP indicated a per share purchase price of $0.80, subject to significant additional due diligence.

From May 3, 2012 through May 16, 2012, the Company participated in the largest industry show in the world, drupa 2012, held in Dusseldorf, Germany. At drupa, management met with several firms that the Company had contacted during its strategic process, including PE Firm A and Company B.

At its meeting held on May 11, 2012, the board of directors discussed with management and GCA Savvian recent contacts and activities in the strategic process. The board authorized management and GCA Savvian to solicit final bids from AIP, PE Firm A, PE Firm B and Company B. The board also reviewed a revised 2012 financial forecast prepared by management.

On May 15, 2012, at the direction of the Board, representatives of GCA Savvian sent to AIP, PE Firm A, PE Firm B and Company B final bid instruction letters, requesting final bids as well as a draft merger agreement.

On May 17, 2012, representatives of GCA Savvian had a follow-up call, on behalf of the Company, with PE Firm A, which indicated that it would likely not submit a final bid, and if it did bid, the proposed price per share would likely be below the then current market price per share. On May 17, 2012 the closing per share price of the Company's common stock was $0.64.

On May 17, 2012, a representative of GCA Savvian had a follow-up call, on behalf of the Company, with Company B, which indicated that due to uncertainty about the state of the economy and other concerns, Company B had decided to withdraw from the process.

On May 18, 2012, representatives of GCA Savvian had a follow-up call, on behalf of the Company, with AIP. AIP indicated that it had elected not to submit a final bid for the Company. AIP indicated that if it was to pursue the acquisition of the Company, it would be at a price point well below its initial indication of $0.80 and would likely be at or around the level of $0.50 per share.

On May 22, 2012, the managements of the Company and Company A met to discuss the possible marketing and sales joint venture. The parties reviewed prospective financial information for such a joint venture, based upon certain assumptions.

On May 23, 2012, representatives of GCA Savvian received, on behalf of the Company, a bid letter from PE Firm B. The proposal submitted by PE Firm B indicated a purchase price of $0.77 per share, subject to confirmatory due diligence during a 30-day period of exclusivity.

On May 25, 2012, representatives of GCA Savvian had a call on behalf of the Company with PE Firm B for the purpose of clarifying certain aspects of its bid including timing and logistics.

On May 30, 2012 the board of directors met with representatives of GCA Savvian and the Board's legal advisors, McDermott, Will & Emery, LLP ("MWE") to consider the bid submitted by PE Firm B. Representatives of GCA Savvian reported that PE Firm B had subsequently advised GCA Savvian, among other things, that in the preparation of its bid it failed to take into consideration certain transaction-related expenses, including potential payments to certain executives in the event that their employment was terminated following a change-in-control. Following the consideration of this information, the Board instructed GCA Savvian and management to follow-up with PE Firm B to

clarify its offer for the acquisition of the Company. MWE provided the board with advice on the board's fiduciary duties when considering the sale of the Company. The Board also reviewed and discussed, as a strategic alternative, the prospect of raising additional equity capital through issuance of additional shares of common stock in a rights offering. Representatives of GCA Savvian presented an overview of the rights offering process, and addressed various issues to be taken into consideration by the Board in determining whether this was a desirable alternative.

On June 5, 2012 and June 7, 2012, management and representatives of GCA Savvian had discussions with PE Firm B for the purpose of having PE Firm B finalize its offer for the Company.

On June 8, 2012, the Company received a revised proposal from PE Firm B for the acquisition of the Company. The revised proposal indicated a purchase price per share of $0.67. The closing price of the Company's common stock on June 8, 2012 was $0.51. PE Firm B requested a 30-day exclusivity period to perform additional due diligence. The proposal also indicated that PE Firm B intended to discuss with Stanley E. Freimuth, the Company's Chairman, President and CEO, as well as Arnon Dror, the Company's Vice President, Chief Financial Officer and Treasurer, the terms of their continued retention following an acquisition. The retention of these two executives was expressed as a key assumption in the proposal. In conversations with representatives of GCA Savvian, PE Firm B indicated that it would expect to reduce its proposed offering price by the value of any severance

payments to these two executives if they were not retained. Also on this date, PE Firm B discussed with Messrs. Freimuth and Dror the general terms of employment that it offered to executives of its portfolio companies.

