

Press Release

TALEA GROUP ENTERS ITALIAN HOMES WITH NEW PRODUCT LINES FOR PERSONAL CARE AND WELLBEING, ALSO AT HOME

APPROVAL OF THE ACQUISITION OF BEWOW SRL'S BUSINESS UNIT INVOLVING THE GOOIMP BRAND, A START-UP IN THE MARKETING OF HYGIENE AND PERSONAL CARE PRODUCTS, AND THE MOOD CONCEPT STORE BRAND, ACTIVE IN E-RETAILING IN THE FURNITURE & HOME LIVING SECTOR

APPROVAL OF THE SHORT-TERM CASH INCENTIVE PLAN - MBO PLAN 2023

Viareggio, 29 June 2023 – The Board of Directors of **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 as well as in media and digital transformation services for businesses (the "**Company**" or "**Talea**") - today approved (i) the acquisition of Bewow S.r.l.'s business unit and (ii) the short-term cash incentive plan - MBO Plan 2023.

Acquisition of the business unit of Bewow S.r.l. with the **Gooimp** and **Mood Concept Store** brands

Talea's Board of Directors resolved to acquire the business unit of Bewow S.r.l. - a company retailing any type of product for personal care and wellness at home ("**Bewow**"), also online - and to sign the related sale agreement (the "**Transaction**").

The business unit consists of, inter alia, the **GOOIMP** brand, a brand operating in the marketing of personal care and hygiene products, and the **MOOD CONCEPT STORE** brand ("MOOD"), a brand operating in the Italian furniture & home living sector through the website <https://www.moodconceptstore.com>, a physical shop, and projects for special supplies (Contract business).

The acquisition is part of the Group's new development strategy which, in line with the 2023 - 2025 Business Plan and the rebranding to Talea Group, envisages continuing on the path of growth through acquisitions of targets in cross-border markets, with the aim of expanding the product offering in the area of goods and services for personal well-being. The Business Plan disclosed to the market on 28 March forecasts revenues of between EUR 220 and 230 million by 2025, with an ebitda of EUR 13-14 million, and a sustainable ebitda margin in the long term of around 6%.

GOOIMP (an acronym for "Good Impression") is a new brand that produces a line of supplements and cosmetics based on specific ingredients and natural formulas. Gooimp's natural products come in sustainable, 100% recyclable, 100% Made in Italy packaging, designed not only to improve people's wellbeing but also in full respect of the environment.

In the new line of **Gooimp supplements**, extreme attention has been paid to the efficacy of the active ingredients through a careful selection of the best raw materials that have made it possible, through constant research at all stages of production, to market innovative products that evolve with the new and ongoing needs of consumers. All Gooimp supplements are gluten-free and most are lactose-free and suitable for vegans.

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The new **Gooimp cosmetics** line follows the "clean" philosophy, with a list of essential ingredients made in Italy and with up to 99% natural ingredients. They are designed for daily hygiene and care for the whole family, with gentle formulas that are dermatologically tested on sensitive skin. **Gooimp cosmetics are also sustainable for the environment:** highly natural and essential formulas in 100% recyclable packaging.

MOOD operates in the Furniture & Home Living sector, an industry that in 2022 reported a value of approximately EUR 24.8 billion (online + offline), +14% compared to 2021, of which approximately EUR 3.9 billion through e-commerce (+14% YoY).

Furniture brands in particular are increasingly exploiting digital to "support" traditional sales and compete in new markets, meeting the needs and expectations of their customers. In this regard, both the Consumers area (online + physical commercial brands) and the Industrial area (business services) of our Group can significantly improve the service to the end consumer (online purchase) as well as enhance the online positioning of the main industries in the sector (Talea Media).

MOOD generated revenue of approximately EUR 0.8 million in 2022 and the website has over 5,000 registered users. Talea's brand development capabilities – thanks to its digital expertise, as proven by the acquisition of the Farmaeurope brand – should allow MOOD to grow strongly in a market with high potential and margins.

The Transaction qualifies as a related party transaction pursuant to the provisions on related parties issued by Borsa Italiana S.p.A. on 25 October 2021 as well as Consob Regulation No. 17221 of 12 March 2010, as last amended by resolution No. 22144 of 22 December 2021, as Riccardo Iacometti is at the same time sole shareholder and sole director of Bewow and controlling shareholder (albeit indirectly), Chairman of the Board of Directors and Chief Executive Officer of Talea. The resolution of the Board of Directors was therefore taken after the Related Party Transaction Committee (the "**RPT Committee**"), which also met today, expressed a favourable, unanimous non-binding opinion on Talea's interest in carrying out the Transaction, as well as on the economic convenience and substantial and procedural fairness of the Transaction.

