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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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PROVISIONAL RESULTS OF THE OFFER

THE THRESHOLD OF 95% OF THE SHARE CAPITAL, WHICH WILL ENTAIL THE SQUEEZE-OUT AND DELISTING OF DEA CAPITAL, HAS BEEN EXCEEDED

Novara, 24 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**”).¹

Provisional results of the Offer

The Offeror announces that the Acceptance Period ended on today’s date, and that, on the basis of the provisional 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.

Therefore, on the basis of the provisional results, considering (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, 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, up to the date hereof, outside the Offer by De Agostini S.p.A., the Offeror (together with the Persons Acting in Concert) will hold no. 260,732,850 Shares, representing the 97.795% of the DeA Capital share capital.

Consequently, as already announced to the market on 20 February 2023, the legal requirements to achieve the Delisting have been met, pursuant to Article 108, paragraph 1, of the Italian Financial Act and of the Article 111 of the Italian Financial Act.

As regards to the MAC/MAE Condition, as indicated in the Offer Document, the Offeror will announce the fulfilment or non-fulfilment of such Condition and, in the event that it has not been fulfilled, the possible decision to waive it, by 7:59 a.m. (Italian time) of the trading day preceding the Payment Date, *i.e.*, by 2 March 2023.

The final results of the Offer, including the fulfilment, non-fulfilment, or waiver of the MAC/MAE Condition, will be announced by means of a specific press release (the “**Press Release on Final Results of the Offer**”), which will be issued by the Offeror by 7:59 a.m. (Italian time) of the trading day preceding the Payment Date (*i.e.*, by 2 March 2023), pursuant to Article 41, paragraph 6, of the Regulation issued by CONSOB with Resolution

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

No. 11971 of 14 May 1999, as subsequently amended and integrated (the “**Issuers’ Regulation**”).

In the event that the MAC/MAE Condition is fulfilled, or the Offeror decides to exercise its right to waive such Condition, the payment of the Consideration for each Offer Share tendered to the Offer during the Acceptance Period will take place – against the simultaneous transfer in favor of the Offeror of the ownership of such Shares – on the Payment Date. In the event that the MAC/MAE Condition is not fulfilled and the Offeror does not exercise its right to waive such Condition, the Offer will not be completed. In such event, the Offer Shares tendered to the Offer will be returned to their respective holders, by the end of the first trading day following the first announcement declaring the non-completion of the Offer. The Offer Shares will therefore return to their respective holders, without any charge or expense to them, and the Participants will not suffer any prejudice with respect to the Voting Enhancement accrued or in the process of accruing.

Purchase Right and Purchase Obligation pursuant to Article 108, paragraph 1, of the Italian Financial Act

As previously indicated, on the basis of the provisional results, the Offeror (together with the Persons Acting in Concert) will hold no. 260,732,850 Shares, representing the 97.795% of the DeA Capital share capital.

Accordingly, the legal requirements to exercise the Purchase Right have been met with reference to the remaining no. 5.879.250 Shares, representing the 2.205% of the Issuer share capital (the “**Remaining Shares**”).

Without prejudice to the above mentioned MAC/MAE Condition, as declared in the Offer Document, 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, which terms and conditions will be agreed with CONSOB and Borsa Italiana, pursuant to the Issuers’ Regulation (the “**Joint Procedure**”), regarding all Remaining Shares.

Pursuant to Article 108, paragraph 3, of the Italian Financial Act, as recalled by Article 111 of the Italian Financial Act, the Purchase Right will be exercised by the Offeror by means of paying a consideration for each Remaining Share equal to the Consideration per Share (*i.e.*, Euro 1.50 (one/50) per Remaining Share).

It should also be noted that following the Joint Procedure, Borsa Italiana will withdraw the Shares from listing, pursuant to Article 2.5.1, paragraph 6, of the Borsa Italiana Regulation and taking into account the agreed timetable for the exercise of the Purchase Right.

The Press Release on Final Results of the Offer will provide, in a specific section, the terms and conditions under which the Offer will exercise the Joint Procedure, the terms and conditions of the Delisting, as well as the terms and conditions of the suspension and/or withdrawal of the Shares from listing.

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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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