On June 11, 2012, representatives of GCA Savvian had a call on behalf of the Company with AIP for the purpose of determining its interest in re-joining the bid process. During this call, AIP advised that it would be willing to re-engage in the process if the price range previously indicated by AIP to GCA Savvian during their call on May 18, 2012 would be competitive.

On June 11, 2012, management of the Company and Company A had additional discussions about the potential joint venture between the parties.

At the Company's Annual Stockholder's Meeting on June 12, 2012, stockholders of the Company approved a proposal to authorize the board of directors to declare a reverse stock split in the range of 1-for-2 up to 1-for-15 in its discretion at any time up to the date of the 2013 Annual Meeting of Stockholders. In order to remain on Nasdaq, the Company believed that it would need to effect a reverse stock split to increase it's per share trading price of its common stock.

On June 12, 2012, the Company's board of directors met with representatives of GCA Savvian and MWE, and considered the most recent proposal from PE Firm B. In considering the proposal, the Board determined that in light of the indication of PE Firm B that it would reduce the proposed purchase price by the amount that would be paid to Messrs. Freimuth and Dror if the firm was unable to negotiate the terms of their continued employment, the Board still was unable to take action on a specific financial offer for the Company. The Board determined to provide PE Firm B with an exclusivity period of ten days, during which it was expected to provide a final definitive financial offer to acquire the Company. The Board instructed GCA Savvian to advise PE Firm B that in finalizing its offer, it should assume that contractual severance payments to Messrs. Freimuth and Dror might be made and therefore should be taken into consideration when making a financial proposal.

On June 14, 2012, the Company executed a 10-day exclusivity agreement with PE Firm B, with the exclusivity period to expire at midnight on June 27, 2012. Also on June 14 and June 15, 2012, a team from PE Firm B visited the Company's facility in Hudson, New Hampshire and met with members of the Company's leadership team.

On June 19, 2012 and June 26, 2012, representatives of GCA Savvian had follow-up calls on behalf of the Company with PE Firm B to address outstanding questions. GCA Savvian made clear to PE Firm B that the Company expected a clear, detained and well-defined proposal at the end of the exclusivity period.

On June 22, 2012, the Company was removed from the Russell Microcap Index due to the trading price of the common stock.

On June 29, 2012, representatives of GCA Savvian had a call on behalf of the Company with PE Firm B, which indicated that its valuation of the Company was significantly below its previous offer and that a price that was "at market" would be a premium to PE Firm B's valuation of the Company. The closing price of the Company's common stock on June 29, 2012 was $0.48. PE Firm B advised that it would withdraw from the process.

On July 2, 2012, representatives of GCA Savvian at the direction of management, asked AIP if it would be interested in re-engaging in the processing. AIP advised that it would be interested in re-engaging in the process. On July 11, 2012, AIP visited the Company's facility in Des Plaines, Illinois. On July 13, 2012, management and AIP held a call in which management provided a business update and responded to diligence questions from AIP.

On July 10, 2012, the Company was contacted by its industry consultant in China, who advised that he had been in contact with a Chinese company (Company C) that was interested in obtaining information with the view toward a

possible transaction with the Company. At the direction of Management, GCA Savvian sent preliminary information to Company C.

On July 16, 2012, AIP submitted a proposed letter of intent to acquire the Company for $0.50 per share in cash. AIP requested an exclusivity period of thirty days to perform due diligence which could be automatically extended for an additional 15-day period. The proposal also set forth (a) a proposed termination fee, to be included in a definitive agreement in the event that the Company terminated the agreement to take a higher and better offer, of $1.5 million, and (b) a condition that management must remain with the Company following the acquisition. On July 17, 2012, representatives of GCA Savvian, on behalf of the Company, confirmed the details of the proposal and logistics related to additional diligence.

On July 18, 2012, management of the Company and Company A discussed the status of the review of a potential joint venture between the parties. The parties concluded that, based upon financial projections, the joint venture did not provide adequate returns. The parties ended their discussions.