The Transaction appears to be of "minor significance" under the RPT Procedure and, therefore, it was not necessary to publish an information document pursuant to the RPT Procedure itself.

Immediately following the Board of Directors' meeting, Talea, Bewow and Riccardo Iacometti signed the preliminary sale and purchase agreement governing the terms and conditions of the Transaction.

In this regard, the Transaction provides for the sale of Bewow's business unit to Talea for an equity consideration of maximum Euro 1,900,000, of which:

- (i) a fixed component equal to Euro 1,100,000, without any adjustment, to be paid by the Company to Bewow (a) for Euro 200,000, upon the closing of the Transaction and (b) for the remaining part, equal to Euro 900,000, no later than 30 June 2024; and
- (ii) a variable portion, by way of earn-out, of Euro 800,000 to be paid by the Company to Bewow (no later than 30 June 2025) only in the event that the portion of the Company's 2024 turnover generated by the brands of the acquired business unit is equal to or greater than Euro 3,000,000.

The price was set taking into account, inter alia, the results of the valuation of the business unit carried out by an independent expert appointed by the Company.

The Transaction also provides for a set of representations and warranties issued by Bewow, which are standard for this type of transaction (with consequent indemnification obligations for Bewow and its sole shareholder Riccardo Iacometti, jointly and severally, as well as for Riccardo Iacometti alone in the event that Bewow is put into liquidation before the expiry of the term of the representations and warranties contractually

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provided for) and non-competition undertakings for a period of 36 months from the date of execution of the Transaction.

The execution of the Transaction, which is not subject to any conditions, is expected to take place by mid-July.

In connection with the Transaction, the Company was assisted in legal matters by Pedersoli with a team comprised of Francesca Leverone and Elisa Bertoni. Notary for the Transaction is Notary Agata Capo.

Short-Term Cash Incentive Plan - MBO Plan 2023

The aim of the MBO Plan 2023 is to link the remuneration of Talea's key resources to the Group's actual economic performance and the creation of value for the same; to align the interests of the Company's key resources with those of the shareholders; to introduce retention policies aimed at fostering the loyalty of key resources and incentivising their continued employment in the Company.

The beneficiaries of the MBO Plan 2023 - which lasts for 1 year - are the managers directly reporting to the CEO, the directors (executive and non-executive) as well as any other top managers and strategic employees. Today, the Board of Directors identified among the beneficiaries the Chairman and CEO Riccardo Iacometti, the Company's directors Alberto Maglione and Marco Di Filippo, the director of the subsidiary Valnan S.r.l. Marco Maglione (brother of board member Alberto Maglione), Company executives Cinzia Rossi and Andrea Iacometti (respectively, spouse and son of Chairman Iacometti), 3 other executives and 43 employees.

The beneficiaries will receive a cash bonus provided that the specific targets set for the individual beneficiary and a specific Talea Group EBITDA target for the year 2023 are achieved, according to the terms and conditions outlined in the relevant Regulation. The amount payable under the MBO Plan 2023 is between Euro 0 (in the event that each target is not reached by all beneficiaries), Euro 614,655 (in the event that all targets are reached "on target") and Euro 1,229,311 (in the event that all beneficiaries exceed the maximum targets).

Since certain beneficiaries of the MBO Plan 2023 are "related parties" of the Company, the approval of the MBO Plan 2023 constitutes a "transaction with related parties", albeit of "minor significance", pursuant to the provisions on related parties issued by Borsa Italiana S.p.A. on 25 October 2021 as well as Consob Regulation No. 17221 of 12 March 2010, as most recently amended by resolution No. 22144 of 22 December 2021. The resolution of the Board of Directors was therefore taken after the Related Party Transaction Committee, which also met today, expressed a favourable, unanimous non-binding opinion on Talea's interest in approving the MBO Plan 2023, as well as on the economic convenience and substantial and procedural correctness of the same.

The Regulation of the MBO Plan 2023 is available on the Company's website www.taleagroupspa.com, section "governance - corporate documents and procedures".

This press release is available in the Investor Relations section of the Company's website www.taleagroupspa.com.

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 in which the brands Farmaè, Amicafarmacia, Farmaeurope, Sanort and Beautyè currently operate, and the Industrial Area dedicated to media services and digital transformation with Talea Media and Valnan Communications. The Group - which today employs more than 240 professionals - places People and Companies at the centre of its

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values and actions in order to satisfy their needs and desires, and bases its identity on digital culture and the ability to evolve business models and generate growth within its relevant markets through innovative and sustainable solutions.

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