

**Press release**

**PRE-EMPTIVE OFFER OF SHARES SUBJECT TO WITHDRAWAL**

**Viareggio, 6 June 2023 - Talea Group S.p.A.** - a company listed on the Euronext Growth Milan market of the Italian Stock Exchange, resulting from the rebranding of Farmaè S.p.A. and leader in the e-retailing of products for personal health and wellbeing and in media and digital transformation services for businesses (the "**Company**") - announces that today, pursuant to articles 2437-*quater*, paragraphs 1 and 2 of the Italian Civil Code, the offer under option for 281,077 shares for which the right to withdrawal has been exercised, addressed to all shareholders of the Company who have not exercised such right (the "**Option Offer**"), was filed with the competent Company Register

In particular, it should be noted that the offer period is set at thirty days from today's date, and will therefore expire on 6 July 2023 (inclusive), and that the offer price is Euro 11.71 per share.

Shareholders who exercise their option rights will also be entitled to exercise their pre-emption right on any unopted shares at the same time.

The Company will communicate the results of the Option Offer, taking into account the possible exercise of the pre-emption right, as well as the terms and conditions of payment and transfer of the withdrawal shares, by means of a specific press release disseminated through the SDIR System - "eMarket" and published on the Company's website at [www.taleagroupspa.com](http://www.taleagroupspa.com), Section "Investor Relations/Press Releases".

For further information, please refer to the notice of option offer of the ordinary shares subject to withdrawal below and also published on the Company's website [www.taleagroupspa.com](http://www.taleagroupspa.com), section "Governance/Shareholders' Meetings/2023".

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Talea Group S.p.A., a company listed on the Euronext Growth Milan market of the Italian Stock Exchange and resulting from the rebranding of Farmaè S.p.A., is one of the leading digital groups in Europe in the Health, Wellness and Beauty multichannel macro-sector and in media and digital transformation services for businesses. Talea Group S.p.A. operates with a business model based on two revenue-generating areas: the Consumers Area, dedicated to e-retailing and currently featuring the brands Farmaè, Amicafarmacia, Farmaeurope, Sanort and Beautyè, and the Industrial Area, focusing on media services and digital transformation with Talea Media and Valnan Communications. The Group - which currently employs more than 240 professionals - places People and Companies at the centre of its values and actions aimed at satisfying their needs and desires, and bases its identity on digital culture and the ability to evolve business models and generate growth within the reference markets through innovative and sustainable solutions.

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**NOTICE OF OPTION OFFER**

**PURSUANT TO ARTICLE 2437-QUATER (1) AND (2) OF THE CIVIL CODE**

**Whereas**

(i) on 28 April 2023, the shareholders' meeting of Talea Group S.p.A. (the "**Company**" or "**Talea**"), which met in extraordinary session, approved, inter alia, the amendments relating to the broadening of the Company's corporate purpose;

(ii) on 8 May 2023, the aforementioned resolution to amend the Articles of Association was registered with the relevant Company Registry (the "**Registration Date**")

(iii) the holders of shares of the Company (the "**Shares**") who did not participate in the approval of the aforesaid resolution were granted the right of withdrawal pursuant to Article 2437, paragraph 1, letter a) of the Italian Civil Code (the "**Right of Withdrawal**");

(iv) the Right of Withdrawal could be exercised within 15 (fifteen) calendar days from the date of registration of the aforesaid resolution with the competent Company Registry and, therefore, until 23 May 2023 (inclusive);

(v) based on the declarations of exercise of the Withdrawal Right received by the Company within the time limits, the Withdrawal Right was validly exercised for a total of 281,077 (two hundred and eighty-one thousand seventy-seven) Shares (the "**Withdrawal Shares**"), representing 4.1055% of the share capital of the Company;