On July 19, 2012, the Company's board of directors met with representatives of GCA Savvian and MWE to consider and discuss the AIP proposal. Mr. Freimuth reviewed with the Board his view of the Company's potential business opportunities as well as

the execution risks associated with capitalizing on these opportunities and returning the Company to profitability. After discussing the AIP proposal with representatives of GCA Savvian and a review of GCA Savvian's follow-up conversations with AIP, and upon consultation with MWE, the Board directed GCA Savvian to convey to AIP that the Board was willing to accept AIP's proposal and enter into an exclusivity period, subject to the removal of the 15-day exclusivity extension and removal of the requirement that management must remain with the Company post-merger. The Board also directed GCA Savvian to attempt to increase in the per share offer price and a reduction in the termination fee. The Board authorized management, following this discussion with AIP, to execute the proposed offer letter on terms no less favorable than those presented by AIP, subject to the requirement that the provision requiring that management remain with the Company post-merger must be removed.1

On July 19, 2012, representatives of GCA Savvian had a call with AIP and conveyed the requests and direction of the Board. AIP rejected an increase in the offer price or reduction of the proposed termination fee, but otherwise accepted the Board's requested changes to the letter of intent.

On July 20, 2012, the Company executed the revised letter of intent with AIP. The Company then informed Company C that it was unable to continue conversations with it.

Between July 23, 2012 and August 22, 2012, AIP engaged in detailed due diligence. AIP retained third party advisor firms to perform due diligence with respect to each firm's particular area of expertise, including accounting and finance, tax, human resources and benefits, environmental, technology, insurance and legal. During this period, management provided to GCA Savvian an updated 2012, 2013 and 2014 financial forecast prepared by management, which reflected a slightly greater decline in 2012 revenues (compared to 2011) than projected in the spring, and significant revenue growth in 2013 and 2014 although lesser, absolute projected revenue in 2013 and 2014 than had been forecasted earlier in mid-2011. The updated financials are summarized under the heading "Company Unaudited Prospective Financial Information" in this proxy statement. The Company provided additional information to AIP's retained experts during this process. In addition, during this period the Company and AIP, working with their respective counsel, exchanged several drafts of the proposed merger agreement and related documentation, including a voting agreement with certain significant stockholders. AIP had made it a condition to reaching a merger agreement with the Company that certain significant stockholders agree to vote their shares in favor of the merger agreement and the merger. On August 3, 2012, the Company's management reached out to Peter Kellogg, the beneficial owner of the common stock held of record by such significant stockholders. In the telephone call with Mr. Kellogg, he expressed a willingness to enter into a voting agreement, subject to certain conditions.

On August 22, 2012, the Company's board of directors met with representatives of GCA Savvian and MWE to review the terms of the proposed merger agreement and to receive a presentation by GCA Savvian regarding its financial analyses with respect to the proposed merger consideration. At this meeting, GCA Savvian rendered its opinion to the board of directors to the effect that, as of August 22, 2012 and based upon and subject to the various assumptions made, procedures followed, factors considered, and limitations on the review undertaken by GCA Savvian as set forth therein, the merger consideration of $0.50 per share of the Company's common stock in cash to be received by the holders of the Company's common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders. Following these presentations and deliberations by the Board, the Board unanimously approved the merger agreement and the recommendation by the board of the merger agreement and the merger to stockholders at a special meeting to be called for the purpose of considering the merger agreement and the merger. The merger agreement and related agreements were executed and delivered by the parties during the evening of August 22, 2012.

Throughout the strategic process that commenced with the retention of GCA Savvian on June 6, 2011 as the Company's financial advisor and concluded with the execution of the definitive merger agreement, the Company, with the assistance of GCA Savvian, approached a total of 54 firms, including 31 strategic companies and 23 financial sponsors. Of those parties approached, the Company's management made a presentation to 11 of these firms,

including three strategic and eight financial sponsors. Of these 11 firms, five presented preliminary indications of interest, and two presented a final bid to acquire the Company. Of these two firms that presented a final bid, one of them withdrew.

On the morning of August 23, 2012, the Company issued a press release announcing the execution of the merger agreement.

Reasons for the Merger

In evaluating the merger agreement and the merger, the board of directors consulted with our senior management team and our outside legal and financial advisers and considered a number of factors weighing in favor of the merger, including, among others, the material factors set forth below (the order in which the following factors appear does not reflect any relative significance).

