

Press Release

FILING OF THE OPTION OFFER NOTICE

Viareggio, November 21, 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, as of today, it has filed the option offer notice with the competent Business Register, pursuant to Article 2441, paragraph 2, of the Italian Civil Code. The notice is available to shareholders at the Company’s registered office and on the Company’s website www.taleagroupspa.com, in the “Investor Relations/Capital Increase” section. The full text of the notice is provided below.

The subscription rights valid for the subscription of the new ordinary shares have been assigned the ISIN code IT0005623431.

AVVISO DI OFFERTA IN OPZIONE AI SENSI DELL’ARTICOLO 2441, COMMA 2, CODICE CIVILE, RELATIVO ALL’OFFERTA IN OPZIONE AGLI AZIONISTI DI TALEA GROUP S.P.A.

DESCRIPTION OF THE CAPITAL INCREASE

Talea Group S.p.A. (“**Talea**” or the “**Company**”) approved, by resolution of the Extraordinary Shareholders’ Meeting on November 14, 2024 (the “**Meeting**”), as recorded in the minutes of the same date by Notary Agata Capo, Notary in Viareggio, rep. no. 14536, collection no. 9270, registered with the competent Business Register on November 15, 2024, an increase in share capital, which may take place in multiple tranches, up to a maximum of Euro 7,999,000, including share premium, payable in cash and on a divisible basis, through the issuance of new ordinary shares with no nominal value, having the same dividend rights and characteristics as the existing Talea ordinary shares, to be offered on an option basis to all shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code, in proportion to the shares held, within the final deadline of December 31, 2026 (the “**Capital Increase**”). During the same Meeting, Talea also resolved to grant the Board of Directors the power to determine the operational details of the Capital Increase, including the final amount, issue price, number of new shares, option ratio for shareholders, and the offer timeline.

By resolution dated November 20, 2024, the Company’s Board of Directors, in execution of the aforementioned resolution, established the final terms and conditions of the Capital Increase and, accordingly, approved the launch of the option offer to shareholders, pursuant to Article 2441, paragraph 1, of the Italian Civil Code, for the shares resulting from the Capital Increase, under the terms and conditions set forth below (the “**Offer**”).

DESCRIPTION OF THE OFFER

The Offer consists of an option offer to the Company’s shareholders of a maximum of 1,772,743 new ordinary shares (the “**New Shares**”) resulting from the Capital Increase, for a total maximum value of Euro 7,977,343.50, at the offer price specified below.

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The subscription ratio is 7 newly issued shares for every 27 subscription rights held (each individually referred to as a “**Subscription Right**”). A total of 6,837,723 Subscription Rights are included in the Offer (net of the waiver by RIAC Holding S.r.l. of 7 Subscription Rights necessary for transaction rounding), to be paid in cash.

OFFER PRICE

The Offer Price for each New Share is Euro 4.50, including the share premium, for a total maximum value of Euro 7,977,343.50, of which Euro 886,371.50 is allocated to share capital, and the remaining amount, Euro 7,090,972, is allocated as share premium. The issue price of the New Ordinary Shares has been determined in compliance with the limit established by the Meeting, considering that the maximum limit of the approved Capital Increase is Euro 7,999,000, and that the price is not lower than the Company’s net equity per share as of June 30, 2024, which amounts to Euro 4.47 per Talea share (see press release dated November 18, 2024). The issue price of the New Ordinary Shares was determined, in compliance with the Meeting’s resolution, by considering the arithmetic average of the closing prices of Talea shares over the last three months (with the last closing price considered on November 19, 2024) and applying a discount of 26%.

CHARACTERISTICS OF THE NEW SHARES

The New Shares will have regular dividend rights and will therefore be fungible with the Company’s ordinary shares already traded on Euronext Growth Milan, the multilateral trading system organized and managed by Borsa Italiana S.p.A. (“**Euronext Growth Milan**”). The New Shares will be subject to dematerialization in accordance with Legislative Decree 58/1998 and related implementing regulations and will be entered into the centralized management system operated by Monte Titoli S.p.A. (“**Monte Titoli**”).

The 6,837,723 Subscription Rights valid for the subscription of the New Shares have been assigned the ISIN code IT0005623431 and are identified with coupon no. 1.

OFFER PERIOD AND SUBSCRIPTION PROCEDURE

The Subscription Rights for the subscription of the New Shares will be made available to entitled shareholders through Monte Titoli. The ex-dividend date for the Subscription Rights is November 25, 2024.

