

INTEK GROUP

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Share Capital Euro 314,225,009.80 fully paid in.
Milan Company Register – Tax identification number 00931330583
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PRESS RELEASE

**VOLUNTARY PUBLIC EXCHANGE OFFER FOR ALL (I) "INTEK GROUP S.P.A 2012-2017." BONDS;
AND (II) "INTEK GROUP S.P.A. 2012-2017 BOND-BASED FINANCIAL INSTRUMENTS".**

**PUBLIC OFFERING FOR SUBSCRIPTION OF "INTEK GROUP S.P.A. 2015-2020 BONDS" TO BE
DISTRIBUTED EXCLUSIVELY THROUGH THE ELECTRONIC BOND MARKET (MOT)**

**EARLY REDEMPTION (I) OF THE "INTEK GROUP S.P.A. 2012-2017" BONDS AND THE (II) "INTEK
GROUP S.P.A. 2012-2017 BOND-BASED FINANCIAL INSTRUMENTS" WHICH ARE NOT TENDERED TO
THE EXCHANGE OFFER PROVIDED A MINIMUM LEVEL OF PARTICIPATION IN THE TWO OFFERS IS
REACHED**

- **On 2 December 2014, the Board of Directors of Intek Group S.p.A. approved the execution of a voluntary public exchange offer for all (i) "Intek Group S.p.A. 2012-2017" bonds (the "2012 Bonds") outstanding and (ii) the "Intek Group S.p.A. 2012-2017 Bond-Based Financial Instruments" (the "2012 BBFIs") outstanding (the "Exchange Offer") against new bonds issued by Intek Group and the execution of a concurrent public offering for subscription to a bond issue (the "Offer to Subscribe" and, together with the Exchange Offer, also the "Offers") with the same features as the bonds in the Exchange Offer.**
- **The Exchange Offer provides for a premium of approximately 2.9% over the nominal value of the 2012 Bonds and the 2012 BBFIs.**
- **The total maximum amount of the bond issue (the "2015 Bonds") underlying the Exchange Offer and the Offer to Subscribe will equal approximately Euro 101.7 million.**
- **The Exchange Offer will be comprised of:**
 - **all 22,655,247 outstanding 2012 Bonds listed on the MOT. Every 42 2012 Bonds tendered and purchased,] with a total nominal value of Euro 21.00, will be exchanged for 1 2015 Bond of a nominal unit value of Euro 21.60, for a total nominal value of Euro 11,651,256.00; and**
 - **all outstanding 115,863,263 2012 BBFIs listed on the MOT. Every 50 2012 BBFI tendered and purchased, with a total nominal value of Euro 21.00, will be exchanged for 1 2015 Bond of a nominal unit value of Euro 21.60, for a total nominal value of Euro 50,052,924.00.**
- **The Offer to Subscribe will consist of a bond offered for subscription to the general public in Italy and to investors, of an amount equal to approximately Euro 40.0 million, which can be increased by the Issuer up to approximately Euro 101.7 million depending on the level of participation in the Exchange Offer.**

The 2015 Bonds comprising the Offer to Subscribe will be distributed exclusively through the MOT.

- The bond issue underlying the Exchange Offer and the Offer to Subscribe will be unique, with a duration of 5 years from the date of issue, accruing annual interest of at least 5% and listed on the MOT.
- In the event of the issuing, pursuant to the Offers, of a number of 2015 Bonds with a total nominal value of at least Euro 50 million, Intek Group will exercise its right to redeem early and at par value all the 2012 Bonds and the 2012 BBFIs not tendered to the Exchange Offer.

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- *The Exchange Offer will make it possible to refinance the debt issues of the Intek Group, thereby optimizing the debt structure through the issuing of a new bond of a higher amount, which provides for extension of the maturity by 3 years at lower rates than those of the outstanding debt instruments.*
- *The proceeds from the Offer to Subscribe will be available to finance new investment transactions and, if applicable, to redeem early the outstanding debt instruments.*
- *Upon conclusion of the transaction, the Company will have only one listed debt instrument.*

MILAN – 2 DECEMBER 2014 - We hereby inform you that on this day the Board of Directors of Intek Group S.p.A. ("**Intek**" or the "**Issuer**") met and, with the support of the independent advisor UBI Banca Scpa, approved a transaction for the voluntary public exchange offer for all:

- 22,655,247 "*Intek Group S.p.A. 2012-2017*" outstanding bonds, with a nominal unit value of Euro 0.50 (the "**2012 Bonds**") issued by the Issuer and listed on the *Mercato Telematico delle Obbligazioni e dei Titoli di Stato* (the "**MOT**"), which has been established and is operated by Borsa Italiana S.p.A. (ISIN IT0004821689); and
- the 115,863,263 "*Intek Group S.p.A 2012-2017 bond-based financial instruments*" . which are outstanding, with a nominal unit value of Euro 0.42 (the "**2012 BBFIs** " and, together with the 2012 Bonds, the "**Instruments**") issued by the Issuer, listed on the MOT (ISIN IT0004821846)

against the bonds issued by the Issuer (the "**Exchange Offer**"), in addition to the interest payment accrued up to the settlement date for the 2012 Bonds and the 2012 BBFIs tendered to the Exchange Offer, concurrently with the public subscription offer for a bond (the "**Offer to Subscribe**") and, together with the Exchange Offer, also the "**Offers**"), against a total amount up to approximately Euro 101.7 million, depending on the level of participation in the Exchange Offer.