- The Company's Business and Prospects. The board of directors believes that the merger maximizes value to the Company's stockholders and is a more attractive option for the Company's stockholders than any other reasonably available option, including continuing to operate the Company on an independent, stand-alone basis. In making this determination, the board of directors considered, on a historical and prospective basis, the Company's business, results of operation (including, among other things, trends in the graphic communications and printing industry), earnings, financial condition, and the market price and insignificant trading volume with respect to, the Company's common stock. The fact that the Company is a smaller company that is experiencing significant financial challenges and a low stock price is a factor in the decisions of potential customers that decline to do business with the Company out of concern over the Company's future viability. The board of directors also considered that the Company's financial recovery would likely require an overall recovery of the economy, as well as the success of the Company's product portfolio. In light of the Company's declining traditional consumables portfolio, such a financial recovery would be heavily dependent upon the sale of the Company's digital offset presses, and the sales of these presses has been significantly and negatively impacted by a lack of capital necessary to deploy the necessary resources to enhance the probability of success.
- The Company's challenges as a smaller independent company. The board of directors also considered the risks and benefits associated with the Company's efforts and plans to conduct its business as an independent, stand-alone public company as compared to the risks and benefits associated with the merger. The board considered that operating as a relatively small, stand-alone public company, the Company faces a number of negative pressures. The cost of operating as a public company negatively impacts the Company's profitability. The Company's small market capitalization limits the Company's ability to weather market downturns or to grow significantly. As a smaller company, negative events can have a relatively larger impact on the Company.
- The Impact of Difficult Economic Conditions. The board of directors considered the Company's prospects as an independent public company in light of current difficult economic conditions in the United States and in Europe. The board considered the anticipated continuation of the economic downturn that began in 2008, which will likely result in our continuing inability to increase revenue to a significant degree or to generate net income. The board of directors concluded that there were significant risks associated with deferring the decision to sell the Company, particularly in light of the current outlook for the economy and its impact on the Company.
- The Potentially Negative Effect on the Common Stock of a Reverse Stock Split or a Delisting by NASDAQ. The board of directors considered the fact that the Company is currently out of compliance with the Listing Rules of NASDAQ due to the fact that the Company's common stock has traded below $1.00 per share for a prolonged period of time. The Company currently has until October 22, 2012 to regain compliance with this minimum bid price rule. The Company can regain compliance with the Listing Rules by declaring a reverse stock split, which was authorized by stockholders at the Annual Meeting on June 12, 2012. The board considered statistics that indicate that the market capitalization of companies that declare a reverse stock split, on average, decreases over time. If the Company fails to regains compliance by October 22, 2012 and fails to declare a reverse stock split, the Company's common stock will be subject to a delisting process by NASDAQ.
- GCA Savvian's Opinion. The board of directors considered the opinion of GCA Savvian rendered to the Company's board of directors to the effect that, as of August 22, 2012, and based upon and subject to the various assumptions made, procedures followed, factors considered, and limitations on the review undertaken by GCA Savvian as set forth therein, the merger consideration of $0.50 per share of the Company's common stock in cash to be received by the holders of the Company's common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders, as more fully described below in the section entitled "—Opinion of GCA Savvian" beginning on page 31.
- Cash Premium. The board of directors considered that the merger consideration represented a premium of 16.3% to the closing price of the Company's common stock on August 22, 2012, the last trading day prior to the announcement of the execution of the merger agreement, an 11.6% premium to the 30-day average closing price of the Company's common stock for the period ended on August 22, 2012 and a 13.6% premium to the closing price

30 days prior to the announcement of the execution of the merger agreement. The board of directors also considered the fact that the merger consideration will be paid entirely in cash, which will provide liquidity and certainty of value to the Company's stockholders.

§ The Lack of Viable Options. The board of directors considers the sale of the Company to be the best available option. While the Company could continue as a stand-alone company, its financial recovery is not assured and the Company faces many significant financial and operating challenges. While the Company could seek to obtain capital through an offering of common stock, such an effort, even if successful, would not assure the financial recovery of the Company, would be costly and would likely be dilutive to the Company's

existing stockholders.

- § The Low Likelihood that a Third Party Would Propose an Acquisition at a Higher Price. The board of directors discussed third parties most likely to be interested in acquiring the Company, including parties that had made non-binding acquisition proposals in the past. In light of the extensive process conducted by the Company with the assistance of its financial advisor and the number of firms that were approached during the process (a total of 54 firms, including 31 strategic companies and 23 financial sponsors), the board concluded that the likelihood that any of such parties would make an all-cash offer on better terms than those proposed by Parent was low.

