

JOINT PRESS RELEASE

**pursuant to Article 114 of Legislative Decree No. 58/1998 (“Uniform Financial Code”)
and Article 66 of Consob Regulation n. 11971/1999.**

**MERGER BY ABSORPTION OF INTEK S.P.A. INTO KME GROUP S.P.A.,
SUBJECT TO THE PRIOR MERGER BY ABSORPTION OF QUATTROTRETRE S.P.A. INTO INTEK S.P.A.**

- **Filing of the deed of merger by absorption of Quattrotretre S.p.A. into Intek S.p.A. and the deed of merger by absorption of Intek S.p.A. into KME Group S.p.A. (which will change its name to “Intek Group S.p.A.”).**
- **Publication of the update to the information memorandum about the mergers following the issuance of an equivalency ruling by the Consob.**

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MILAN, FLORENCE, NOVEMBER 28, 2012 – Further to press releases published on November 13 and 15, 2012, Intek S.p.A. (“**Intek**”) and KME Group S.p.A. (“**KME**”) announce that the deed of merger by absorption of Quattrotretre S.p.A. (“**433**”) into Intek S.p.A. (the “**Intek Merger**”) and the deed of merger by absorption of Intek into KME (the “**KME Merger**” and collectively with the Intek Merger the “**Mergers**”) were filed with the respective Company Registers, in accordance with the terms and conditions specified below.

1. The Mergers

1.1. Intek Merger

The deed of merger by absorption of 433 into Intek, executed on November 15, 2012, was filed with the Milan Company Register and the Turin Company Register on November 19 and 21, 2012, respectively.

The Intek merger will become legally effective at 11:58 PM on November 30, 2012 (the “**Effective Date of the Intek Merger**”). The Intek Merger will be effective for accounting and tax purposes as of the same date.

Consistent with the resolutions approved by Intek’s Extraordinary Shareholders’ Meeting of May 9, 2012, Intek will increase its share capital through the issuance of 75,817,987 new Intek common shares, increasing its share capital by 0.26 euros for each issued share for a total of 19,712,676.62 euros, which will be distributed to the 433 shareholders based on the exchange ratio of 27.49 Intek common shares for each 433 common share tendered for exchange.

The new Intek shares issued to carry out the exchange for the Intek Merger (ISIN Code: IT0004552409) will be made available to the 433 shareholders, in the form used for shares held centrally by Monte Titoli S.p.A. in dematerialized form, on the first business day following the Effective Date of the Intek Merger (i.e., December 3, 2012). At the same time, all of the shares representing 433’s entire share capital will be cancelled.

The Intek shares that will be distributed in exchange for the 433 shares will have regular ranking for dividends. The newly issued Intek shares will convey to their holders the same rights as the Intek shares outstanding at the time they are issued. There will be no charge to shareholders for the exchange transactions.

Starting on November 29, 2012, the deed of merger by absorption of 433 into Intek will be available to the public at Intek's registered office, administrative offices and website, at the address www.itk.it.

1.2. KME Merger

The deed of merger by absorption of Intek into KME, executed on November 15, 2012, was filed with the Turin Company Register and the Florence Company Register on November 23 and 27, 2012, respectively.

The KME merger will become legally effective at 11:59 PM on November 30, 2012 (the "**Effective Date of the KME Merger**"). The KME Merger will be effective for accounting and tax purposes as of the same date.

Consistent with the resolutions approved by KME's Extraordinary Shareholders' Meeting of May 9, 2012, KME will increase its share capital through the issuance of 21,624,983 new KME common shares and 6,546,233 new KME savings shares, increasing its share capital by 0.61 euros for each issued share for a total of 17,184,441.76, which will be distributed to the Intek shareholders based on the exchange ratio of 1.15 KME common/savings shares for each Intek common/savings share tendered for exchange.

The new KME shares issued to carry out the exchange for the KME Merger will be made available to the Intek shareholders, in the form used for shares held centrally by Monte Titoli S.p.A. in dematerialized form, on the first business day following the Effective Date of the KME Merger (i.e., December 3, 2012). At the same time, all of the shares representing Intek's entire share capital will be cancelled. If necessary, a service will be made available to the Intek shareholders by which they can round out to a full integer the number of KME shares they are entitled to receive based on the exchange ratio, at market prices and without any charges, fees or commissions.

