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Diffusione presunta  
Oggetto : Tesmec S.p.A. - PALLADIO - Independent  
Investment Holding - undertakes to cover  
any not exercised shares up to Euro 3.5  
Million

*Testo del comunicato*

Vedi allegato.



## TESMEC CAPITAL INCREASE: PALLADIO - INDEPENDENT INVESTMENT HOLDING - UNDERTAKES TO COVER ANY NOT EXERCISED SHARES UP TO EUR 3.5 MILLION

Grassobbio (Bergamo), 20 November 2020 - Following what was communicated on 16 November 2020 and 19 November 2020 regarding the capital increase with Rights Issue (the "**Capital Increase**"), Tesmec S.p.A. ("**Tesmec**" or the "**Company**") announces that today, Palladio Holding SpA, an active medium-long term investor in several industrial sectors (the "**Investor**"), have signed a guarantee and underwriting agreement (the "**Underwriting Agreement**") by virtue of which the Investor has undertaken the formal and irrevocable commitment to subscribe and release a maximum of no. 50,000,000 Tesmec ordinary shares that should be not exercised as a result of the Rights Issue Offer and of the stock exchange offer, at the unit price of Euro 0.07 (including the premium) and for a maximum amount of Euro 3,500,000, 00.

Pursuant to the Guarantee and Underwriting Agreement, the parties agreed that the commitment of the Investor has priority over the commitment taken by TTC on the subscription of not exercised shares for Euro 5,000,000; therefore, rights issue and / or shares that should be not exercised as a result of the Rights Issue Offer and of the stock exchange offer will be assigned to TTC only once shares up to the Maximum Amount have been assigned to the Investor.

The Capital Increase of about Euro 35 million is therefore guaranteed for a total amount of about Euro 25.5 million, equal to over 70% of the total amount, of which about Euro 22 million by TTC and its controlled companies, and Euro 3.5 million by the Investor.

This press release must be read in conjunction with the Prospectus which can be found on the Tesmec website ([www.tesmec.com](http://www.tesmec.com)). Tesmec will proceed, within the terms established by the applicable legislation, to the publication of a specific supplement to the Prospectus. Investors who have already subscribed to the Offer on a date prior to the date of publication of the supplement will have the right to withdraw their subscription pursuant to Article 23, paragraph 2, of Regulation (EU) no. 1129/2017 no later than the second working day following the date of publication of the supplement.

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*“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.

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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.**

Marco Paredi

Investor Relations Manager

Tel: +39 035 4232840 – Fax: +39 035 3844606

E-mail: [ir@tesmec.com](mailto:ir@tesmec.com)

##### **Image Building - Media Relations**

Alfredo Mele, Carlo Musa

Tel: +39 02 89011300

E-mail: [tesmec@imagebuilding.it](mailto:tesmec@imagebuilding.it)

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

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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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