The Exchange Offer provides a premium of approximately 2.9% over the nominal value of the 2012 Bonds and the 2012 BBFIs. The Issuer intends to list one single issue of bonds on the MOT, represented by a maximum of 4,708,526 bonds with a nominal unit value of Euro 21.60 (the "**2015 Bonds**"), of which: (i) up to 2,856,675 2015 Bonds to be offered in exchange to the holders of 2012 Bonds and 2012 BBFIs who participate in the Exchange Offer; and (ii) between at least 1,851,851 and at most 4,708,526 2015 Bonds constituting the object of the Offer to Subscribe, depending on the level of participation in the Exchange Offer.

The 2015 Bonds constituting the object of this Offer to Subscribe, which the Issuer intends to issue concurrently with the Exchange Offer, will be offered to the general public and to investors and distributed exclusively through the MOT.

The 2015 Bonds will have a duration of 5 years from the issue date and will accrue interest at the nominal fixed rate of at least 5% annually.

1. Voluntary public exchange offer for all securities

Pursuant to articles 102 et seq. of Italian Legislative Decree 58/98 (the Consolidated Law on Finance "TUF"), the Exchange Offer initiated by Intek covers:

- all 22,655,247 outstanding 2012 Bonds, with a nominal unit value of Euro 0.50, listed on the MOT; and
- all 115.863.263 outstanding 2012 BBFIs, with a nominal unit value of Euro 0.42, listed on the MOT.

For each participant, the Issuer will exchange 1 2015 Bond with a nominal unit value of Euro 21.60

- for every 42 2012 Bonds tendered and purchased, with a total nominal value of Euro 21.00 (the "**Consideration for the 2012 Bonds**"), against a maximum total nominal amount of approximately Euro 11.7 million;
- for every no. 50 2012 BBFIs tendered and purchased, with a total nominal value of Euro 21.00 (the "**Consideration for the 2012 BBFIs**"), against a maximum total nominal amount of approximately Euro 50.1 million.

For the 2012 Bonds and the 2012 BBFIs tendered to the Exchange Offer, there will also be payment of the interest accrued up to the settlement date of the Consideration for the 2012 Bonds and the Consideration for the 2012 BBFIs.

Each 2015 Bond received in payment of the Instruments tendered to the Exchange Offer which are purchased by the Issuer will have a nominal value (equal to Euro 21.60), with a premium of 2.857% over the nominal value of said instruments.

The 2015 Bonds will have a duration of 5 years from the issue date and will accrue interest at the nominal fixed rate of at least 5% annually, with deferred annual payment of the interest. The annual nominal fixed rate of the 2015 Bonds, to be determined on the basis of the market conditions, will be disclosed to the public by the beginning of the public offering period referring to the Exchange Offer (which the Issuer intends to carry out concurrently with the Offer to Subscribe).

On the exchange date, the 2015 Bonds will be issued and listed on the MOT. The 2015 Bonds are not secured by collaterals or personal guarantees. No rating has been assigned to the 2015 Bonds, nor is one expected to be assigned.

From the end of the second year from the issue date, Intek will be entitled to redeem, including partially, the 2015 Bonds. The redemption price of the 2015 Bonds (subject to payment of the interest accrued which has not been paid up to the early redemption date) will be: (i) from the end of the second year, 102% of the nominal value of the redemption; (ii) from the end of the third year, 101% of the nominal value of the redemption; and (iii) from the end of the fourth year, 100% of the nominal value of the redemption.

The 2012 Bonds and the 2012 BBFIs tendered to the Exchange and by the Issuer will be cancelled pursuant to article 6 of the "Intek Group S.p.A. 2012-2017 " Bond Regulation and article 26-*decies* of the Intek Articles of Association.

If the number of 2015 Bonds issued against a total nominal value is at least Euro 50 million (the "**Minimum Quantity Condition**"), the 2012 Bonds and the 2012 BBFIs not tendered to the Exchange Offer will be redeemed at par by the Issuer in one payment (see paragraph 3 herein).

The Minimum Quantity Condition serves the exclusive interest of the Issuer who will be entitled to waive it and therefore redeem the 2012 Bonds and 2012 BBFIs early, even if the Minimum Quantity Condition is not met.

