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VOLUNTARY TOTALITARIAN TAKEOVER BID FOR THE ORDINARY SHARES OF PANARIAGROUP INDUSTRIE CERAMICHE S.P.A. PROMOTED BY FINPANARIA S.P.A.

PRESS RELEASE

pursuant to Article 38, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented ("Issuers' Regulation")

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PUBLICATION OF THE OFFER DOCUMENT

Sassuolo (MO), 7 May 2021– Pursuant to Article 38, paragraph 2, of the Issuers' Regulation, Finpanaria S.p.A. (the "**Offeror**" or "**Finpanaria**") announces that on the date hereof it has published the offer document (the "**Offer Document**") approved by CONSOB with resolution No. 21829 of 5 May, 2021, related to the voluntary offer pursuant to Articles 102 et seq. of the Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented ("**TUF**"), launched by Finpanaria (the "**Offer**") for all of the ordinary shares (the "**Shares**") of Panariagroup Industrie Ceramiche S.p.A. (the "**Issuer**" or "**Panaria**"), a company having its shares listed on the STAR Segment of the Mercato Telematico Azionario ("**MTA**"), organised and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**").

The Offer is promoted on the maximum no. 11,389,406 Shares, representing 25.11% of the Issuer's share capital, corresponding to all the Shares minus (i) the total no. 31,830,869 Shares held by Finpanaria, representing 70.18% of the Issuer's share capital and equal to approximately 80.60% of the voting rights that can be exercised in the shareholders' meeting, as a result of the provision set out in art. 7-*bis* of the Issuer's articles of association concerning the increase in voting rights with regard to 31,431,869 Shares, (ii) the total number of 1,702,782 Shares held by the Persons Acting in Concert (as defined in the Offer Document) representing 3.75% of the share capital of the Company, and (iii) the total number of 432,234 treasury Shares held by the Issuer representing 0.95% of the share capital of the Company.

The "Issuer's Notice" drafted pursuant to Article 103, paragraph 3, of the TUF and Article 39 of the Issuers' Regulation, approved by the Issuer's board of directors during the meeting of 6 May 2021, also including the opinion of the Issuer's independent directors, drawn up on 6 May 2021, pursuant to Article 39-*bis* of the Issuers' Regulation, and annexes, has also be enclosed to the Offer Document.

Please find below a brief summary of the essential elements of the Offer. For further information, please refer to the Offer Document.

REASONS FOR THE OFFER

The Offeror has made the decision to launch the Offer, pursuant to Articles 102 et seq. of the TUF as a result of a resolution of the management body of 31 March 2021. On the same date (*i.e.*, 31 March 2021), the Offer has been announced by the Offeror to both CONSOB and the market through the press release issued pursuant to Article 102, paragraph 1, of the TUF and Article 37 of the Issuers' Regulation.

As described in the Offer Document, the Offer is aimed at obtaining the delisting of the Shares from the MTA, STAR segment. Therefore – if the conditions set forth in Article 108, paragraph 2, of the TUF are met – the Offeror does not intend restoring a sufficient amount of floating shares to ensure that the Shares have a regular trading performance.

CONDITION FOR THE OFFER TO BE EFFECTIVE

The effectiveness of the Offer is subject to the condition that acceptances to the Offer relate to a total number of Shares such as to enable the Offeror to hold, following the Offer, a total stake of more than 90% of the Company's share capital (the "**Threshold Condition**"), taking into account the participation of the Offeror and

the Shares held by the Persons Acting in Concert (as defined in the Offer Document), the treasury shares and any Shares acquired by the Offeror and the persons acting in concert outside the Offer itself in accordance with applicable legislation.

The Offeror has identified the Threshold Condition based on its desire to delist the Issuer.

In the event that the Threshold Condition is not fulfilled, the Offeror reserves the unquestionable right to waive, at any time, the Threshold Condition and to purchase a lower quantity of Shares.

Pursuant to article 36 of the Issuers' Regulations, the Offeror will communicate the fulfilment or non-fulfilment of the Threshold Condition or the possible waiver of the aforementioned Condition, giving notice thereof, first of all, in the announcement on the provisional results of the Offer which will be circulated by the evening of the last day of the Acceptance Period (as defined below) and, in any case, by 7:59 a.m. of the first trading day following the closure of the Acceptance Period.

If the Threshold Condition is not met and the Offeror does not exercise its right to waive it, the Offer will not be completed. In this scenario, any Shares tendered to the Offer will be made available to their respective holders by the trading day following the date on which the failure to complete the Offer is communicated. The Shares will be returned to the availability of their respective holders through the depository intermediaries, without any charges or expense to them.

