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Diffusione presunta  
Oggetto : Tesmec S.p.A. - Notice of deposit of the  
Rights Issue Offer

*Testo del comunicato*

Vedi allegato.



## NOTICE OF DEPOSIT OF THE RIGHTS ISSUE OFFER PURSUANT TO ART. 2441, PARAGRAPH 2, OF THE CIVIL CODE

Rights Issue Offer (the "Offer") for a maximum of n. 499,376,200 Tesmec S.p.A. ordinary shares (the "Shares"), with the ISIN code IT0004585243

The Shares are offered with right issue to the shareholders of Tesmec S.p.A. ("Tescmec" or the "Company") and can be subscribed to/by the intermediaries participating in the centralized management system of *Monte Titoli S.p.A.*

The Offer is promoted in the form of a public offer exclusively in Italy and on the basis of the prospectus (the "Prospectus") relating to the offer and admission to trading of the Shares on the *Mercato Telematico Azionario* organized and managed by *Borsa Italiana S.p.A.* (the "MTA").

The Rights Issue Offer consists of a maximum of no. 499,376,200 Shares, with no par value, equal to a maximum total value of Euro 34,956,334.

The issue of the Shares was approved by the Board of Directors of the Company, with resolutions of 22 September 2020 and 16 November 2020, in execution of the proxy pursuant to art 2443 of the Italian Civil Code given by the Extraordinary Shareholders' Meeting held on 21 May 2020.

The Shares are offered for subscription at a price of Euro 0.07 for each Share, of which Euro 0.01 to be allocated to the share capital and the Euro 0.06 to be allocated to share premium (the "Offer Price"), as determined by the Board of Directors on 16 November 2020.

The Shares are offered with rights issue to holders of ordinary shares of the Company, in the ratio of no. 200 Shares every no. 41 Tesmec ordinary shares already held (the "Rights Issue").

The Shares will have a regular right to dividends and will therefore be fungible with the Tesmec ordinary shares traded on the MTA. Consequently, the Shares will have coupon no. 8 and the ISIN code assigned to them will be IT0004585243. The ISIN code IT0005423022 has been assigned to the Rights Issue for the **subscription** of the Shares and are represented by coupon no. 7.

The period of validity of the Rights Issue Offer starts from 23 November 2020 to 10 December 2020, inclusive (the "Rights Issue Period"). The Rights Issue may be traded on the MTA from 23 November 2020 to 4 December 2020, inclusive.

The Rights Issue, which will give the right to subscribe for the Shares, must be exercised, under penalty of forfeiture, during the Rights Issue Period through the authorized intermediaries participating in the centralized management system, who are required to give the relative instructions to Monte Titoli S.p.A., within 2:00 p.m. on the last day of the Rights Issue Period. Therefore, to ensure compliance with the aforementioned deadline, each subscriber must submit a specific subscription request following the instructions and within the deadline that his depositary intermediary will have communicated to him. Full payment of the Shares must be made at the time of their subscription to the authorized intermediary with whom the subscription request was submitted. The Company does not foresee any charges or additional expenses for subscribers. The Shares subscribed by the end of the Rights Issue Period will be credited to the accounts of the intermediaries participating in the centralized management system managed by *Monte Titoli S.p.A.* at the end of the accounting day of the last day of the Rights Issue Period with availability on the same date.

The Rights Issue not exercised by 10 December 2020 will be offered by the Company on the MTA, within the month following the end of the Right Issue Period, for at least two trading days, and unless they are already fully sold, pursuant to Article 2441, paragraph 3, of the Italian Civil Code (the "Offer on the Stock Exchange"). The starting date and the conclusion date of the offering period on the MTA, will be communicated to the public through specific notice which will also contain the number of Unexercised Rights Issue, subject of the Offer on the Stock Exchange.

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The notification of the allocation of the Shares will be made by the authorized intermediaries participating in the centralized management system managed by *Monte Titoli S.p.A.*

The Shares will be automatically traded, in accordance with the provisions of Article 2.4.1 of the *Regolamento dei Mercati Organizzati* and Managed by Borsa Italiana S.p.A., on the same market in which the Bank's ordinary shares are traded, namely the MTA, STAR segment.

The Prospectus is available to the public, in compliance with the applicable laws and regulations, it is available at the Tesmec registered office in Milan, Piazza S. Ambrogio n. 16 and at the Tesmec operating office in Grassobbio (BG), Via Zanica, n. 17/O, as well as through publication on the Company's website ([www.tesmec.com](http://www.tesmec.com)). The publication has been released to the public in the ways and terms of the law.