§ The Ability of the Board of Directors to Change its Recommendation and Terminate the Merger Agreement and that the "Break-Up" Fee Was Not Preclusive. The board of directors considered the fact that the merger agreement allows the Company to respond to unsolicited competing proposals, to change or withdraw its recommendation to the Company's stockholders with respect to the adoption of the merger agreement and to terminate the merger agreement to enter into an alternative agreement relating to a superior proposal, subject, in certain situations, to the payment to Parent of a $1.5 million "break-up" fee plus expenses of up to $500,000. The board considered that the provisions in the merger agreement in their reasonable judgment would not preclude other interested third parties from submitting a competing offer for the Company. The board of directors also considered the size of the "break-up" fee and related expenses and determined that it was reasonable in light of the benefits of the merger and would not, in the directors' reasonable judgment, preclude other interested third parties from making a competing offer for the Company.

§ The High Likelihood that the Transaction with Parent will be Completed. The board of directors considered Parent's financial condition and the relatively limited conditions to the closing of the merger, including the fact that the merger agreement does not contain any financing contingency, and determined that, in its judgment and assuming adoption of the merger agreement by the Company's stockholders, there is a high likelihood that the proposed transaction with Parent will be completed. The board of directors further considered Parent's record in successfully completing acquisitions of other companies.

§ Stockholder Approval and Appraisal Rights. The board of directors considered the fact that the merger is subject to the approval of the Company's stockholders, who therefore have the option to reject the merger by voting against the proposal to adopt the merger agreement as described in this proxy statement. The board of directors also considered the fact that the total number of shares of the Company's common stock that would be subject to voting agreements would represent only 24.5% of the Company's outstanding common stock. In addition, the board of directors considered the fact that the Company's stockholders will have the right to demand appraisal of their shares in accordance with the procedures established by Delaware law. See the section entitled "Appraisal Rights" beginning on page 72.

§ The Terms of the Merger Agreement. The board of directors considered all of the terms and conditions of the merger agreement, including, among other things, the representations, warranties, covenants and agreements of the parties, the conditions to closing, the form of the merger consideration and the structure of the termination rights, and the fact that the merger agreement was negotiated between two sophisticated parties in an arm's-length negotiation.

The board of directors also considered, among others, the following potentially negative factors in determining whether to approve the merger agreement (the order in which the following factors appear does not reflect any relative significance).

§ That the Merger Consideration Represents a Significant Discount to the Price at which the Company's Common Stock has Traded in Recent Years. The board of directors considered that the merger consideration represents an 82% discount to the highest closing price in the last two years of $2.73 on March 10, 2011.

§ The Interests of Certain Individuals in the Merger. The board of directors considered that the Company's officers and directors have interests in the merger that are different from, or in addition to, the interests of the Company's stockholders, including the vesting of all unvested restricted stock units and the payment of severance to the Company's executive officers in the event they choose to terminate employment following the merger, and the

interests of the Company's directors and officers in being entitled to continued indemnification and insurance coverage from the surviving corporation under the merger agreement.

- The No Solicitation, "Break-up" Fee and Expense Reimbursement Provisions. The board of directors considered the restrictions contained in the merger agreement on the Company's ability to solicit competing proposals from third parties, the absence of a "go shop" provision in the merger agreement that would have permitted the Company to solicit competing proposals from third parties for a period of time after the execution of the merger agreement and the possibility that the $1.5 million "break-up" fee and related expense reimbursements may discourage an interested third party from submitting a competing, higher proposal to acquire the Company.
- The Risk that the Merger will be Delayed or will not be Completed. The board of directors considered the risk that the merger will be delayed or will not be completed, including the risk that the affirmative vote of the Company's stockholders may not be obtained, as well as the potential loss of value to the Company's stockholders and the potential negative impact on the operations and prospects of the Company if the merger

§ were delayed or were not completed for any reason.

