



PRESS RELEASE

THE COMPANY NAMES ITS ADVISORS IN THE VOLUNTARY TENDER OFFER BY NOVA S.R.L.

RESOLUTIONS ON THE EQUITY-BASED INCENTIVE PLANS

Milan, December 20th, 2022 – Following the announcement of the voluntary tender offer (the “**Offer**”) on December 2, 2022 by Nova S.r.l. (the “**Offeror**”), a company wholly owned, managed and coordinated by De Agostini S.p.A., its majority shareholder with an investment of around 67.1%, for the ordinary shares of DeA Capital S.p.A. (“**DeA Capital**” or the “**Company**”), the Company announces that its independent directors have appointed the independent expert Equita S.I.M. S.p.A. to prepare a fairness opinion, from an economic and financial point of view, on the consideration offered by the Offeror in the Offer (to support the independent directors’ justified opinion containing their evaluations of the Offer and on the fairness of the consideration pursuant to article 39-bis of the Issuers Regulation approved with CONSOB resolution no. 11971/99 [the “**Issuers Regulation**”]).

The Company’s Board of Directors met today and also resolved: (i) to use, in turn, Equita S.I.M. S.p.A.’s fairness opinion on the consideration for the purposes of its own evaluations in the scope of the issuer’s disclosure prepared in accordance with article 39 of the Issuers Regulation; and (ii) to name Bonelli Erede Lombardi Pappalardo Studio Legale as the Company’s advisor for the legal aspects of the Offer.

Also on today’s date, with respect to the performance share plans for Company management and the CEO’s stock grant plan (the “**Plans**”) currently in place, after the Remuneration and Appointments Committee (also acting as the committee for related party transactions) expressed its opinion in favor, the Board of Directors resolved to invite the beneficiaries of the Plans to sign an agreement, subject to the Company’s successful delisting, for the cash payment (rather than equity-based payment) of their benefits under all of the aforementioned Plans (i.e., the 6,985,000 underlying shares).

The Board of Directors also resolved - if the Offeror, upon the outcome of the Offer, holds (together with De Agostini S.p.A. and B&D Holding S.p.A., as the persons acting in concert with the Offeror and considering the Company’s treasury shares) over 90% of the Company’s shares, to release the beneficiaries of the Plans from their minimum shareholding commitments, as permitted by the respective regulations.

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DeA Capital (www.deacapital.com). DeA Capital S.p.A., a subsidiary of De Agostini S.p.A. and listed on the STAR segment of the Euronext Milan market of the Milan Stock Exchange, is the leading independent Italian player in the Alternative Asset Management sector (for assets under management), with combined assets under management of approximately EUR 26.4 billion. The Group Platform – concentrated on the two subsidiaries, DeA Capital Real Estate SGR and DeA Capital Alternative Funds SGR, as well as on the relative majority investment held in Quaestio Capital SGR – is engaged in the promotion, management and development of real estate, credit and private equity investment funds, as well as in multi-asset/multi-manager solutions for institutional investors.