

NOTICE PURSUANT TO ARTICLE 41, SECTION 6, AND ARTICLE 85-TER OF THE REGULATIONS ADOPTED BY THE CONSOB WITH RESOLUTION NO. 11971/1999, AS AMENDED (THE “ISSUERS’ REGULATIONS”)

ALL-INCLUSIVE, VOLUNTARY PUBLIC EXCHANGE OFFER

pursuant to Article 102 of Legislative Decree No. 58 of February 24, 1998, as amended (the “TUF”)

for the common shares of



OFFEROR AND ISSUER

KME Group S.p.A.

INTERMEDIARY RESPONSIBLE FOR COORDINATING THE COLLECTION OF OFFER ACCEPTANCES

EQUITA S.I.M. S.p.A.



NOTICE OF THE FINAL RESULTS OF THE EXTENDED DEADLINE PERIOD AND THE OFFER MODALITIES AND DEADLINE OF THE MANDATORY PUBLIC EXCHANGE OFFER

KME Group S.p.A. (“**KME**” or the “**Issuer**” or, also, the “**Offeror**”), pursuant to Article 41, Section 6, of the Issuers’ Regulations and in accordance with Paragraph F.3 of the offer memorandum published on June 30, 2012 (the “**Offer Memorandum**”), announces that the extended deadline period (the “**Extended Deadline Period**”) to accept 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 TUF and Article 37 of the Issuers’ Regulations (the “**Offer**”), by KME, in concert with its controlling shareholder, Quattrodue Holding B.V. (“**422BV**”), for its own common shares ended on August 10, 2012.

The Offer was 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 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, less the 184,880,835 KME common shares, equal to 41.328% of the voting share capital, indirectly held by 422BV (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).

The Offer’s consideration consists of up to 254,864,115 participatory debt financial instruments, par value of 0.42 euros each, floated as a single issue, as approved by the KME Shareholders’ Meeting on May 9, 2012, called “*2012-2017 KME Group S.p.A. Participatory Debt Financial Instruments*,” (the “**PFIs**”), issued pursuant to the combined provisions of Article 2346, Section 6, and Article 2351, Section 5, of the Italian Civil Code.

As announced by a notice published on August 2, 2012, as of the Offer’s closing date (i.e., July 27, 2012), a total of 100,622,389 KME common shares, equal to 22.882% of the Issuer’s voting share capital and 39.481% of the KME common shares subject of the offer, had been tendered in acceptance of the Offer, for a total consideration (computed based on the face value of the participatory debt financial instruments offered in exchange) amounting to 42,261,403.28 euros.

As of the close of the Extended Deadline Period, a total 7,859,143 KME common shares, equal to 1.787% of the Issuer’s voting share capital and 3.084% of the KME common shares subject of the Offer, had been tendered in acceptance of the Offer, for a total consideration (computed based on the face value of the PFIs offered in exchange) amounting to 3,300,840.06 euros, for a decrease corresponding to 114,000 KME common shares, compared with provisional results announced on August 10, 2012.

Therefore, counting both the 100,622,389 KME common shares tendered in acceptance of the Offer by the Offer’s closing date (i.e., July 27, 2012) and the 7,859,143 KME common shares tendered during the

Extended Deadline Period, a total of 108,481,532 KME common shares, equal to 24.669% of the Issuer's voting share capital and 42.564% of the KME common shares subject of the Offer, had been tendered in acceptance of the Offer, for a total consideration (computed based on the face value of the PFIs offered in exchange) amounting to 45,562,243.44 euros.

During the Offer acceptance period and the Extended Deadline Period, neither the Offeror nor 422BV made purchases of KME common shares outside the Offer.

The delivery of the Offer's consideration to the parties who accepted the Offer during Extended Deadline Period (carried out through the distribution of the PFIs offered in exchange) will take place on August 20, 2012, which is the date when title to the KME common shares tendered in response to the offer will be transferred to the Offeror and the issue date of 7,859,143 PFIs, par value 0.42 euros each, which will be listed for trading on the Online Bond and Government Securities Market (the "MOT") organized and operated by Borsa Italiana, valued at a total of 3,300,840.06 euros.

Based on the shares tendered in response to the Offer and during the Extended Deadline Period, a total of 108,481,532 PFIs, par value 0.42 euros each, listed on the MOT (ISIN Code: IT0004821846), for a total value of 45,562,243.44 will be outstanding as of August 20, 2012. For the features of the PFIs, please consult the KME Bylaws currently in effect, appended to the Offer Memorandum as Annex M.4 and available on the *Investor Relations/Corporate Governance/Bylaws* page of the Issuer's website (www.kme.com).