The KME shares that will be distributed in exchange for the Intek shares will have regular ranking for dividends. The newly issued KME shares will convey to their holders the same rights as the KME shares outstanding at the time they are issued. There will be no charge to shareholders for the exchange transactions.

The newly issued KME common shares (ISIN Code: IT0004552359) will be traded on the Online Securities Market organized and operated by Borsa Italiana S.p.A. ("**MTA**") on the same basis as the KME common shares outstanding when they are issued. The newly issued KME savings shares (ISIN Code IT0004867948 for the registered savings shares and ISIN Code IT0004867930 for the bearer savings shares) distributed in exchange for the Intek savings shares will trade separately until any difference in the shareholder rights conveyed by the abovementioned shares and the KME savings shares already outstanding is eliminated.

Please also note that payment of the liquidation value of the shares to each shareholder who exercised the right to redemption, and the transfer of and payment for the shares allocated within the framework of the rights offering will be made, through the respective intermediaries, on the first business day following the Effective Date of the KME Merger (i.e., December 3, 2012). For additional information, please see the notice published on November 16, 2012 in the *Italia Oggi* newspaper and available on Intek's website (www.itk.it).

The Intek common and savings shares will be delisted from the MTA on the first business day following the Effective Date of the KME Merger (i.e., December 3, 2012).

Starting on November 29, 2012, the deed of merger by absorption of Intek into KME will be available to the public at Intek's registered office, administrative offices and website, at the address www.itk.it, and at KME's registered office and website, at the address www.kme.com.

2. Publication and Public Availability of the Update to the Information Memorandum About the Mergers

Intek and KME announce that, starting on November 29, 2012, the update to the information memorandum jointly developed and published on April 23, 2012, prepared pursuant to and for the purposes of Article 70, Section 6, of Consob Regulation No. 11971/1999, containing information supplementing the disclosures provided in the abovementioned information memorandum, will be available to the public at Intek's registered office and administrative offices and at KME's registered office, together with the original information memorandum. The update to the information memorandum will also be available on KME's website (www.kme.com), "*Investor Relations, Public Exchange Offer/KME-Intek Merger*" page, and on the Intek website (www.itk.it), "*OPS/Fusione*" page.

The abovementioned update, which resubmits, updates and integrates the information provided in the information memorandum published jointly by Intek and KME on April 23, 2012, was prepared pursuant to and for the purposes of Article 34-ter, Section 1, Letter k), and Article 57, Section 1, Letter d), and Section 3 of Consob Regulation No. 11971/1999, for the purpose of listing on the MTA the Intek common shares (regarding the Intek Merger) and the KME common and savings shares (regarding the KME Merger) that will be issues in implementation of the Mergers, and was published further to an equivalency ruling on the abovementioned memorandum issued by the Consob pursuant to and for the purposes of the abovementioned articles on November 28, 2012 with Communication No. 12093282.

3. Name and Share Capital of the Company Resulting From the Mergers

Please note that, as a result of the KME Merger and as of the Effective Date of the KME Merger, KME will change its name from "KME Group S.p.A." to "Intek Group S.p.A."

Consequently, the participatory debt financial instruments called "*2012-2017 KME Group S.p.A. Participatory Debt Financial Instruments*" will be renamed "*2012-2017 Intek Group S.p.A. Participatory Debt Financial Instruments*."

In addition, as of the Effective Date of the KME Merger, KME will replace Intek as the issuer of the bond issue called "*Intek S.p.A. 2012-2017*," which, consequently, will be renamed "*Intek Group S.p.A. 2012-2017*."

Following the merger transactions described above, the share capital of Intek Group S.p.A. will amount to 314,225,009.80 euros, represented by a total of 395,616,488 shares, including 345,506,670 common shares without par value for 274,424,449.08 euros and 50,109,818 savings shares without par value for 39,800,560.72 euros, which include 43,563,585 savings shares already outstanding and 6,546,233 savings shares that will trade separately (issued as a result of the exchange transaction for a total of 3,993,202.13 euros).

Starting on November 29, 2012, an updated version of the KME's Bylaws will be available to the public at the Company's registered office at 2 Via dei Barucci, in Florence, and on KME's website (www.kme.com), "*Investor Relations/Corporate Governance/Bylaws*" page.

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Documents concerning the Mergers are available on the KME website (www.kme.com), "*Investor Relations, Public Exchange Offer/KME-Intek Merger*" page, and on the Intek website (www.itk.it), "*OPS/Fusione*" page.