This notice is filed by the Company Register in Milan, it is available to the public through publication in the newspaper "Milano Finanza", on the Company's website ([www.tesmec.com](http://www.tesmec.com)), as well as at the Tesmec registered office in Milan, Piazza S. Ambrogio n. 16 and at the Tesmec operating office in Grassobbio (BG), Via Zanica, n. 17 / O and published through the system eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)). This notice will be published in the "Milano Finanza" newspaper on 20 November 2020.

Grassobbio (Bergamo), 19 November 2020

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#### IMPORTANT REGULATORY NOTICE

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*This communication and the information contained herein does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States, Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the "Other Countries").*

*Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or pursuant to the corresponding regulations in force in the Other Countries. The securities may not be offered or sold in the United States unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. Tesmec does not intend to register any portion of any offering in the United States.*

*This publication constitutes neither an offer to sell nor a solicitation to buy or subscribe for securities. This communication has been prepared on the basis that any offer of securities in any Member State of the European Economic Area ("EEA") which has implemented the Prospectus Regulation (each, a "Relevant Member State"), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Regulation (the "Permitted Public Offer") and/or pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities. Any public offering will be conducted in Italy pursuant to a prospectus, duly authorized by Consob in accordance with applicable regulations.*

*Accordingly, any person making or intending to make any offer of securities in a Relevant Member State other than the Permitted Public Offer, may only do so in circumstances in which no obligation arises for the Company to publish a*

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prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 (this Regulation and amendments together with any delegated act and implementing measures). This document is not a prospectus for the purposes of the Prospectus Regulation. A prospectus prepared pursuant to the Prospectus Regulation has been published by the Company. Investors should not subscribe for any securities referred to in this document except on the basis of the information contained in any prospectus.

#### **Information to Distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the transferable pre-emptive subscription rights (the "**Rights**") and the new ordinary shares (the "**Shares**") have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Rights and/or the Shares may decline and investors could lose all or part of their investment; the Rights and the Shares offer no guaranteed income and no capital protection; and an investment in the Rights and/or the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Rights and/or the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Rights and/or the Shares and determining appropriate distribution channels.

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#### **For further information:**

##### **Tesmec S.p.A.**

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This press release is also available on [www.tesmec.com](http://www.tesmec.com) in the "Investor" section: <http://investor.tesmec.com/it>

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### Tesmec Group

Tesmec Group is active in the design, production and marketing of systems and integrated solutions for the construction, maintenance and diagnostics of infrastructures (overhead, underground and railway networks) for the transport of energy, data and materials (oil and derivatives, gas and water), as well as technologies for quarries and surface mining. The Group operates in the following sectors: - **Energy.** Tesmec Group designs, manufactures and markets machines and integrated systems for the construction and maintenance of overhead and underground power lines, fibre optic networks (Stringing segment), as well as advanced equipment and systems for the automation, efficiency, management and monitoring of high, medium and low voltage electrical networks and substations (Energy Automation Segment); - **Trencher.** Tesmec Group carries out the design, production, sale and rental of trencher machines functional to four types of activities (excavation and mines, excavations for the installation of pipelines, for the construction of telecommunication and optical fibre infrastructures, excavations for the construction of underground power networks), as well as the provision of specialized excavation services. The trencher machines are rented by the Group both with the operator (hot rental or wet rental) and without the operator (cold rental or dry rental); - **Railway.** The Group designs, manufactures and markets machines and integrated systems for the installation and maintenance of the railway catenary, devices for the diagnostics of the railway catenary and track, as well as customized machines for special operations on the line.

Born in Italy in 1951 and led by the Chairman and CEO Ambrogio Caccia Dominioni, the Group counts on more than 900 employees and has its production sites in Grassobbio (Bergamo), Endine Gaiano (Bergamo), Sirone (Lecco) and Monopoli (Bari) in Italy, Alvarado (Texas) in the USA and Durtal in France. It relies on three research and development units in Fidenza (Parma), Padua and Patrica (Frosinone). Listed on the STAR segment of the MTA Market of the Italian Stock Exchange, the Group boasts a global commercial presence through foreign subsidiaries and sales offices in the USA, in South Africa, West Africa, Australia, New Zealand, Russia, Qatar and China.

In its development strategy, the Group intends to consolidate its position as a solution provider in the three abovementioned business areas, by exploiting the trends of energy transition, digitalization, and sustainability.

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