Please also note that the statutory requirements for the implementation of the provisions governing the purchase obligation pursuant to Article 108, Sections 1 and 2, of the TUF did not recur.

MANDATORY PUBLIC EXCHANGE OFFER

Upon the completion of the Offer, due to the purchase by the Offeror of a total of 108,481,532 KME common shares tendered in response to the Offer, the controlling shareholder 422BV exceeded the percentage interest ceiling referred to in Article 106, Section 3, Letter b), of the TUF and Article 46 of the Issuers' Regulations.

As stated in Paragraph B.2.2 of the Offer Memorandum, the obligation of the controlling shareholder 422BV to launch a so-called "consolidation" public offer (the "Mandatory Offer") will be carried out by a procedure involving an extension of the deadline for accepting the Offer, pursuant to Article 40-*bis* of the Issuers' Regulations, and in compliance with the provisions governing the obligation to launch a subsequent public offer.

The Mandatory Offer will be for up to 146,382,583 KME common shares, i.e., all of the Issuer's outstanding common shares, less the 184,880,835 KME common shares, equal to 41.328% of the voting share capital, indirectly held by 422BV (including 29.660% held through Quattrotre S.p.A. and 11.668% held through Intek S.p.A.), and the 116,084,232 common treasury shares held by KME due in part to the Offer's results (equal to 25.949% of the common share capital).

The Mandatory Offer's acceptance period, agreed to with Borsa Italiana, will begin on August 16, 2012 and will end on September 5, 2012, both dates included, from 08:30 AM to 5:30 PM, unless extended.

Holders of KME common shares may tender their shares in acceptance of the Mandatory Offer with the same modalities as those provided in the Offer Memorandum for accepting the Offer (see, specifically, Paragraph F of the Offer Memorandum). The acceptance of the Mandatory Offer shall be signified by signing the acceptance form available on the *Investors/Ongoing Operations/Public Exchange Offer* page of KME's website (www.kme.com).

The consideration for each KME common share tendered in acceptance of the Mandatory Offer will be the same as that of the Offer, i.e., 1 PFI, with par value of 0.42 euros, traded on the MOT, for each KME common share, except insofar as the accrued interest charge is concerned.

The delivery of the consideration owed for the KME shares tendered in acceptance of the Mandatory Offer (through the delivery of the PFIs offered in exchange) will take place on September 12, 2012 (the "Exchange Date").

The final results of the Mandatory Offer will be published by the Offeror, pursuant to Article 41, Section 6, of the Issuers' regulations, by means of a notice published in at least one newspaper with national circulation no later than the calendar day preceding the Exchange Date.

For any other information not expressly provided in this Notice, please consult the Offer Memorandum, which is available upon request from the Intermediary Responsible for Coordinating the Collection of Offer Acceptances, EQUITA S.I.M. S.p.A., with offices at 9 Via Turati, Milan, at the Issuer's registered office, located at 2 Via dei Barucci, Florence, and on the *Investors/Ongoing Operations/Public Exchange Offer* page of KME's website (www.kme.com).

SIGNIFICANT EVENTS OCCURRING SINCE THE APPROVAL DATE OF THE OFFER MEMORANDUM

To the Offeror's best knowledge, no new developments that could have an impact on the Mandatory Offer, other than those listed below, occurred within the Offeror's legal framework since the approval date of the Offer Memorandum by the Consob (i.e., June 27, 2012).

On June 28, 2012, KME's Ordinary Shareholders' Meeting approved the Issuer's statutory financial statements at December 31, 2011 and elected the members of the Issuer's Board of Directors and Board of Statutory Auditors. For additional information about these issues, please consult the press release issued on the abovementioned date, which was published pursuant to Article 114 of the TUF and is available on the *Investors/Press Releases* page of KME's website (www.kme.com).

As announced on July 31, 2012, Riccardo Perotta and Luca Bertoli resigned from the posts of Chairman of the Board of Statutory Auditors and Alternate Auditor, respectively. For additional information about these issues, please consult the press releases issued pursuant to Article 114 of the TUF on July 31, 2012 and August 6, 2012, which are available on the *Investors/Press Releases* page of KME's website (www.kme.com).

On August 3, 2012, KME's Board of Directors approved the semiannual financial report at June 30, 2012 of the KME Group. For additional information about these issues, please consult the press release issued on the abovementioned date, which was published pursuant to Article 114 of the TUF and is available on the *Investors/Press Releases* page of KME's website (www.kme.com). The semiannual financial report at June 30, 2012 of the KME Group was published on August 10, 2012 and is available on the *Investors/Financials/2012* page of KME's website (www.kme.com).

Florence, August 14, 2012