



Press release pursuant to Article 114 of Legislative Decree No. 58 of February 24, 1998, as amended, (the “Uniform Financial Code”) and Article 66 of the Regulations adopted by the Consob with Resolution No. 11971 of May 14, 1999, as amended, (the “Issuers’ Regulations”).

FULFILLMENT OF THE EFFECTIVENESS CONDITION FOR THE ALL-INCLUSIVE, VOLUNTARY PUBLIC EXCHANGE OFFER LAUNCHED BY KME GROUP S.P.A. FOR ITS OWN COMMON SHARES

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July 31, 2012

KME Group S.p.A. (“**KME**” or the “**Issuer**” or, also, the “**Offeror**”), in its capacity as the Offeror for the all-inclusive, voluntary public exchange offer launched on May 9, 2012, pursuant to and for the purposes of Article 102, Section 1, of the Uniform Financial Code and Article 37 of the Issuers’ Regulations (the “**Offer**”), in concert with Quattrodue Holding B.V., its controlling shareholder, for its own common shares, i.e., for 254,864,115 common shares of the Issuer without stated par value, fully paid-in, regular ranking for dividends, listed on Online Securities Market (“**MTA**”) organized and operated by Borsa Italiana S.p.A. (“**Borsa Italiana**”), equal to 56.972% of KME’s voting share capital, corresponding to all of the Issuer’s common shares outstanding on the date of publication of the offer memorandum (the “**Offer Memorandum**”), less the 184,880,835 KME common shares, equal to 41.328% of the voting share capital, indirectly held by Quattrodue Holding B.V. (including 29.660% held through Quattrotre S.p.A. and 11.668% held through Intek S.p.A.), and the 7,602,700 common treasury shares held by KME (equal to 1.700% of the common share capital) announces that the additional condition for the Offer’s effectiveness described in Letter a) of Section A.1 of the Offer Memorandum (MAC Condition) has been fulfilled.

The Offer’s effectiveness is still subject to the circumstance that Borsa Italiana authorizes the start of trading of the participatory debt financial instruments offered in exchange on the Online Bond and Government Securities Market organized and operated by Borsa Italiana.

Lastly, please note that, if the Offer is completed, the delivery of the Offer’s consideration to the parties accepting the Offer (through the award of the participatory debt financial instruments offered in exchange), in return for the concomitant transfer to the Offeror of the title to the KME common shares tendered in acceptance, shall take place August 3, 2012, i.e., on the fifth stock market trading day after the end of the Offer acceptance period.

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This press release is available on the Company website, www.kme.com. Additional information may also be obtained directly from the Company (telephone number +39 055.4411454; e-mail investor.relations@kme.com).