



*KME Group S.p.A.*

**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”).**

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

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September 5, 2012

The Company announces that the all-inclusive, mandatory public exchange offer (the “**Offer**”) for the common shares of KME Group S.p.A. (“**KME**” or the “**Issuer**”), launched upon the controlling shareholder Quattrodue Holding B.V. (“**422BV**”) exceeding the percentage interest ceiling referred to in Article 106, Section 3, Letter b), of the Uniform Financial Code and Article 46 of the Issuers’ Regulations.

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

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 PFI 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 September 12, 2012, i.e., on the fifth stock market trading day after the closing date of the Offer acceptance period (the “**Exchange Date**”).

Because, upon completion of the Offer, 422BV and KME held a combined equity stake equal to less than 90% of the Issuer’s subscribed and paid-in share capital, the statutory requirements for the implementation of the provisions governing the purchase obligation pursuant to Article 108, Sections 1 and 2, of the Uniform Financial Code did not recur.

Please be advised that the final results of the Offer will be announced to the market by means of a special notice published in the newspaper *Italia Oggi* on the calendar day preceding the Exchange Date, pursuant to Article 41, Section 6, of the Issuers' Regulations.

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