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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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APPROVAL OF THE OFFER DOCUMENT

Novara, 19 January 2023 - Nova S.r.l. (the “**Offeror**”), hereby announces that the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) – by resolution No. 22566 of 18 January 2023 – has approved, pursuant to Article 102, paragraph 4, of the Legislative Decree No. 58 of 24 February 1998, as subsequently amended and integrated (the “**Italian Financial Act**”), the offer document (the “**Offer Document**”) related to the voluntary tender offer pursuant to Articles 102 et seq. of the Italian Financial Act (the “**Offer**”), launched by the Offeror, on the ordinary shares (the “**Shares**”) of DeA Capital S.p.A. (“**DeA Capital**” or the “**Issuer**”).

The Offer is launched for no. 85,731,052 Shares, representing 32.156% of the Issuer share capital, therefore on all Shares other than the treasury Shares and no. 178,795,798 Shares owned by De Agostini S.p.A., representing 67.062% of the Issuer share capital.

Pursuant to Article 40, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated (the “**Issuers’ Regulation**”), the acceptance period to the Offer (the “**Acceptance Period**”), agreed with Borsa Italiana S.p.A., will start at 8:30 (Italian time) on 23 January 2023 and will end at 17:30 (Italian time) on 17 February 2023 (first and last day included), and will therefore consist of 20 trading days (unless extended).

Thus, 17 February 2023 will be the last day to accept the Offer, unless the Acceptance Period is extended, and without prejudice to the possible Reopening of the Terms (as defined below). On the fifth trading day following the end of the Acceptance Period, *i.e.*, - unless the Acceptance Period is extended – on 24 February 2023 (the “**Payment Date**”), at the terms and conditions indicated in the Offer Document, the Offeror will pay to each validly accepting shareholder a cash consideration amounting to Euro 1.50 for each Share tendered to the Offer.

If legal requirements are met, pursuant to Article 40-*bis*, paragraph 1, letter a), of the Issuers’ Regulation, the Acceptance Period will be reopened for five trading days (the “**Reopening of the Terms**”) starting from the trading day following the Payment Date, and therefore (unless the Acceptance Period is extended) for the trading sessions of 27 and 28 February 2023, and 1, 2 and 3 March 2023, from 8:30 to 17:30 (Italian time). The payment date of the consideration for the Shares tendered to the Offer during the Reopening of the Terms, if any, will be on 10 March 2023 (unless the Acceptance Period is extended).

The publication and availability of the Offer Document will be announced with a separate press release to be issued pursuant to Article 38, paragraph 2, of the Issuers’ Regulation.

Pending publication the Offer Document, please refer to the Offeror's communication issued pursuant to Article 102, paragraph 1, of the Italian Financial Act and Article 37, paragraph 1, of the Issuers' Regulations and published on the Issuer's website www.deacapital.com, on the Offeror's website dedicated to the Offer www.opa-deacapital.it, as well as on the Global Information Agent's website www.morrow-sodali-transactions.com, which indicates the legal basis, terms and key elements of the Offer.

The Offeror is advised by Intesa Sanpaolo S.p.A., as exclusive financial advisor and intermediary for coordination of the collection of acceptances, by White&Case LLP, as legal advisor, and by Barabino&Partners, as communication advisor. Morrow Sodali is the global information agent for the Offer.

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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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