

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA OR IN ANY OTHER JURSDICTION WHERE TO DO SO IS NOT LEGALLY PERMITTED

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.

* * * * *

**COMMUNICATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS OF
DE AGOSTINI S.P.A. AND SHAREHOLDER OF DEA CAPITAL S.P.A. LORENZO PELLICIOLI
CONCERNING THE IRREVOCABLE DECISION TO ACCEPT THE OFFER**

Novara, 7 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 that the Chairman of the board of directors of De Agostini S.p.A., as well as shareholder of the Issuer, Lorenzo Pelliccioli, has announced to have tendered to the offer no. 2.566.323 Shares owned by him (indirectly through the entirely controlled company Flavus S.r.l.), representing the 0.96% of the Issuer’s share capital.

Mr. Pelliccioli has, in fact, released the following statement to the press: *“Just yesterday I tendered my shares to the offer launched on DeA Capital, almost 1% of the company’s share capital. I had held them since 2011, and I am pleased to have joined the offer, which once again rewards the many shareholders who, like me, believed in and invested in the company. DeA Capital has a great history of growth. It has always supported the Italian economic and entrepreneurial structure, to the point of becoming a shareholder in more than 50 companies, which together generate a turnover of about 4 billion Euro and today employ 15.000 people. With important activities also abroad, especially in Europe and particularly in the development of new real estate projects. DeA Capital has greatly changed since it was acquired by the De Agostini Group in 2007, following and often anticipating the directions of a changing market. Listing on the stock exchange today is no longer functional to the company’s current positioning and strategic objectives, but I believe it was important to give all shareholders, among whom there are many savers, the opportunity to fully realize the value that has been created over these years also thanks to their support”*.

It is hereby recalled that the acceptance period to the Offer (the “**Acceptance Period**”), agreed with Borsa Italiana S.p.A., started 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 “**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 Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated, 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).

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; (v) the Offeror’s website dedicated to the Offer www.opa-decapital.it; and (vi) the website of the global information agent, Morrow Sodali, www.morrowsodali-transactions.com.

* * * * *

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

Elena Dalle Rive
Direttore Media Relations e Comunicazione Interna
De Agostini S.p.A.
T. 02 62499592 M. 335 7835912

Barabino & Partners

Ferdinando de Bellis – 339 1872266
Fabrizio Grassi – 392 7392125