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Societa' : TESMEC

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Regolamentata

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Data/Ora Ricezione : 10 Dicembre 2020 18:58:05

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Diffusione presunta

Oggetto : Tesmec S.p.A. - Completed the Rights
Issue Offer relating to the Tesmec S.p.A.
Capital Increase

Testo del comunicato

Vedi allegato.

**TESMEC S.P.A. :: COMPLETED THE RIGHTS ISSUE OFFER RELATING TO THE TESMEC S.P.A. CAPITAL INCREASE**

- **97.14% OF THE TOTAL SHARES OFFERED HAVE BEEN SUBSCRIBED, FOR A TOTAL AMOUNT OF ABOUT EURO 34.0 MILLION**
- **THE NOT EXERCISED RIGHTS ISSUE WILL BE OFFERED ON THE MTA STARTING FROM 14 DECEMBER 2020**

Grassobbio (Bergamo-Italy), 10 December 2020 – Tesmec S.p.A. ("**Tesmec**" or the "**Company**") announces that today, the rights issue offer of the maximum no. 499,376,200 newly issued Tesmec ordinary shares (the "**Shares**") ended.

During the offer period, which started on 23 November 2020 and ended on 10 December 2020 (the "**Offer Period**"), no. 99,446,115 rights issue for the subscription of no. 485,103,000 Shares, have been exercised, equal to 97.14% of the total number of offered Shares, for an equivalent value of Euro 33,957,210.00.

The remaining no. 2,926,006 rights issue, not exercised during the Rights Issue Period (the "**Not exercised Rights**" or the "**Rights**"), which give the right to subscribe for a maximum of no. 14,273,200 Shares, corresponding to a percentage equal to 2.86% of the total amount of the offered Shares, for an equivalent value of Euro 999,124.00, will be offered on the MTA by Tesmec, through *Intermonte SIM S.p.A.*, during the sessions on 14 December 2020 and 15 December 2020, unless early closure of the offer in case of full sale of the Rights (the "**Stock Exchange Offer**").

As part of the Offer on the MTA, the Rights Issue will be offered on the *Mercato Telematico Azionario*, organized and managed by *Borsa Italiana S.p.A.*, with ISIN code IT0005423089.

The entire quantity of Not Exercised Rights Issue will be offered during the session on 14 December 2020, and, during the session on 15 December 2020, will be offered the Not Exercised Rights Issue that may not have been placed in the previous session.

The Not Exercised Rights Issue grant the right to subscribe for the Shares, at the price of Euro 0.07 each, in the ratio of no. 200 Shares every n. 41 Rights purchased.

The exercise of the Not Exercised Rights issue purchased as part of the Offer on the MTA and, consequently, the subscription of the New Shares must be exercised, under penalty of forfeiture, through the authorized intermediaries participating in the centralized management system managed by *Monte Titoli S.p.A.*: (i) no later than 15 December 2020, with the same value, in case of early closure of the Offer on the MTA following the full sale of the Not Exercised Rights Issue during the session on 14 December 2020, or (ii) by and no later than 16 December 2020, with the same currency, in case that the Not Exercised Rights Issue are not sold in full during the first session and, the Offer on the MTA closes on 15 December 2020.

The Shares subscribed by the end of Offer on the Stock Exchange will be credited to the accounts of authorized intermediaries participating in the centralized management system managed by *Monte Titoli S.p.A.* at the end of the accounting day on the last day of exercise of the Not Exercised Rights Issue with availability on the same date.

In the event that, as a result of the Offer on the MTA, there were not exercised shares, they would be fully subscribed by Palladio Holding S.p.A., an active medium-long term investor in several industrial sectors, under the agreement signed on November 20, 2020.

The Registration Document, the Information Note and the Summary Note (which together constitute the Prospectus) are available to the public 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 the publication on the Company's website (www.tesmec.com).

Finally, it should be noted that on 11 December 2020 will be published, pursuant to art. 89 of the regulation approved with Consob resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented, in the newspaper "Milano Finanza" a notice, similar to this press release, containing indication of the number of not exercised rights issue to be offered on the MTA and the dates of the meetings in which the offer will be made.

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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”).

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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 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.

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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.

For further information:

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

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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