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VOLUNTARY TENDER OFFER ON THE ORDINARY SHARES OF DEA CAPITAL S.P.A. LAUNCHED

BY NOVA S.R.L.

PRESS RELEASE

pursuant to Article 36 of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated.

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NOVA S.R.L. COMPLETED THE JOINT PROCEDURE CONCERNING THE PURCHASE RIGHT (SQUEEZE- OUT) AND THE PURCHASE OBLIGATION (SELL-OUT) PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE ITALIAN FINANCIAL ACT

DELISTING OF DEA CAPITAL SHARES STARTING TODAY

Novara, 8 March 2023 – With reference to the voluntary tender offer pursuant to Articles 102 et seq. of the Legislative Decree No. 58 of 24 February 1998, as subsequently amended and integrated (the “**Italian Financial Act**”) (the “**Offer**”), launched by Nova S.r.l. (the “**Offeror**”), on the ordinary shares (the “**Shares**”) of DeA Capital S.p.A. (“**DeA Capital**” or the “**Issuer**”), the Offeror hereby announces the following.

The terms used with capital letter in this press release, unless otherwise defined, have the meaning ascribed to them in the offer document relating to the Offer, approved by CONSOB by way of resolution no. 22566 of 18 January 2023 and published on 20 January 2023 (the “**Offer Document**”).¹

Further to the press release of 28 February 2023, relating to: (i) the final results of the Offer, and (ii) the execution of the joint procedure for the exercise of the Purchase Right pursuant to Article 111 of the Italian Financial Act and the concurrent fulfillment of the Purchase Obligation pursuant to Article 108, paragraph 1, of the Italian Financial Act (the “**Joint Procedure**”), regarding the remaining no. 5,879,250 outstanding ordinary shares of DeA Capital, representing 2.205% of the Issuer’s share capital (the “**Remaining Shares**”), the Offeror announces to have confirmed earlier today to the Issuer, pursuant to Article 111, paragraph 3, of the Italian Financial Act, to have deposited the overall consideration of the Joint Procedure (corresponding to Euro 8,818,875.00) (the “**Overall Consideration**”) on the bank account opened with Intesa Sanpaolo S.p.A.. Such amount is dedicated to the payment of the consideration of the Joint Procedure to the holders of the Remaining Shares.

The transfer to the Offeror of the ownership of the Remaining Shares will be effective starting today, and the Issuer will make the related entries in the shareholders’ register (pursuant to Article 111, paragraph 3, of the Italian Financial Act).

As already announced on 28 February 2023, holders of Remaining Shares may obtain payment of the consideration of the Joint Procedure directly from their respective Depository Intermediaries. The obligation to pay the consideration of the Joint Procedure shall be deemed to be fulfilled when the relevant amounts are transferred to the Depository Intermediaries from which the Remaining Shares subject to the Joint Procedure originate.

¹ The Offer Document has been published and is available only in Italian.

Pursuant to Article 2949 of the Italian Civil Code, following the five-year statute of limitation period from the date on which the Overall Consideration is deposited, the right of the holders of the Remaining Shares to obtain payment of the Overall Consideration will be time barred and the Offeror shall be entitled to claw back the amounts deposited and not collected, without prejudice to the provisions of Articles 2941 et seq. of the Italian Civil Code.

With note no. 8920 of 28 February 2023, Borsa Italiana S.p.A. arranged for the Issuer's shares to be suspended from trading on the Euronext STAR Milan, during the 6 March 2023 and 7 March 2023 sessions, and delisted starting today.

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WARNING

The offer described in this communication (the “Offer”) will be promoted by Nova S.r.l. (the “Offeror”) on ordinary shares of DeA Capital S.p.A. (“DeA Capital”). This press release does not constitute either a purchase offer or a solicitation to sell the shares of DeA Capital.

Before the beginning of the acceptance period of the Offer, the Offeror, as required by applicable law, will publish the Offer Document, which DeA Capital's shareholders should carefully examine.

The Offer is directed, under the same conditions, to all the holders of the shares of DeA Capital and will be promoted in Italy as the shares are listed on Euronext STAR Milan organized and managed by Borsa Italiana S.p.A. and, except as indicated below, are subject to disclosure obligations and procedural requirements under Italian law.

As at the date of this Communication, the Offer has not been and will not be promoted or disseminated in the United States of America, Canada, Japan, and Australia, nor in any other country where such Offer is prohibited in the absence of authorization by the competent authorities or other compliance by the Offeror (such countries, including the United States of America, Canada, Japan and Australia, collectively, the “Other Countries”), nor by using domestic or international means of communication or commerce of the Other Countries (including, but not limited to, the postal network, facsimile, electronic mail, telephone and Internet), nor through any facility of any of the financial intermediaries of the Other Countries, nor in any other manner.

This communication does not constitute an offer or solicitation of an offer of securities in the United States of America or the Other Countries. No securities of DeA Capital or the Offeror have been registered pursuant to the Securities Act of 1933, as amended, and neither DeA Capital nor the Offeror intends to register such securities in the United States of America or conduct a public offering of the securities in the United States of America. There will be no public offering of the securities in the United States of America or in the Other Countries. Any public offering of securities to be made in the United States or the Other Countries will be made by means of an offering memorandum that may be obtained from the relevant issuer and that will contain detailed information about the issuer and management, as well as related financial statements.

No instrument may be offered or sold in the Other Countries in the absence of specific authorization in compliance with the applicable provisions of the local law of said countries or in derogation of said provisions. Acceptance of the Offer by parties resident in countries other than Italy may be subject to specific obligations or restrictions provided by legal or regulatory provisions. Parties who wish to take part in the Offer bear the exclusive responsibility to comply with those laws and therefore prior to accepting the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.

Per informazioni

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