(vi) the unit liquidation value of the Shares for which the Right of Withdrawal could be exercised has been determined by the Board of Directors – on the basis of a fairness opinion issued by Studio Caravati Pagani - Dottori Commercialisti Associati, as independent expert and in accordance with article 2437-ter, paragraph 2, of the Italian Civil Code – in Euro 11.71 (eleven point seventy-one) per Share ( the "**Liquidation Value**"), and, therefore, the total liquidation value of the Withdrawal Shares is equal to Euro 3,291,412 (three million two hundred and ninety-one thousand four hundred and twelve);

(vii) pursuant to Article 2437-quater, paragraph 1, of the Italian Civil Code, the procedure for the liquidation of the Withdrawal Shares takes place, first of all, by means of the option offer of the same addressed to all shareholders of the Company who have not exercised their Right of Withdrawal in proportion to the number of Shares held ("**Option Offer**");

(viii) the Option Offer for the Withdrawal Shares referred to in this notice shall be filed with the competent Company Registry, disseminated through the SDIR-"eMarket" System as well as published on the Company's website at [www.taleagroupspa.com](http://www.taleagroupspa.com), Section "Governance/Shareholders' Meetings/2023";

**now therefore,**

**the directors of Talea Group S.p.A.**

**OFFER AS AN OPTION**

the Withdrawal Shares – pursuant to Article 2437-quater, paragraphs 1 to 3 of the Italian Civil Code – to all shareholders of the Company who have not exercised their Right of Withdrawal (the "**Entitled Parties**"), in proportion to the number of Shares held by them at the closing date of the accounting day relating to the launch of the Offer.

In the event that, as a result, the total number of Shares does not result in a whole number, it will be rounded down to the nearest whole number.

The option rights relating to the Withdrawal Shares will not be tradable on Euronext Growth Milan, a multilateral trading system organised and managed by Borsa Italiana S.p.A. ("**EGM**").

**1. Offer Price**

The Withdrawal Shares are offered at a unit price of **Euro 11.71** per Withdrawal Share (the "**Offer Price**"), an amount corresponding to the Liquidation Value established in accordance with Article 2437-ter, paragraph 2 of the Italian Civil Code.

**2. Offer Period**

The Offer subscription period – within which the Entitled Parties may, under penalty of forfeiture, exercise their option right on the Withdrawal Shares as well as, under the conditions specified below, exercise their pre-emption right pursuant to Article 2437-quater, paragraph 3 of the Italian Civil Code (the "**Pre-emption Right**") – starts from the date of filing of the Offer with the relevant Company Registry and for the following 30 (thirty) days (the "**Subscription Period**").

### **3. Ratio of exercise of option rights**

Each Share of the Company held is attributed one and only one option right valid for the purchase of Withdrawal Shares (the "**Option Right**" and, collectively, the "**Option Rights**").

Accordingly, the ratio between Option rights and Purchasable Withdrawal Shares is as follows:

#### **No. 1 Withdrawal Share purchasable for every No. 23 Rights**

The Option Rights shall be granted to the extent of a whole number of Withdrawal Shares.

Therefore, in the event that, as a result of the exercise of the Rights in the terms set forth above, an Entitled Party opts for a total number of Withdrawal Shares that is not a whole number, this party shall be allotted a number of Withdrawal Shares rounded down to the nearest whole number; and if, as a result of the exercise of the Rights in accordance with the above terms, a total number of Withdrawal Shares less than 1 (one) has been opted for by an Eligible Party, no Withdrawal Shares shall be allotted to such Eligible Party.

### **4. How to subscribe to the offer**

Given dematerialisation of the Shares, the entitlement to subscribe to the Offer is certified by a communication from the intermediary to the issuer. Entitled Parties intending to subscribe to the Offer are therefore required to request that the intermediary authorised to keep accounts in accordance with the law send the Company the information set out in the Subscription Form (as defined below), in accordance with Article 43 of the "Provvedimento Unico sul post-trading della Consob e della Banca d'Italia del 13 agosto 2018 (Consob and Bank of Italy Post-trading Regulation of 13 August 2018)" containing the regulations on, inter alia, centralised management activities.

