



KME Group SpA

Registered office: 20121 Milan (MI) - Foro Buonaparte 44

Share capital Euro 200,076,932.10, fully paid up

Tax Code and Milan Companies Register no. 00931330583

www.itkgroup.it

PRESS RELEASE

pursuant to art. 36 of the Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”).

**EXECUTION OF THE TRANSACTION PROVIDED FOR IN THE INVESTMENT AGREEMENT
SIGNED ON 10TH MAY 2023**

Milan, 29th September 2023 - KME Group S.p.A. (“**KME**” or the “**Issuer**”) announces that (i) the partial subscription of the capital increase of KMH S.p.A. (“**KMH**”) by Lynstone SSF E Holdings II S.à r.l. (“**Lynstone SSF**”), for an amount corresponding to 15.29% of the share capital of KMH, and (ii) the issue of KMH Notes subscribed by Lynstone SSF Holdings II S.à.r.l. (“**Lynstone II**”) for an amount equal to Euro 106,500,000.00, such as fulfillments at the closing pursuant to the Investment Agreement (the “**Investment Agreement**”) signed on 10th May 2023 between KME and Lynstone II, together with Quattrodue S.p.A. (“**Quattrodue**”), have been executed. In addition, a Shareholders’ agreement has been signed between KME, Lynstone SSF and Quattrodue (for further information about this, please refer to the information that will be published, pursuant to art. 122 of the TUF and 130 of the Issuers Regulation, on the website of the Issuer (www.itkgroup.it)).

The terms for subscription only to the Ordinary Shares PTO will be reopened, pursuant to art. 40-*bis*, paragraph 1, letter a) of the Issuers’ Regulation for the sessions of 5 October, 6 October, 9 October, 10 October and 11 October 2023 (the “**Reopening of the Terms**”).

As indicated in the offer document published on 28th July 2023 (the “**Offer Document**”), KME intends to achieve the delisting through reverse merger into the subsidiary KMH S.p.A., as also announced in the press release issued on 18 September 2023, even if, on conclusion of the Reopening of the Terms, the conditions to arrange delisting through fulfilment of the Purchase Obligation pursuant to art. 108, paragraph 2 and/or art. 108, paragraph 1, of the Consolidate Law on Finance and the exercise of the Right to Purchase pursuant to art. 111, paragraph 1 of the Consolidated Law on Finance, the Offeror are not met.

Note that the Offer Document is available to the public at:

- the headquarters of the Issuer in Milan, Foro Buonaparte 44;
- the headquarters of Equita SIM S.p.A., as Intermediary responsible for Coordinating the Collection of Subscriptions, in Milan, Via Turati 9.

The Offer Document is also available on the Issuer's website www.itkgroup.it, in the *Investor relations/Extraordinary Transactions* section, as well as at Borsa Italiana S.p.A., on the authorised storage system “eMarket STORAGE” (www.emarketstorage.it) and on the website of Morrow Sodali S.p.A., as global information agent for the Offers (the “**Global Information Agent**”), www.morrowsodali-transactions.com.

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This press release is available on the website www.itkgroup.it, where information can be requested directly from the company (phone: +39 02-806291; email: info@itk.it) and on the authorised “eMarket Storage” system at www.emarketstorage.it.

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This press release does not constitute nor is intended to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of KME Group S.p.A. will be made in any country in violation of the laws applicable therein. The Offers are made by means of publication of the relative offer document approved by CONSOB. The offer document contains a full description of the terms and conditions of the Offers, including the subscription procedures. The publication or dissemination of this Press Release in countries other than Italy may be subject to restrictions based on applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently obtain information on any restrictions envisaged in local applicable laws and regulations and be sure to comply with them. Any failure to comply with these restrictions may constitute a violation of legislation applicable in the country in question. Within the maximum limits permitted by applicable legislation, the parties involved in the Offers must be considered exempt from any liability or prejudicial consequence that may arise from violation of the aforementioned restrictions by the aforementioned persons concerned. This Press Release has been prepared in accordance with Italian legislation and the information disclosed herein may be different from that which would have been disclosed if the Press Release had been prepared in accordance with the regulations of countries other than Italy. No copy of this Press Release or of any other document relating to the Offers will, or may be, sent by post or otherwise forwarded or distributed within or from any country in which the provisions of local legislation could pose risks of a civil, criminal or regulatory nature whenever information concerning the Offers is sent or made available to shareholders of KME Group S.p.A. in that country or in other countries where such conduct would constitute a violation of the laws of that country. Any person receiving such documents (including in the role of custodian or trustee) must not send them by post or otherwise transmit or distribute them to or from that country.