ACCEPTANCE PERIOD, CONSIDERATION AND PAYMENT DATE

Pursuant to article 40, paragraph 2, of the Issuers' Regulation, the period for accepting the Offer (the "**Acceptance Period**"), agreed with Borsa Italiana, will commence at 8:30 a.m. (Italian time) on 10 May 2021 and will end at 5:30 p.m. (Italian time) on 7 June 2021, inclusive (unless the Acceptance Period is extended in accordance with the applicable regulation). Therefore, unless the Acceptance Period is extended, 7 June 2021 will be the last day to adhere the Offer, without prejudice to any Reopening of the Terms (as defined *below*).

On the third trading day following the end of the Acceptance Period, *i.e.*, on 10 June 2021 (the "**Payment Date**"), or, where applicable, on the Payment Date following the Reopening of the Terms (as defined *below*), the Offeror will pay to each accepting party a consideration of Euro 1.85 fully paid in cash for each share tendered to the Offer (the "**Consideration**"). The maximum disbursement in the event of full subscription to the Offer by all holders of the Shares will be Euro 21,070,401.10.

POSSIBLE REOPENING OF THE TERMS OF THE OFFER

If the conditions are met, pursuant to article 40-*bis*, paragraph 1, letter a), of the Issuers' Regulations, the Acceptance Period will be reopened for five consecutive trading days starting from the trading day following the Payment Date and, therefore, unless the Acceptance Period is extended, for the sessions of 11, 14, 15, 16 and 17 June 2021 from 8:30 a.m. to 5:30 p.m. (the "**Reopening of the Terms**"). In such event, 17 June 2021 will therefore represent the last day to adhere the Offer.

In the event of a Reopening of the Terms, the payment of the Consideration for the shares contributed to the Offer during the Reopening of the Terms period of the Offer, against the simultaneous transfer of the ownership of such shares to the Offeror, will take place (unless the Acceptance Period is extended), on the third trading day following the closing of the Reopening of the Terms period, *i.e.* on 22 June 2021 (the "**Payment Date following the Completion of the Reopening of the Terms**").

WAYS TO ADHERE TO AND TERMS OF THE OFFER

Banca Akros S.p.A. is the intermediary in charge of coordinating the collection of acceptances.

The adhesion to the Offer shall take place through the subscription and submission of the specific acceptance form (the "**Acceptance Form**"), duly completed in all its parts, with simultaneous deposit of the Shares with such intermediary in charge of coordinating the collection of acceptances.

The Issuer's shareholders who intend to adhere to the Offer may also submit the Acceptance Form and deposit the Shares indicated therein with all the authorized intermediaries participating in the centralized management

system at Monte Titoli S.p.A., provided that the submission and deposit are made in time to allow them to deposit the Shares with Banca Akros S.p.A. by and no later than the last day of the Acceptance Period or, if applicable, by and no later than the last day of the possible Reopening of the Terms.

Morrow Sodali S.p.A. acts as global information agent, *i.e.*, the subject in charge of providing information relating to the Offer. For the purposes of carrying out its activity in relation to the Offer, the aforementioned global information agent has activated a dedicated e-mail account (opa.panariagroup@investor.morrowsodali.com) and the telephone number 800 141 774, active from 09.00 (Central European Time) to 18.00 (Central European Time). For those who call from abroad, the number +39 06 9763 5750 is available. The reference website of the global information agent is www.morrowsodali-transactions.com.

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The Offer Document on the date hereof has been published and made available to the public for consultation : (i) at the registered office of the Offeror in Sassuolo (MO), Via Emilia-Romagna 31; (ii) at the registered office of the Issuer in Finale Emilia (MO), Via Panaria Bassa 22/A; (iii) at the registered office of the intermediary in charge of coordinating the collection of the acceptances, Banca Akros S.p.A, in Milan, Viale Eginardo 29; (iv) on the *website* of the Issuer at the address www.panariagroup.it; (v) on the *website* of the intermediary in charge of coordinating the collection of the subscriptions, Banca Akros S.p.A., at the address www.bancaakros.it; and (vi) on the *website* of the *global information agent* at the address www.morrowsodali-transactions.com.

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This press release does not represent nor does it intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Panariagroup Industrie Ceramiche S.p.A. will be made in any country in breach of the regulations applicable therein. The Offer is launched through the publication of the Offer Document approved by CONSOB. The Offer Document contains the full description of the terms and conditions of the Offer, including the manner in which it can be accepted. No copy of this press release or of any other documents relating to the Offer shall be, nor may be, sent by post or otherwise forwarded or distributed, directly or indirectly, in any, or from, any country in which the provisions of local laws and regulations might give rise to civil, criminal or regulatory risks to the extent that information concerning the Offer is transmitted or made available to shareholders of Panariagroup Industrie Ceramiche S.p.A. in such country or other country where such conduct would constitute a violation of the laws of such country. Any person receiving such documents is required not to distribute, forward or send them to, or from, any such country.