



## **JOINT PRESS RELEASE**

**pursuant to Article 114 of Legislative Decree No. 58/1998 (“Uniform Financial Code”)**

**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.**

**FLORENCE, MILAN, NOVEMBER 13, 2012** – The Board of Directors of KME Group S.p.A. (“**KME**”) and Intek S.p.A. (“**Intek**”), meeting today, each acting within the scope of its jurisdiction, confirmed the exchange ratio for the merger by absorption of Intek into KME (the “**KME Merger**”) and the exchange ratio for the merger by absorption of Quattrotretre S.p.A. (“**433**”) into Intek (the “**Intek Merger**”) and, collectively with the KME Merger, the “**Mergers**”).

Please note that, as already communicated to the market on September 14, 2012,

- the exchange ratio for the Intek Merger consists of the delivery of 27.49 Intek common shares for each 433 common share being exchanged;
- the exchange ratio for the KME Merger consists of the delivery of 1.15 KME common/savings shares for each Intek common/savings share being exchanged.

No cash adjustment payments will be provided.

KME and Intek announce that, as of today’s date, the conditions precedent for the KME Merger and the Intek Merger, as stated in the respective merger proposals, have been fulfilled.

Please note that the Mergers were also conditional on the fulfillment of the additional conditions precedent (the MAC conditions) set forth in the Forward sections of the respective merger proposals. The Boards of Directors of KME and Intek, meeting today, waived the abovementioned additional MAC conditions.

The deeds of merger for the KME Merger and the Intek Merger will be executed in the coming days, with notice thereof given to the market by means of a special press release, which will also provide information about the conclusion of the procedure for payment of the redemption amounts to shareholders who elected to exercise their right to have their shares redeemed in connection with the KME Merger.

In this regard, please note that, as per the notice published on the newspaper *Italia Oggi* on August 6, 2012, the rights offering carried out pursuant to Article 2437-*quarter* of the Italian Civil Code concerning 6,322,435 Intek shares subject of the redemption option ended on July 31, 2012, with the outcome that 5,417,993 common shares and 850,907 savings shares were not awarded. At today’s meeting, Intek’s Board of Directors resolved not to proceed with a market placement of the abovementioned shares. The amount owed for purchases of Intek shares—as exchanged for KME shares in accordance with the exchange ratio set for the KME merger—that were not placed with the framework of the liquidation procedure pursuant to Article 2437-*quarter* of the Italian Civil Code amounts to about 2.5 million euros.

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Documents concerning the merger are available on the KME website ([www.kme.com](http://www.kme.com)), “*Investor Relations, Public Exchange Offer/KME-Intek Merger*” page, and on the Intek website ([www.itk.it](http://www.itk.it)), “*OPS/Fusione*” page.