

**Essential information regarding the contractual provisions relevant within the shareholders pursuant to art. 122 of the Legislative Decree no. 58/1998 (“TUF”) and art. 130 of CONSOB Regulation no. 11971/1999, as subsequently amended and integrated (the “Issuers Regulation”)**

### **DeA Capital S.p.A.**

Pursuant to art. 122 TUF and art. 130 of Issuers Regulation, notice is hereby given that, on 28 February 2019, Fondazione Cassa di Risparmio della Spezia, bank foundation pursuant to Legislative Decree 17 May 1999 no. 153, with registered office in La Spezia, Via D. Chiodo 36, fiscal code and VAT number no. 00943700112, registered number of Legal Entities’ Register (*Registro delle Persone Giuridiche*) at the Prefecture of La Spezia no. 305 (“**Fondazione**”) and DeA Capital S.p.A., with registered office in Milan, via Brera 21, controlled and coordinated by De Agostini S.p.A., with share capital of EUR 306,612,100.00 fully paid-in, VAT, registered number of the Companies’ Register of Milan no. 07918170015 (“**DeA Capital**”), executed a purchase agreement (the “**Agreement**”) regarding no. 10,795 class A shares representing 5.97% of the share capital of DeA Capital Real Estate S.G.R. S.p.A (the “**Company**”), held by Fondazione (the “**Shareholding**”).

Pursuant to the Agreement, the Shareholding’s purchase price has been paid through the assignment to Fondazione of no. 5,174,172 treasury shares of DeA Capital, representing 1.688% of the share capital of DeA Capital (the “**Shares for Consideration**”). The Agreement was executed on 1<sup>st</sup> March 2019 (the “**Execution Date**”).

As described hereafter, the Agreement includes certain provisions limiting the transfer of shares, which are relevant under the terms of art. 122, paragraph 5, letter b) TUF. In particular, the Agreement provides that, for a period of 6 (six) months from the Execution Date, Fondazione shall not transfer, for any reason whatsoever, directly or indirectly (including through intermediaries), in whole or in part, the Shares for Consideration to any third parties (the “**Lock-Up**”).

#### **1. Companies whose financial instruments are subject to Lock-Up**

The Lock-Up concerns ordinary shares of DeA Capital, with registered office in Milan, via Brera 21, controlled and coordinated by De Agostini S.p.A.

#### **2. Parties to the Lock-Up and shares subject to the Lock-Up**

The parties to the Lock-Up are:

- a) Fondazione Cassa di Risparmio della Spezia, owner of no. 5,174,172 ordinary shares of DeA Capital, representing 1.688% of DeA Capital’s share capital and 1.302% of the total number of voting rights representing DeA Capital’s share capital
- b) DeA Capital, owner of no. 47,367,141 treasury shares, representing 15.449% of DeA Capital’s share capital and 11.915% of the total number of voting rights representing DeA Capital’s share capital.

The Shares for Consideration subject to the Lock-Up represent 1.688% of DeA Capital’s share capital and 1.302% of the total number of voting rights representing DeA Capital’s share capital.

The Shares for Consideration do not bear double voting rights as provided for by DeA Capital’s

by-laws.

### **3. Control**

Fondazione does not control DeA Capital pursuant to the primary and secondary law on this subject-matter and, in particular, pursuant to art. 93 TUF.

### **4. Content of the Lock-Up**

The Agreement is not a shareholders' agreement, but a sale and purchase agreement of shareholdings that, among others, includes the Lock-Up, which is relevant under the terms of art. 122, paragraph 5, letter b) TUF.

Specifically, the Lock-Up provides that, for a period of 6 (six) months from the Execution Date of the Agreement, Fondazione shall not transfer, for any reason whatsoever, directly or indirectly (including through intermediaries), in whole or in part, the Shares for Consideration to any third parties.

### **5. Duration of the provisions**

The Lock-Up is effective for 6 (six) months from the Execution Date of the Agreement (*i.e.*, 1 March 2019).

### **6. Filing**

The provisions included in the Agreement pertaining to DeA Capital have been filed today with the Companies' Register of Milan Monza Brianza Lodi, with protocol number MI/RI/PRA/2019/82936 of 5 March 2019.

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This extract is available on the website [www.deacapital.com](http://www.deacapital.com).