- § The Significant Costs Involved. The board of directors considered the significant costs involved in connection with negotiating the merger agreement and completing the merger, the substantial management time and effort required to effectuate the merger and the related disruption to the Company's day-to-day operations during the pendency of the merger. If the merger is not consummated, the Company may be required to bear such costs and expenses.
- § The Potential Impact of the Announcement of the Merger Agreement. The board of directors considered the risk that the pendency of the merger could adversely affect the relationship of the Company and its subsidiaries with their respective employees, customers, dealers and others with whom they have business dealings.
- § The Interests of the Company's Stockholders in the Future of the Company. The board of directors considered the fact that, following the merger, the Company's public stockholders will cease to participate in any future financial performance of the Company or benefit from any future increase in the Company's value.
- § The Discount to the Company's Book Value Reflected by the Merger Consideration. The board of directors considered the fact that the merger consideration represented a discount of approximately 50.3% to the book value per share of the Company's common stock as of June 30, 2012.

The above discussion of the information and factors considered by the board of directors includes the principal information and factors, both positive and negative, considered by the board of directors in its evaluation of the merger agreement and the merger. The above discussion is not intended to be exhaustive and may not include all of the information and factors considered by the board of directors. After considering the above factors, the board of directors concluded that, in the aggregate, the positive factors relating to the merger agreement and merger significantly outweighed the potential negative factors.

In view of the variety of factors considered in connection with its evaluation, and the complexity of these matters, the board of directors did not quantify or assign relative or specific weights to the factors considered in reaching its conclusion, nor did it consider it practical to do so. Rather, the board of directors made its recommendation based on the totality of the information presented to and considered by it and the investigations it conducted. In addition, individual directors may have given different weights to different factors.

It should be noted that this explanation of the reasoning of the board of directors and certain information presented in this section is forward-looking in nature and should be read in light of the factors discussed in the section titled "Cautionary Statement Concerning Forward-Looking Information" beginning on page 17 of this proxy statement

Recommendation of the Board of Directors

The board of directors unanimously recommends that you vote "FOR" the proposal to adopt the merger agreement and "FOR" the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Opinion of GCA Savvian

The Company retained GCA Savvian to act as its financial advisor in connection with certain potential strategic transactions involving the Company, including the merger. On August 22, 2012, GCA Savvian rendered its opinion to the Company's board of directors to the effect that, as of that date and based upon and subject to the various assumptions made, procedures followed, factors considered, and limitations on the review undertaken by GCA Savvian as set forth therein, the merger consideration of $0.50 per share of the Company's common stock in cash to be received by the holders of the Company's common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders.

The full text of the written opinion that GCA Savvian delivered to the Company's board of directors, which describes, among other things, the assumptions made, procedures followed, factors considered, and limitations on the review

undertaken by GCA Savvian, is attached as Annex B to this proxy statement. The Company encourages you to read the opinion carefully in its entirety. The following summary of the GCA Savvian opinion has been included in this proxy statement, which is qualified in its entirety by reference to the full text of the opinion attached as Annex B.

GCA Savvian provided its opinion to the Company's board of directors for the benefit and use of the Company's board of directors in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. The GCA Savvian opinion was approved by a fairness committee of GCA Savvian.

The opinion addresses only whether the merger consideration of $0.50 per share of the Company's common stock in cash to be received by the holders of the Company's common stock pursuant to the merger agreement is fair, from a financial point of view, to such holders. The opinion does not address the Company's underlying business decision to enter into the

merger, or the relative merits of the merger as compared to any other alternatives that may be available to the Company, and it does not constitute a recommendation to the Company, the Company's board of directors or any committee thereof, its stockholders, or any other person as to any specific action or vote that should be taken in connection with the merger. GCA Savvian was not asked to, nor has it, offered any opinion as to the material terms of the merger agreement or the structure of the merger. Further, the opinion does not address the fairness of the amount or nature of, or any other aspect relating to, any compensation to any of the Company's officers, directors or employees, or class of such persons, including, without limitation, in relation to the merger consideration.

