

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, MANDATORY PUBLIC EXCHANGE OFFER

pursuant to Article 106, Section 3, Letter b) of Legislative Decree No. 58 of February 24, 1998, as amended (the “**TUF**”) and Article 46 of the Issuers’ Regulations
for the common shares of



OFFEROR

KME Group S.p.A. in concert with Quattrodedue Holding B.V.

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 ALL-INCLUSIVE, MANDATORY PUBLIC EXCHANGE OFFER FOR THE COMMON SHARES OF KME GROUP S.P.A.

KME Group S.p.A. (“**KME**” or the “**Issuer**”), pursuant to Article 41, Section 6, of the Issuers’ Regulations, announces the completion, on September 5, 2012 of the all-inclusive, mandatory public exchange (the “**Mandatory Offer**”) for the KME common shares, which the Issuer was required to launch, in concert with Quattrodedue Holding B.V. (“**422BV**”), the controlling shareholder 422BV having exceeded the equity stake ceiling referred to in Article 106, Section 3, Letter b), of the TUF and Article 46 of the Issuers’ Regulation.

The Mandatory Offer was launched for 146,382,583 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 32.722% of KME’s voting share capital, corresponding to all of the Issuer’s common shares outstanding, 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 upon the conclusion of the all-inclusive, voluntary tender offer launched by KME for its own common shares on May 9, 2012 (equal to 25.949% of common share capital).

The Mandatory Offer’s consideration consists of up to 146,382,583 participatory debt financial instruments, par value of 0.42 euros each, floated as a single issue, as approved by KME’s Extraordinary 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, which, on the date of delivery of the Mandatory Offer’s consideration (September 12, 2012), shall be listed on the Online Bond and Government Securities Market (the “**MOT**”) organized and operated by Borsa Italiana S.p.A.

The Mandatory Offer was carried out from August 16, 2012 to September 5, 2012 (both dates included) and, on the Mandatory Offer’s closing date, a total of 7,381,731 KME common shares, equal to 1.650% of the Issuer’s common share capital and 5.043% of the KME common shares subject of the Mandatory Offer, had been tendered, for a total consideration of 3,100,327.02 euros (computed based on the face value of the PFIs offered in exchange), resulting in the issuance of 7,381,731 PFIs.

The Mandatory Offer was launched subsequent to the implementation of an all-inclusive, voluntary tender offer launched by KME on May 9, 2012 for its own common shares (the “**Voluntary Offer**”). During the period from July 2, 2012 to July 27, 2012 (both dates included), a total of 100,622,389 KME common shares, equal to 22.882% of the Issuer’s voting share capital, were tendered, for a total consideration of 42,261,403.38 euros (computed based on the face value of the PFIs offered in exchange), resulting in the issuance of 100,622.389 PFIs.

The extended deadline period of the Voluntary Offer ran from August 3, 2012 to August 10, 2012 (both dates included) and, at the close of the extended deadline period, a total of 7,859,143 KME common shares, equal to 1.787% of the Issuer’s voting share capital, had been tendered, for a total consideration of 3,300,840.06 euros (computed based on the face value of the PFIs offered in exchange), resulting in the issuance of 7,859,143 PFIs.

During the offer acceptance period, neither 422BV nor KME purchased any KME common shares, other than those tendered in response to the offer.

The delivery of the Offer’s consideration to the parties accepting the Offer (through the award of the PFIs offered in exchange), shall take place September 12, 2012, which is the date when title to the KME common shares tendered in acceptance of the Mandatory Offer will be transferred to the Issuer.

Therefore, as of September 12, 2012, counting the shares tendered in response both to the Voluntary Offer and the Mandatory Offer, a total of 115,863,263 PFIs, with a unit par value of 0.42 euros, traded on the MOT (ISIN Code: IT0004821846), will be outstanding, for a total consideration of 48,662,570.46 euros. A description of the features of the PFIs may be found in the Bylaws of KME currently in effect, which are available on the “*Investor Relations/Corporate Governance/Bylaws*” page of the Issuer’s website (www.kme.com).

Upon completion of the Mandatory Offer and following the implementation of the resolution to cancel the Company’s common shares tendered in response to the Voluntary Offer and the Mandatory Offer, 422BV holds an equity stake equal to 57.083% of KME’s common share capital (including 40.967% held through Quattrotre S.p.A. and 16.116% held through Intek S.p.A.)

Please 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.

Florence, September 12, 2012