

**Press Release**

**THE BOARD OF DIRECTORS OF TALEA GROUP S.P.A. HAS APPROVED THE TERMS AND CONDITIONS OF THE CAPITAL INCREASE WITH PREFERENTIAL SUBSCRIPTION RIGHTS AND SETS THE OFFERING CALENDAR**

- Issuance of up to 1,772,743 new ordinary shares to be offered as an option to shareholders at a subscription price of €4.50 (including share premium), for a maximum total value of €7,977,343.50
- Option ratio set at 7 new ordinary shares for every 27 Talea shares held
- Option offering period from November 25, 2024, to December 12, 2024 (inclusive)
- Trading period for option rights from November 25, 2024, to December 6, 2024 (inclusive)

**Viareggio, November 20, 2024 – Talea Group S.p.A.** – a company listed on the Euronext Growth Milan market of Borsa Italiana, born from the *rebranding* of Farmaè S.p.A., and leader in the e-retailing of health and wellness products as well as in media services and digital transformation for businesses (“**Talea**” or the “**Company**”), and the parent company of the group of the same name (the “**Talea Group**” or the “**Group**”) – announces that, on this date, following the resolution passed by the Extraordinary Shareholders’ Meeting on November 14, 2024 – see [press release](#) – (“**Meeting**”), the Board of Directors of the Company met to approve the terms and conditions of the divisible paid capital increase to be offered as an option to the Company’s shareholders pursuant to Article 2441, first paragraph, of the Italian Civil Code (“**Capital Increase**”).

The Capital Increase aims to raise new financial resources to be used within the Company’s activities, as well as to pursue its investment and development strategy, in line with the explanatory report prepared by the Board of Directors on October 24, 2024.

Specifically, the Board of Directors resolved to issue up to a maximum of 1,772,743 new ordinary shares of Talea Group S.p.A., with no nominal value, having the same characteristics as those in circulation, with regular entitlement (“**New Ordinary Shares**”), at a price per New Ordinary Share of €4.50, including a share premium, for a total maximum value of €7,977,343.50. The issue price of the New Ordinary Shares was determined in compliance with the limit set by the Meeting, considering that the maximum value of the Capital Increase is €7,999,000 and that such price is not lower than the Company’s net asset value per share as of June 30, 2024, which amounted to €4.47 per Talea share – see press release of November 18, 2024. The issue price of the New Ordinary Shares was determined in compliance with the Meeting’s resolution, taking into account the arithmetic average of the closing prices of Talea shares over the last three months (considering the last closing price on November 19, 2024) and applying a discount of 26%. The New Ordinary Shares are offered as an option to shareholders pursuant to Article 2441, first paragraph, of the Italian Civil Code, at a ratio of 7 newly issued ordinary shares for every 27 shares held, to be paid in cash, with the prior waiver by the shareholder RIAC Holding S.r.l. of the number of option rights necessary for the proper structuring of the transaction.

The 6,837,723 option rights for the subscription of the newly issued shares, represented by coupon no. 1, will be made available to entitled shareholders through Monte Titoli S.p.A. and will have ISIN code IT0005623431. The ex-date of the aforementioned option rights is November 25, 2024.

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The option rights must be exercised, under penalty of forfeiture, during the offer period from November 25, 2024, to December 12, 2024, inclusive (“**Offer Period**”). These option rights will be tradable on Euronext Growth Milan (“**EGM**”) from November 25, 2024, to December 6, 2024, inclusive. Option rights valid for the subscription of the New Ordinary Shares that remain unexercised by the end of the Offer Period will be offered, with ISIN code IT0005623449, by the Company on EGM, pursuant to Article 2441, paragraph 3, of the Italian Civil Code, for at least two open market days during the trading sessions that will be communicated to the market in accordance with applicable laws and regulations, unless early termination occurs.

Subscription to the offering must be made using a specific subscription form, which must be completed, signed, and submitted to the authorized intermediary participating in the centralized management system managed by Monte Titoli S.p.A., where the rights are deposited. The subscription form will be made available by the start date of the Offer Period at the intermediaries participating in the centralized management system managed by Monte Titoli S.p.A., as well as on the Company’s website [www.taleagroupspa.com](http://www.taleagroupspa.com).

Intermediaries must provide the relevant instructions to Monte Titoli by 2:00 PM on December 12, 2024. Therefore, each subscriber must submit the appropriate subscription request according to the methods and within the deadline communicated by their custodian intermediary to ensure compliance with the aforementioned deadline. Subscription to the offer will be irrevocable and may not be subject to conditions.

The full payment for the New Ordinary Shares must be made at the time of subscription at the authorized intermediary where the subscription request is submitted, following the terms and conditions specified in the subscription form. No fees or additional costs will be charged to the applicant by the Company.

The New Ordinary Shares subscribed by the end of the Offer Period will be credited to the accounts of intermediaries participating in the centralized management system managed by Monte Titoli S.p.A. at the close of the accounting day of the last day of the Offer Period, with availability on the same date. The newly issued shares will have the same characteristics as the ordinary shares in circulation and will be traded on Euronext Growth Milan.

Any New Ordinary Shares that remain unsubscribed after the Offer Period and the Market Offering may be offered, at the discretion of the administrative body, to third parties and/or shareholders, in compliance with applicable regulations, by the final deadline of December 31, 2026.

The option offer will be filed, as required by law, with the Companies Register and published on the Company’s website [www.taleagroupspa.com](http://www.taleagroupspa.com).

It is confirmed that, given the maximum amount of €7,999,000, the Capital Increase falls under one of the exemptions from the obligation to publish a prospectus pursuant to EU Regulation 1129/2017, Article 100 of Legislative Decree No. 58 of February 24, 1998, and Article 34-ter, paragraph 01 of the regulation adopted by Consob Resolution No. 11971/99.

With reference to the capital increase transaction, no underwriting and/or placement syndicate is foreseen.

The KID (Key Information Document) related to the option rights will be published on the Talea *website* ([www.taleagroupspa.com](http://www.taleagroupspa.com)), in the *Investor Relations* section.

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This press release is available in the *Investor Relations* section of the Company's *website* [www.taleagroupspa.com](http://www.taleagroupspa.com) and on [www.emarketstorage.it](http://www.emarketstorage.it).

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Talea Group S.p.A., a company listed on the Euronext Growth Milan market of Borsa Italiana and born from the rebranding of Farmaè S.p.A., is among the leading digital groups in Europe in the multichannel Health, Wellness, and Beauty sector, as well as in media services and digital transformation for businesses. Talea Group S.p.A. operates with a business model based on two revenue-generating areas: the Consumer Area and the Industrial Area. The Consumer Area is primarily dedicated to e-retailing and currently operates in four industries through various commercial brands. Health and Wellness sector: Farmaè, Amicafarmacia, Farmaeuropa, Docpeter, Superfarma, Farmahome, Dokidaki, VitaminCenter, and BestBody; Beauty sector: Beautyè; Orthopedics sector: Sanort; Furniture and Design sector: Mood Concept Store. Additionally, in the Health, Wellness, and Beauty segment, it operates through the Private Labels Farmaè, Amicafarmacia, Gooimp, VitaminCompany, and Best Body. The Industrial Area focuses on media services and digital transformation and currently operates through Talea Media, the Group's online advertising agency, Valnan, the digital communication and marketing agency, and Trade Marketing activities.

For further information:

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