Subscription to the Offer and the possible exercise of the Pre-emption Right must be made by sending the information contained in a specific form corresponding, in its contents, to the facsimile available at the Company's registered office and on the website [www.taleagroupspa.com](http://www.taleagroupspa.com), Section "Governance/Shareholders' Meetings/2023" and subject to verification, by the aforesaid intermediaries, of the entitlement of the subscriber to the exercise of the option rights on the Withdrawal Shares (the "**Subscription Form**").

The Subscription Form must be sent, alternatively, by registered letter with return receipt to the registered office of the Company (to the address: "Talea Group S.p.A. - Via Marco Polo n. 190 - 55049 Viareggio (LU)") or by certified email (to the email address: [taleagroupspa.pec.it](mailto:taleagroupspa.pec.it)).

For the purpose of the legitimate subscription to the Offer, the PEC or the registered letter with advice of receipt as aforesaid (depending on the sending method chosen) must be received by the Company by the expiry of the Subscription Period.

### **5. Right of Pre-emption and Placement to Third Parties**

The Entitled Parties who subscribe to the Offer may also exercise their Pre-emption Right to purchase - at the Offer Price - all the Withdrawal Shares which remained unexercised at the end of the Offer (the "**Inopted Shares**"), provided that they make such a request in the Subscription Form.

If the Pre-emptive Right over the Inopted Shares is exercised for a number that exceeds the Inopted Shares, the Inopted Shares subject to pre-emption will be allocated in proportion to the number of shares held, rounded down to the nearest whole number.

In addition, in the event that the Company's shareholders other than the withdrawing shareholders do not purchase all or part of the Withdrawal Shares at the end of the Offer and therefore there are Residual Withdrawal Shares (the "**Residual Shares**"), the Company will consider placing the Residual Shares to third parties at the Offer Price (the "**Third Party Placement**"). The terms and conditions of subscription to the Third-Party Placement will be announced in a press release disseminated on the SDIR-"eMarket" System and published on the Company's website at [www.taleagroupspa.com](http://www.taleagroupspa.com), Section "Investor Relations/Press Releases", in accordance with the laws and regulations in force and applicable at the time.

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*It should be noted that, in the event that the Withdrawal Shares are not fully placed at the end of the Offer, of the exercise of the Pre-emption Right and of the possible Third Parties Placement, the Residual Shares – pursuant to Article 2437-quater, paragraph 5 of the Italian Civil Code – will be redeemed by the Company through the use of profits and available reserves, also as an exception to the quantitative limits set forth by Article 2357, paragraph 3 of the Italian Civil Code.*

## **6. ISIN Identification Code**

*The Withdrawal Shares are identified by the ISIN code IT0005378333.*

*It should be noted that the Offer and the entire procedure pursuant to Article 2437-quater of the Italian Civil Code will be managed off-market.*

## **7. Exclusions**

*The Withdrawal Shares (and the rights to acquire them) have not been and will not be registered in the United States of America under the United States Securities Act of 1933, and may not be offered or sold in the United States of America in the absence of an exemption. The Withdrawal Shares are not, and may not be, offered or sold - nor will the Offer be made or disseminated - in those countries in which the offer is not permitted in the absence of a specific authorisation in accordance with, or by way of derogation from, the applicable laws. Shareholders not resident in Italy are therefore advised to seek specific advice on the matter before taking any action.*

## **8. Outcome of the Option Offer**

*The Company will communicate the outcome of the Offer, the possible exercise of the Pre-emption Right, as well as the terms and conditions of payment and transfer of the Withdrawal Shares, in a press release disseminated on the SDIR-"eMarket" System and published on the Company's website at [www.taleagroupspa.com](http://www.taleagroupspa.com), Section "Investor Relations/Press Releases". Payment will be made upon completion of the liquidation procedure.*

*Viareggio (LU), 6 June 2023*

*For the Board of Directors*

*The President*

*Riccardo Iacometti*