For purposes of its opinion, GCA Savvian:

(i) reviewed the draft of the merger agreement dated August 21, 2012 and certain related documents;

(ii) reviewed certain publicly available financial statements and other information;

(iii) reviewed certain internal financial statements, other financial and operating data, and other information concerning the Company, prepared by the management of the Company;

(iv) reviewed certain financial projections relating to the Company prepared by the management of the Company for calendar years 2012, 2013 and 2014 only, having been advised by management of the Company that it did not prepare any financial projections beyond such period;

(v) discussed the past and current operations, financial condition and the prospects of the Company with the management of the Company and the Company's board of directors, including the challenges confronting the Company's current business model and the risks and uncertainties of achieving the financial forecasts described in clause (iv) above;

(vi) reviewed the recent reported closing prices and trading activity for the Company's common stock;

(vii) reviewed the financial performance of the Company and the share trading price history and valuation multiples for the Company's common stock and compared them with those of certain other publicly-traded companies that it deemed relevant;

(viii) compared the proposed financial terms of the merger with the financial terms, to the extent publicly available, of certain transactions that it deemed relevant;

(ix) contacted certain parties on behalf of the Company regarding their interest with respect to a possible acquisition of all or a portion of the Company and considered the results of those efforts;

(x) participated in discussions and negotiations among representatives of the Company and Parent and their respective legal and financial advisors with respect to the merger; and

(xi) performed such other analyses and considered such other factors as it deemed appropriate.

In preparing its opinion, GCA Savvian assumed and relied upon, without independent verification, the accuracy and completeness of the information reviewed by it for the purposes of its opinion. GCA Savvian did not undertake any responsibility for the accuracy, completeness or independent verification of such information. With respect to the financial projections of the Company, GCA Savvian assumed that they were reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of the Company. GCA Savvian relied upon and assumed, without independent verification, that there had been no material change in the assets, liabilities,

financial condition, results of operations, business or prospects of the Company from the date of the most recent financial statements provided to GCA Savvian, and that there was no information or any facts that would make any of the information reviewed by GCA Savvian incomplete or misleading. In addition, GCA Savvian assumed that the merger will be consummated in accordance with the terms set forth in the draft merger agreement (without any amendments or modifications thereto), without waiver by any party of any material rights thereunder, that the representations and warranties contained in the merger agreement made by the parties thereto are true and correct in all respects material to GCA Savvian's analysis, and that the merger agreement executed by the parties thereto does not differ in any material respect from the last draft reviewed by it. GCA Savvian also assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the merger will be obtained and that no delay, limitation, restriction or condition will be imposed that would have an adverse effect on the Company, Parent, the Purchaser or on the expected benefits of the merger in any way material to GCA Savvian's analysis. GCA Savvian's opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to GCA Savvian as of, the date of its opinion.

GCA Savvian assumes no responsibility to update or revise its opinion based upon events or circumstances occurring or becoming known to it after the date of its opinion.

GCA Savvian did not make any independent investigation of any legal, accounting or tax matters affecting the Company or the merger, and it assumed the correctness of all legal, accounting and tax advice given to the Company and the Company's board of directors. GCA Savvian was not asked to prepare, nor has it prepared, a formal appraisal of any of the assets, liabilities or securities of the Company, nor has GCA Savvian been furnished with any such appraisals, and its opinion should not be construed as such. GCA Savvian took into account its experience in transactions that it believes to be generally comparable or relevant, as well as its experience in securities valuation in general.

The following represents a brief summary of the material financial analyses performed by GCA Savvian in connection with providing its opinion to the Company's board of directors. Some of the summaries of financial analyses performed by GCA Savvian include information presented in tabular format. In order to fully understand the financial analyses performed by GCA Savvian, the Company's stockholders should read the tables together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data set forth in the tables without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses performed by GCA Savvian.

Transaction Overview

Based upon the approximately 37.5 million shares of the Company's common stock that were outstanding as of August 21, 2012 on a fully diluted basis, GCA Savvian noted that the merger consideration of $0.50 per share of the Company's common stock implied an equity value of approximately $18.7 million. After adding indebtedness and subtracting cash and cash equivalents as provided by the Company's management as of June 30, 2012, resulting in a net debt amount of approximately $7.4 million, GCA Savvian noted that the merger consideration of $0.50 per share of the Company's common stock implied an enterprise value of approximately $26.1 million. GCA Savvian also noted that the merger consideration of $0.50 per share of the Company's common stock represented a:

- premium of approximately 10.1% over the closing price per share of the Company's common stock on August 21, 2012 of $0.45,
- premium of approximately 10.4% over the average closing price per share of the Company's common stock, or Average Price, for the 5-trading day period ending August 21, 2012 of approximately $0.45,
- premium of approximately 7.3% over the Average Price for the 10-trading day period ending August 21, 2012 of approximately $0.47,
- premium of approximately 14.9% over the Average Price for the 20-trading day period ending August 21, 2012 of approximately $0.44,
- premium of approximately 11.5% over the Average Price for the 30-trading day period ending August 21, 2012 of approximately $0.45,
- premium of approximately 6.6% over the Average Price for the 60-trading day period ending August 21, 2012 of approximately $0.47, and
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discount of approximately 7.2% over the Average Price for the 90-trading day period ending August 21, 2012 of approximately $0.54.

