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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 41, paragraph 6 of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated.

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**FINAL RESULTS OF THE OFFER**

**OFFER NOW UNCONDITIONAL**

**PROCEDURE AND TERMS FOR THE EXERCISE OF 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**

**SUSPENSION FROM LISTING OF DEA CAPITAL SHARES STARTING FROM MONDAY, 6 MARCH 2023**

**DELISTING OF DEA CAPITAL SHARES STARTING FROM WEDNESDAY, 8 MARCH 2023**

*Novara, 28 February 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**”).<sup>1</sup>

The Offer was launched on a maximum of no. 85,731,052 ordinary shares of DeA Capital, representing approximately 32.546% of the Issuer’s share capital, which consists of no. 266,612,100 ordinary shares. The Acceptance Period closed on 24 February 2023 at 5:30 p.m. (Italian time).

**Final results of the Offer and unconditional effectiveness of the Offer**

The Offeror announces that on the basis of the final results received from Intesa Sanpaolo S.p.A. (as intermediary responsible for coordinating the collection of subscriptions), at the expiration of the Acceptance Period no. 75,764,051 Shares, representing the 28.417% of the Issuer share capital and equal to the 88.374% of the Offer Shares have been tendered to the Offer, for a total value (calculated on the basis of the Consideration per Offer Share, *i.e.* Euro 1.50 (one/50) per each Offer Share tendered to the Offer) of Euro 113,646,076.5.

The aggregate number of the Offer Shares which have been tendered during the Acceptance Period corresponds to the provisional results announced by the Offeror on 24 February 2023.

Therefore, on the basis of the final results, adding (i) no. 178,795,798 Shares held by De Agostini S.p.A. before the beginning of the Offer, representing the 67.062% of the Issuer share capital, (ii) no. 2,085,250 treasury Shares,

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<sup>1</sup> The Offer Document has been published and is available only in Italian.

representing the 0.782% of the Issuer share capital, and (iii) no. 4,087,751 Shares, representing the 1.533% of the Issuer share capital purchased, during the Acceptance Period, outside the Offer by De Agostini S.p.A. (maximum price: Euro 1.50), the Offeror (together with the Persons Acting in Concert) will hold, at the Payment Date, no. 260,732,850 Shares, representing the 97.795% of the DeA Capital share capital.

It should be noted that the Offer Shares tendered to the Offer and the Offer Shares purchased by De Agostini outside the Offer during the Acceptance Period, represent, in the aggregate, more than 90% of the Issuer share capital with voting right comprised in the Offer pursuant to Article 108, para. 3, of the Italian Financial Act.

The Offeror also announces its waiver to the MAC/MAE Condition and represents that, as a result, the Offer has thus become unconditional and fully effective.

It is therefore confirmed that on Friday, 3 March 2023, the Offeror will pay the Consideration for each Offer Share tendered to the Offer during the Acceptance Period, against the simultaneous transfer of ownership of such Shares to the Offeror.

**Procedures and terms for exercising the Purchase Right and for fulfilling the Purchase Obligation pursuant to Article 108, paragraph 1, of the Italian Financial Act**

In light of the final results of the Offer, the legal requirements for the exercise of the Purchase Right – which the Offeror has declared, in the Offer Document, its intention to exercise it – and for the fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 1, of the Italian Financial Act, with reference to the remaining no. 5,879,250 Shares, representing the 2.205% of the Issuer share capital (the “**Remaining Shares**”), have been met.

The Offeror will exercise the Purchase Right (pursuant to Article 111 of the Italian Financial Act) and will concurrently fulfill the Purchase Obligation pursuant to Article 108, paragraph 1, of the Italian Financial Act, with respect to all requesting Shareholders, by carrying out a joint procedure (the “**Joint Procedure**”), which terms and conditions have been agreed with CONSOB and Borsa Italiana, pursuant to the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated, regarding all Remaining Shares.

For the purposes of the Joint Procedure, the Purchase Right and the Purchase Obligation pursuant to Article 108, paragraph 1, of the Italian Financial Act, will be exercised by the Offeror by means of paying a consideration for each Remaining Share equal to the Consideration per Offer Share (*i.e.*, Euro 1.50 (one/50) per Remaining Share), in accordance with the provisions of Articles 108, paragraph 3, and 111, paragraph 2, of the TUF.

Taking into account the number of Remaining Shares, the overall consideration of the Joint Procedure is Euro 8,818,875 (the “**Overall Consideration**”).

The Overall Consideration will be deposited by the Offeror with Intesa Sanpaolo S.p.A. (the “**Bank**”) on a bank account of the Offeror and restricted to the payment of the Overall Consideration.

The Joint Procedure will become effective on 8 March 2023, when the Offeror will confirm to the Issuer that the sums for the payment of the Overall Consideration have been deposited with the Bank and are available.

On that day, the transfer of ownership of the Remaining Shares to the Offeror will become effective, with the consequent entry in the shareholders’ register by the Issuer, in accordance with the provisions of Article 111, paragraph 3, of the Italian Financial Act.

It should be noted that the Purchase Right will be exercised on all the Remaining Shares and, as such – regardless of any payment request relating to the consideration of the Joint Procedure above - the transfer to the Offeror of the ownership of the Remaining Shares will be effective from the moment notice of the deposit of the Overall Consideration is given to the Issuer, which will make the related entries in the shareholders’ register (pursuant to Article 111, paragraph 3, of the Italian Financial Act).

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.

The risk that the Depository Intermediaries do not transfer the sums to the entitled parties or delay the transfer remains solely with the Shareholders.

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.

### **Delisting of the Shares of DeA Capital**

In accordance with the provisions of Article 2.5.1, paragraph 6, of the Borsa Italiana Regulation, Borsa Italiana will order that DeA Capital Shares are suspended from listing on Euronext STAR Milan on Monday, 6 March 2023 and Tuesday, 7 March 2023, and revoked from listing as of Wednesday, 8 March 2023.

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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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