The Subscription Rights must be exercised, under penalty of forfeiture, within the Offer Period, set between November 25, 2024, and December 12, 2024, inclusive (“**Offer Period**”). The Subscription Rights will be tradable on Euronext Growth Milan, under penalty of forfeiture, from November 25, 2024, to December 6, 2024, inclusive.

Any Subscription Rights valid for the subscription of the New Shares that are not exercised within the Offer Period will be offered on Euronext Growth Milan by the Company within one month following the end of the Offer Period, for at least two open market days, unless fully sold beforehand, in accordance with Article 2441, paragraph 3, of the Italian Civil Code. The start and closing dates of the stock exchange offering and the number of unexercised Subscription Rights will be publicly communicated via a specific notice.

Subscription to the Offer will be irrevocable and cannot be subject to conditions.

Subscription to the Offer will be carried out through the completion and signing of forms specifically prepared by authorized intermediaries participating, either directly or indirectly, in the Monte Titoli centralized management system. These intermediaries will be required to submit the relevant instructions to Monte Titoli by 2:00 PM on the last day of the Offer Period, i.e., December 12, 2024. Therefore, each subscriber must

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submit a subscription request in accordance with the procedures and within the deadline communicated by their depositary intermediary, ensuring compliance with the aforementioned deadline.

DELIVERY AND PAYMENT OF NEW SHARES

Full payment for the New Shares must be made at the time of subscription through the authorized intermediary where the subscription request is submitted, under the terms and conditions specified by the intermediary. No fees or additional charges will be applied by the Company to the applicant.

The New Shares subscribed within the Offer Period will be credited to the accounts of the intermediaries participating in the Monte Titoli centralized management system at the end of the accounting day on the last day of the Offer Period, with same-day availability.

RECIPIENTS OF THE OFFER

The Offer is addressed, indiscriminately and under equal conditions, to all holders of Talea shares, with no limitations or exclusions regarding the subscription right.

The New Shares offered under the Offer are available for subscription exclusively to the Company's shareholders, and the Offer is promoted exclusively in Italy.

The New Shares and their Subscription Rights have not been and will not be registered under the United States Securities Act of 1933, as amended, nor under the corresponding regulations in force in Australia, Canada, Japan, South Africa, or other Restricted Countries as defined below. Consequently, they may not be offered, sold, or otherwise delivered, directly or indirectly, in the United States, Canada, Japan, Australia, South Africa, or other Restricted Countries. No financial instrument may be offered or traded in the United States, Australia, Canada, Japan, South Africa, or other Restricted Countries unless a specific registration is obtained in accordance with applicable legal provisions or an exemption from such provisions applies.

Therefore, the Offer is not directed, directly or indirectly, and may not be accepted, directly or indirectly, in or from the United States, Canada, Australia, Japan, South Africa, or any other country outside Italy where the Offer is not permitted ("**Restricted Countries**") without the necessary authorizations from competent authorities or applicable legal or regulatory exemptions. The Offer may also not be conducted through regulated markets or postal services in the United States, Canada, Australia, Japan, South Africa, or other Restricted Countries, nor through any communication or international commerce means, including, but not limited to, postal services, fax, telex, email, telephone, internet, or any other electronic or digital means. Similarly, any subscriptions made through such services, means, or instruments will not be accepted.

Any subscription to the Offer, whether direct or indirect, made in violation of these restrictions will be deemed invalid and will not be accepted. The Company reserves the right to prevent such persons from exercising or selling their Subscription Rights if it determines that doing so would violate applicable laws or regulations in the United States, Canada, Japan, South Africa, Australia, or other Restricted Countries.

Shareholders of Talea who are not located in Italy or who are not residents of Italy may be restricted from exercising such rights under applicable foreign laws. Therefore, shareholders are advised to conduct specific legal assessments before taking any action.

ADMISSION TO TRADING

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The New Shares will be admitted to trading on Euronext Growth Milan on the same terms as the Company's ordinary shares already in circulation.

EXEMPTION FROM THE OBLIGATION TO PUBLISH A PROSPECTUS

The Capital Increase falls within the exemption cases from the obligation to publish a prospectus pursuant to EU Regulation No. 2017/1129, 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 of May 14, 1999.

This press release is available in the *Investor Relations* section of the Company's *website* www.taleagroupspa.com and on www.emarketstorage.it.

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, Farmaeurope, 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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