GCA Savvian noted that the trading volume of the Company's common stock is low relative to market averages and has decreased over time, which calls into question the validity of its market price as an indicator of value.

Historical Trading Analysis

In its analysis, GCA Savvian reviewed the price trading history of shares of the Company's common stock for the last twelve months ending August 21, 2012 separately and in relation to the Standard & Poor's 400 Index, the Russell 3000 Index and a composite index consisting of the following companies having operations serving commercial printing markets with equipment and related supplies, referred to as the "Selected Comparable Companies":

- Agfa-Gevaert N.V.,
- Dainippon Screen Mfg. Co., Ltd.,
- FUJIFILM Holdings Corporation,
- Heidelberger Druckmaschinen AG,
- Koenig & Bauer AG.
- Ricoh Company, Ltd. and
- Ryobi Ltd.

This analysis showed that during the last twelve months ending August 21, 2012, the trading price of shares of the Company's common stock declined approximately 65.3%, the Standard & Poor's 400 Index rose approximately 23.5%, the Russell 3000 Index rose approximately 25.8% and the composite index consisting of the Selected Comparable Companies declined approximately 19.0%.

Comparable Company Analysis

Based on public and other available information and the Company forecasts provided by the Company's management, GCA Savvian derived and compared multiples for the Company and the Selected Comparable Companies of

- enterprise value to estimated earnings before interest, taxes, depreciation and amortization, or EBITDA, for calendar year 2012, or CY2012E EBITDA, which is referred to below as "EV/CY2012E EBITDA",
- enterprise value to EBITDA for calendar year 2013, or CY2013E EBITDA, which is referred to below as "EV/CY2013E EBITDA", and
- equity value to book value, which is referred to below as "Price/Book Value",

in each case, based on the closing prices of common shares as of August 21, 2012.

The following table sets forth the low, high, mean and median trading multiples of EV/CY2012E EBITDA, EV/CY2013E EBITDA and Price/Book Value for the Selected Comparable Companies, based on the closing prices of common shares as of August 21, 2011:

Metric	Low		High		Mean		Median	
EV/CY2012E EBITDA	1.7	x	11.8	x	5.2	x	3.9	x
EV/CY2013E EBITDA	1.4	x	6.8	x	3.8	x	3.2	x
Price/Book Value	0.2	x	1.4	x	0.6	x	0.4	x

Using the reference ranges for the benchmarks set forth below and the Company's Adjusted EBITDA (as described in the section titled "Company Unaudited Prospective Financial Information") for calendar year 2012, Adjusted EBITDA for calendar year 2013 and book value, GCA Savvian determined implied enterprise values for the Company, then subtracted indebtedness and added cash and cash equivalents to determine an implied equity value. This analysis

indicated the ranges of implied values per share of the Company's common stock, on a fully diluted basis, set forth opposite the relevant metrics below, compared, in each case, to the merger consideration of $0.50 per share of the Company's common stock:

Metric	Reference Range	Implied Price Values
EV/CY2012E EBITDA	3.5x - 6.0x	$0.01 - $0.15
EV/CY2013E EBITDA	3.0x - 4.5x	$(0.03) - $0.05
Price/Book Value	0.3x - 0.5x	$0.30 - $0.50

No company utilized in the comparable company analysis is identical to the Company. In evaluating the Selected Comparable Companies, GCA Savvian made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the Company's and GCA Savvian's

control. Mathematical analysis, such as determining the mean or median, is not in itself a meaningful method of using comparable company data.

Comparable Transactions Analysis

Based on public and other available information and the Company forecasts provided by the Company's management, GCA Savvian calculated the multiples of enterprise value to last-twelve-months, or LTM, EBITDA and next-twelve-months, or NTM, EBITDA, referred to below as EV/LTM EBITDA and EV/NTM EBITDA, respectively, for the following acquisitions of companies having operations serving commercial printing markets with equipment and related supplies: