

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA OR IN ANY OTHER JURISDICTION WHERE TO DO SO IS NOT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 41, par. 2, letter c) of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated.

* * * * *

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, pursuant to Article 41, par. 2, letter c) of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated, that today De Agostini S.p.A. (as Person Acting in Concert) purchased an aggregate number of 745,261 Shares (ISIN IT0001431805), equal to approximately 0.2795% of the share capital with the following transaction:

Date	Place of trading	Nature of transaction	Number of Shares	% of share capital	Currency	Price per Share
24/02/2023	Euronext STAR Milan	Purchase	745,261	0.2795%	Euro	1.50

* * * * *

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