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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 Articles 36, 40-bis, par. 3, letter b) and 43 of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated.**

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**FULFILMENT OF THE CONDITION RELATING TO REACHING THE THRESHOLD OF 90% OF SHARE CAPITAL AND EXTENSION OF THE ACCEPTANCE PERIOD**

*Novara, 16 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>

**Fulfilment of the condition relating to reaching of 90% of share capital of DeA Capital**

On the basis of the communication received from Intesa Sanpaolo S.p.A. (as intermediary responsible for coordinating the collection of subscriptions), as a result of the acceptances to the Offer received up to the date hereof, no. 59,819,081 Shares, representing the 22.437% of the Issuer share capital and equal to the 69.775% of the Offer Shares have been tendered to the Offer.

Therefore, 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, and (ii) no. 2,085,250 treasury Shares, representing the 0.782% of the Issuer share capital, the Offeror (together with the Persons Acting in Concert) will hold at the end of the Offer a shareholding greater than 90% of DeA Capital share capital.

Consequently, (a) as of the date hereof, the Threshold Condition has been fulfilled, (b) the Reopening of the Terms will not take place (pursuant to and for the purposes of Article 40-bis, paragraph 3, letter b), of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated (the “**Issuers’ Regulations**”), and (c) the legal requirements for the Delisting pursuant to Article 108, paragraph 2, of the Italian Financial Act have been met.

As indicated in the Offer Document, the Offer is aimed at achieving the Delisting and, as stated in the Offer Document, the Offeror does not intend to restore a sufficient free float to ensure the regular course of trading of the Shares. Therefore, in light of the threshold of 90% of the Issuer share capital with voting right being exceeded, the Offeror will proceed, pursuant to Article 108, paragraph 2, of the Italian Financial Act, to purchase the remaining Shares from all requesting Shareholders and, subsequently, Borsa Italiana will order the delisting of the Shares from Euronext STAR Milan, in compliance with the modalities and procedures provided for by applicable law.

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

### **Extension of the Acceptance Period**

In light of the threshold of 90% of the Issuer share capital with voting right having been reached, the Offeror hereby announces, pursuant to and for the purposes of Article 43 of the Issuers' Regulation, that the Acceptance Period agreed with CONSOB and Borsa Italiana (the end of which was originally provided for 17:30 (Italian time) of 17 February 2023) is extended by additional five trading days and, therefore, will end at 17:30 (Italian time) of 24 February 2023 (the "**New Acceptance Period**").

Consequently, unless further extensions occur, the Payment Date will be 3 March 2023, corresponding to the fifth trading day following the end of the New Acceptance Period and simultaneously the transfer, in favor of the Offeror, of the ownership right of the Offer Shares tendered to the Offer will occur. It is recalled, as already specified, that the Reopening of the Terms will not take place (pursuant to and for the purposes of Article 40-*bis*, paragraph 3, letter b), of the Issuers' Regulation).

The following is a table of the main events related to the Offer, as amended due to the extension of the Acceptance Period.

<b>Date</b>	<b>Event</b>	<b>Methods of communication to the market</b>
24 February 2023  (unless the New Acceptance Period is extended)	End of the New Acceptance Period	-
No later than the evening of the last day of the New Acceptance Period or, in any event, no later than 7:59 a.m. of the first trading day following the end of the New Acceptance Period, <i>i.e.</i> (unless the New Acceptance Period is extended) by 27 February 2023	Communication of: (i) the provisional results of the Offer and confirmation of the existence of the conditions for the Sell-Out Procedure, pursuant to Article 108, par. 2, of the Italian Financial Act; (ii) the possible existence of the conditions to activate the joint procedure for the Sell-Out Procedure, pursuant to Article 108, par. 1, of the Italian Financial Act and for the Squeeze-Out Right; and possibly (iii) the modalities and timing of the Delisting	Press release to the market
No later than 7:59 a.m. of the trading day preceding the Payment Date of the Consideration	Communication of: (i) the final results of the Offer and confirmation of the existence of the conditions for the Sell-Out Procedure, pursuant to Article 108, par. 2, of the Italian Financial Act; (ii) the fulfilment/non-fulfilment of the MAC/MAE	Communication pursuant to Article 41, par. 6, of the Issuers' Regulation

Date	Event	Methods of communication to the market
for the tendered Shares, <i>i.e.</i> (unless the New Acceptance Period is extended) by 2 March 2023	Condition or the waiver thereof; (iii) the possible existence of the conditions to activate the joint procedure for the Sell-Out Procedure, pursuant to Article 108, par. 1, of the Italian Financial Act and for the Squeeze-Out Right, as well as the modalities and timing of such joint procedure; and possibly (iv) the modalities and timing of the Delisting	
The fifth trading day following the end of the New Acceptance Period, <i>i.e.</i> (unless the New Acceptance Period is extended) 3 March 2023	Payment of the Consideration relating to the Shares tendered to the Offer from the first day of the Acceptance Period and until the last day of the New Acceptance Period	-
Starting from the legal requirements being fulfilled	If the conditions for the Sell-Out Procedure, pursuant to Article 108, par. 2 of the Italian Financial Act, are fulfilled, publication of a communication containing the information required for fulfilling the Sell-Out Procedure, pursuant to Article 108, par. 2, of the Italian Financial Act, as well as the relevant indication on the timing of the Delisting	Communication pursuant to Article 50- <i>quinquies</i> of the Issuers' Regulation
Starting from the legal requirements being fulfilled	If the conditions for the Sell-Out Procedure, pursuant to Article 108, par. 1 of the Italian Financial Act, are fulfilled, publication of a communication containing the information required for fulfilling the Squeeze-Out Right and, at the same time, the Sell-Out Procedure, pursuant to Article 108, par. 2, of the Italian Financial Act, starting the Joint Procedure, as well as the relevant indication on the timing of the Delisting	Communication pursuant to Article 50- <i>quinquies</i> of the Issuers' Regulation

Save as amended in this press release, the other terms and conditions of the Offer indicated in the Offer Document are confirmed.

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It is furthermore recalled that the Offer Document, as well as the other documentation relating to the Offer, is available to the public for consultation at: (i) the offices of Intesa Sanpaolo S.p.A. – Divisione IMI Corporate & Investment Banking (as intermediary for coordination of the collection of acceptances), in Milan, Largo Mattioli no. 3 and at the offices of the appointed intermediaries; (ii) the Issuer's registered office in Milan, Via Brera, no. 21; (iii) the Offeror's registered office in Novara, Via Giovanni da Verrazano, no. 15; (iv) the Issuer's website [www.deacapital.com](http://www.deacapital.com); (v) the Offeror's website dedicated to the Offer [www.opa-decapital.it](http://www.opa-decapital.it); and (vi) the website of the global information agent, Morrow Sodali, [www.morrow-sodali-transactions.com](http://www.morrow-sodali-transactions.com).

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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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