

INTEK GROUP

Registered office: 20121 Milan (MI) - Foro Buonaparte 44
Share capital Euro 335,069,009.80, fully paid-up
Tax Code and Milan Companies Register no. 00931330583
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PRESS RELEASE

- **Issue and free assignment of warrants to all shareholders and the management of the Company;**
- **Public Exchange Offer on Intek Group Savings Shares;**
- **Ordinary and Extraordinary Shareholders' Meeting Called for 27 November on first call and 30 November on second call;**
- **Indicative timeline of the operations.**

Milan, 9 October 2020

1. Issue and free assignment of Warrants to all shareholders and the management of the Company

The Board of Directors of Intek Group S.p.A. (“**Intek**” or the “**Company**” or the “**Offeror**”) met today and approved the submission to the Extraordinary Shareholders' Meeting of the proposal for the issue and free assignment of warrants to all shareholders, both ordinary and savings (“**Shareholder Warrants**”), and possibly to the management, according to what is specified in more detail below (“**Management Warrants**”), of the Company (jointly, the “**Warrant Assignment**”).

The Board of Directors has established that, for the exercise of the warrants, which will have a fixed exercise price of Euro 0.40, the proposal will be submitted to the Extraordinary Shareholders' Meeting to approve two different share capital increases, both divisible and against payment, for a total maximum of roughly Euro 115 million, inclusive of the share premium (the “**Share Capital Increases for the Warrants**”).

The first of the two share capital increases, for up to roughly Euro 105 million, will be for the Shareholder Warrants and calls for the issue of up to roughly 265 million ordinary shares (“**Share Capital Increase for the Shareholder Warrants**”).

The second share capital increase, for up to Euro 10 million and without option rights, will be for the Management Warrants and calls for the issue of up to 25 million ordinary shares (“**Share Capital Increase for the Management Warrants**”). Please note that the Share Capital Increase for the Management Warrants is subject to approval by the next Shareholders' Meeting which will need to decide on the Company's Remuneration Policy.

All newly issued shares, equal to a total of up to around 290 million in relation to the two above-mentioned share capital increases (the “**Conversion Shares**”) will have no nominal value and will have the same characteristics as those outstanding.

The Assignment of the Warrants and the relative share capital increases pursue multiple ends, namely:

- enabling the Company, within a time horizon of 3 years, to be able to further strengthen its financial and capital structure during a time of significant uncertainty linked to factors external to the business;
- enabling the current shareholders to be able to actively participate in the Company's development plans, within a medium/long-term time horizon;
- providing shareholders with a financial instrument the value of which may be increased in the market and which may be settled on the MTA;
- achieving greater alignment between management and shareholder interests, an objective to be attained by amending the Company's current Remuneration Policy.

The Shareholder Warrants will be assigned to the extent of 0.6 warrant for every 1 ordinary and/or savings share held by the shareholders.

All warrants will provide the right to subscribe, within a time period of 3 years and in any event by 30 June 2024, 1 Conversion Share, for every 1 warrant assigned.

The warrant exercise price (and the resulting issue price of each of the Conversion Shares) is set at Euro 0.40 inclusive of the share premium.

The warrants are expected to be listed on the MTA market organised and managed by Borsa Italiana S.p.A., possibly also subsequent to when they are issued, after obtaining the necessary authorisations from the competent Authorities. The Management Warrants will be listed subsequent to the Shareholder Warrants on the basis of a different listing process.

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2. Public Exchange Offer on Intek Group Savings Shares

As already announced in press releases dated 29 May 2020 and 28 September 2020, the Intek Board of Directors intends to repropose under the same conditions as those originally set forth the full voluntary public exchange offer concerning all of the 50,109,818 Intek Group S.p.A. savings shares (the “**Savings Shares**”), after deducting the 11,801 treasury Savings Shares (the “**Offer**” or the “**Savings Shares Exchange Offer**”).

In this regard, the Company’s Board of Directors approved the submission to the Ordinary and Extraordinary Shareholders’ Meeting of the request for authorisation to purchase and cancel the Savings Shares, as a necessary prerequisite for the subsequent promotion of the Offer.

The Savings Shares Exchange Offer calls for the recognition of 1 “*Intek Group S.p.A. 2020 – 2025*” bond, with a unit nominal value of Euro 21.60 (the “**2020-2025 Bonds**”), in exchange for every 43 Savings Shares used to participate in the exchange and purchased by the Offeror (the “**Consideration for the Savings Shares**”) for a total maximum nominal value of up to around Euro 25.2 million.

The Consideration for the Savings Shares incorporates, taking into account the nominal value of the 2020-2025 Bonds, a premium of 13% with respect to the weighted average price of the Savings Shares over the last three months. Please recall that this premium, at the moment of the announcement of the Savings Shares Exchange Offer, on 3 December 2019, was equal to 52.7% of the official unit price of the Savings Shares recorded on 2 December 2019 (last trading day prior to the date of the announcement of the Savings Shares Exchange Offer).

The Savings Shares Exchange Offer is expected to be carried out after the Assignment of the Warrants and therefore the savings shareholders that will participate in the Offer may also benefit from the Assignment of Shareholder Warrants.

For further information on the Savings Shares Exchange Offer, please refer to the Press Releases issued on 3 December 2019, 25 February 2020 and 29 May 2020.

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3. Ordinary and Extraordinary Shareholders' Meeting Called for 27 November (first call) and 30 November (second call)

The Board of Directors of Intek has approved calling the Ordinary and Extraordinary Shareholders' Meeting for 27 November (first call) and 30 November (second call), in order to decide on the Assignment of the Warrants, the Savings Shares Public Exchange Offer and the adaptation of the articles of association to comply with gender quota regulations.

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4. Indicative timeline of the operations

If the necessary authorisations are received from the competent authorities in due time, the Assignment of Shareholder Warrants and the Public Exchange Offer on Intek Group Savings Shares are expected to be carried out by the end of the first quarter of 2021, while any Assignment of Management Warrants may take place following the next shareholders' meeting for the approval of the Company's Remuneration Policy.

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The press release is available on the website www.itkgroup.it, where it is possible to request information directly from the Company (phone: 02-806291; e-mail: investor.relations@itk.it) and on the “eMarket STORAGE” system operated by Spafid Connect SpA at www.emarketstorage.com.