The Exchange Offer will also be subject to the non-occurrence of extraordinary events domestically or internationally which result in serious changes to the political, financial, economic, currency or market situations and which could have detrimental effects on the status of the assets and/or equity, income and/or finances of Intek and/or the group it belongs to (*MAC clause*) and the failure to adopt acts or provisions thus limiting or rendering more onerous the execution of the Exchange Offer; it is also subject to Borsa Italiana's admission of the 2015 Bonds for listing on the MOT and the authorization to begin trading on the MOT.

UBI Banca Scpa will be the intermediary in charge of coordinating the collection of participations on the MOT.

For additional information on the Exchange Offer, please see the Issuer's press release today, issued pursuant to article 102, par. 1 of Italian Legislative Decree 58/98 which is available on the Issuer's website (www.itkgroup.it under "*Investor Relations/Corporate Operations*").

2. Public offering for subscription of bonds

The Offer to Subscribe will be addressed to the general public in Italy and to investors and will amount to Euro 39,999,981.60 (corresponding to a maximum of 1,851,851 2015 Bonds), and can be increased by the Issuer up to Euro 101,704,161.60 (corresponding to a maximum number of 4,708,526 2015 Bonds), depending on the level of participation in the Exchange Offer.

The 2015 Bonds offered for subscription will have a nominal unit value of Euro 21.60 and a duration of 5 years from the issue date and will accrue interest at the nominal fixed rate of at least 5% annually, with deferred annual payment of the interest. The annual nominal fixed rate of the 2015 Bonds, to be determined on the basis of the market conditions, will be disclosed to the public by the beginning of the public offering period referring to the Offer to Subscribe.

On the issue date, the 2015 Bonds will be issued and listed on the MOT. The 2015 Bonds are not secured by collaterals or personal guarantees. No rating has been assigned to the 2015 Bonds, nor is one expected to be assigned.

From the end of the second year from the issue date, Intek will be entitled to redeem, including partially, the 2015 Bonds. The redemption price of the 2015 Bonds (subject to payment of the interest accrued which has not been paid up to the early redemption date) will be equal to: (i) from the end of the second year, 102% of the nominal value of the redemption; (ii) from the end of the third year, 101% of the nominal value of the redemption; and (iii) from the end of the fourth year, 100% of the nominal value of the redemption.

The 2015 Bonds constituting the object of this Offer to Subscribe, which the Issuer intends to carry out concurrently with the Exchange Offer, will be offered to the general public and to investors.

The 2015 Bonds comprising the Offer to Subscribe will be distributed through the MOT exclusively.

UBI Banca Scpa will be the entity in charge of presenting the sales for listing on the MOT pursuant to article 2.4.3, par. 7 of the Borsa Italiana S.p.A. Stock Market Regulations.

There are no subscription commitments and no underwriting syndicate has been established or is expected to be established.

The Offer to Subscribe will be subject to a "MAC Clause" in line with market practices.

3. Early redemption of the 2012 Bonds and the 2012 BBFIs

In the event of fulfilment of the Minimum Quantity Condition (issuing of a number of 2015 Bonds with a total nominal value of at least Euro 50 million pursuant to the Offers), the Issuer will exercise its right to redeem early all the 2012 Bonds and the 2012 BBFIs not tendered to the Exchange Offer, pursuant to article 6 of the "Intek Group S.p.A. 2012-2017" Bond Regulation and article 26-*decies* of the Issuer's Articles of Association.

The early redemption, whether the Minimum Quantity Condition is fulfilled or the Issuer waives its fulfilment, will be at par and, on the date of the early redemption, the 2012 Bonds and the 2012 BBFIs will no longer bear interest. In this case, the Issuer will redeem the 2012 Bonds and the 2012 BBFIs early, following an announcement to be published on the Issuer's website and a daily newspaper distributed country-wide at least 20 business days prior to the early redemption date.

4. Purpose of the transactions

These transactions aim to achieve refinancing of the debt financial instruments issued by Intek and which are currently outstanding, thereby optimizing its debt structure. The new bond will be of a higher amount than the overall value of the debt financial instruments which are currently outstanding (approximately a maximum amount of Euro 101.7 million, against the Euro 60 million currently) and will make it possible to extend the maturity by 3 years (from 2017 to 2020). The proposed minimum interest rate of 5% is in line with the market rates and lower than the rate currently paid by the outstanding financial instruments (fixed rate of 8%).

The proceeds from the Offer to Subscribe may be used to finance new investment transactions, in addition to redeeming early the 2012 Bonds and the 2012 BBFIs which are not used to participate in the Exchange Offer.

5. Indicative transaction time schedule

Depending on the acquisition of the necessary authorizations, the Exchange Offer and Offer to Subscribe, which the Issuer intends to carry out concurrently, are expected to be completed in March 2015.

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This press release is available on www.itkgroup.it, through which it is possible to request information directly from the Company (tel.: +39-02-806291; Email: info@itk.it) and from the authorised storage system IINFO managed by Computershare SpA at www.iinfo.it.