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## PRESS RELEASE

### ITALIAN EXHIBITION GROUP: FILING OF THE APPLICATION FOR ADMISSION TO TRADING

#### OFFERING STRUCTURE AND OFFERING PRICE RANGE

- The sale offer consists into a private placement, exclusively reserved for qualified investors in Italy and institutional investors abroad, of a maximum of n. 5,392,349 Shares, with no par value, arising from the sale by Rimini Congressi S.r.l. and Salini Impregilo S.p.A..
- The placement has been launched today and it will end on June 20, 2019 (12:00 CET), subject to extension or early termination.
- The Offering price range is from a minimum of Euro 3.70 per Share to a maximum of Euro 4.20 per Share.

*Rimini, June, 11 2019* – Italian Exhibition Group S.p.A. (the “**Company**”) announces that today it has filed to Borsa Italiana S.p.A. (“**Borsa Italiana**”) its application for admission to trading of its ordinary shares (the “**Shares**”) on the Mercato Telematico Azionario (the “**MTA**”) organized and managed by Borsa Italiana (the “**Listing**”).

#### Offering Structure

The free float for the purposes of listing of the Shares will be realized through a private placement (“**Institutional Placement**”) exclusively reserved for qualified investors in Italy and institutional investors abroad (“**Institutional Investors**”), pursuant to Regulation S of the 1933 United States Securities Act, as subsequently amended, excluding the United States, Canada, Japan, Australia and any other country (the “**Other Countries**”) in which the offer of financial instruments is not permitted without authorization of the relevant authorities, in accordance with applicable laws or by way of exception to such provisions (the “**Offering**”). No public offer will be made in Italy and/or in Other Countries.

The Offering will involve a maximum of n. 5,392,349 Shares arising from the sale by Rimini Congressi S.r.l. (for a maximum of n. 4,870,000 Shares ) and Salini Impregilo S.p.A. (for a maximum of n. 522,349 Shares) (the “**Selling Shareholders**”).

In the event of the full placement of the Shares offered, they will represent 17,47% of the Company’s share capital post-Offering.

#### Offering Price

The Selling Shareholders and the Global Coordinators have identified an Offering price range from a minimum of Euro 3.70 per Share to a maximum of Euro 4.20 per Share,

corresponding to a post-money equity value (assuming the full placement of the Shares offered) of a minimum of Euro 114.2 million and a maximum of Euro 129.6 million.

The Share offer price (the "**Offering Price**") will be determined by the Selling Shareholders together with the Global Coordinators at the end of the Order Collection Period (as defined hereunder) according to the *open price* mechanism. This determination will be based on, *inter alia*: (i) the conditions of the Italian and international securities markets; (ii) the quantity and quality of expressions of interest received from the Institutional Investors in the context of the Institutional Placement; and (iii) the results achieved by the Company and its prospects.

The Offering Price will be announced by publishing a specific press release on the Issuer's website, [www.iegexpo.it](http://www.iegexpo.it), in the dedicated *Investor Relations* area, within five trading days of the end of the Order Collection Period. The press release announcing the Offering Price will also contain the data relating to the Company's capitalization, calculated on the basis of the Offering Price, and the total proceeds of the Offering, referring to the Offering Price net of the fees paid to the underwriting syndicate.

#### **Offering period and commencement of trading**

The Institutional Placement began today and will end on June, 20 2019 (12:00 noon CET), subject to extension or early termination communicated through a press release to be published on the Issuer's website [www.iegexpo.it](http://www.iegexpo.it) (the "**Order Collection Period**").

The commencement of trading of the Company's Shares on the MTA, expected on 25<sup>th</sup> June 2019, will be determined by Borsa Italiana with subsequent notice, subject to verification of the requirements for the distribution of Shares.

\* \* \*

Equita SIM S.p.A. and Intermonte SIM S.p.A. are acting as Joint Global Coordinators and Joint Bookrunner in the Institutional Placement; Intermonte, is also acting as Sponsor of the Company in the management of the relations with Borsa Italiana for the purpose of Listing and Specialist. Gianni, Origoni, Grippo, Cappelli & Partners is the Company's lawyer; whereas DLA Piper assists the Joint Global Coordinators. Pricewaterhouse Coopers S.p.A. is the Independent Auditor.

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The company's By-laws that entered into force on the date of the admission to listing of the Shares on the MTA by Borsa Italiana (the "**New Company By-Laws**") is available on the Company's web site ([www.iegexpo.it](http://www.iegexpo.it)). In accordance with art. 7.1 of the New Company By-Laws, the shareholder Rimini Congressi S.r.l. has elected, based on their holding of Shares for an uninterrupted period of 36 months prior to the Shares' admission

to listing, to participate in the Company's loyalty voting program for its own shares that satisfy the required requisites.

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**For further information**

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## **The IEG Group**

Since the 1970s, the Group is an important player in Italy and in Europe in the management and organization of exhibitions. Based on the data available to the Company, the Group is leader in Italy in 2017 in the organization of international exhibitions, mainly dedicated to the professional operators (so-called *B2B* events).

The Group's activities are carried out through a single business unit and are comprised of the following five main Business Lines:

- the organization and implementation of organized events in five Categories: (i) *food and beverage*; (ii) *jewellery and fashion*; (iii) *tourism, hospitality and lifestyle*; (iv) *wellness and leisure*; and (v) *green and technology* (the "**Organised Events**");
- the rental of exhibition facilities for hosted events organized by third parties organizers (the "**Hosted Events**");
- the promotion and management of congress events (also known as M.I.C.E.) and the provision of specific related services (the "**Congress Events**");
- the provision and supply of services connected to the exhibition and congress events provided both in the context of property events and for events organized by third parties at Group's facilities or in other locations (the "**Ancillary Services**");
- the creation of additional activities and the provision of non-core services (publishing, sporting events, rentals of advertising space and commercial activities and neighborhood advertising ("**Publishing, Sport and Other Activities**").

The Group plays a primary role in the Italian and European exhibitions market. In 2018, the Group completed 234 events, of which 40 were organized, 10 were hosted, 181 were congresses and 3 were of other categories (with 42 international exhibition and congress events).

The Group's activity is characterized, compared to other operators in the sector, by the high number of proprietary events designed, developed and organized by it, which makes the Group the leading player in Italy for this category of events. Furthermore, the organization and management of the exhibition events is carried out mainly at owned facilities (the Rimini Exhibition Center and the Vicenza Exhibition Center), while some events are organized in exhibition areas of other operators in Italy and abroad (Rome, Milan, Arezzo, Dubai), through the Group's subsidiaries or affiliates.

For the year ended 31 December 2018, the Group reported total revenues of €159.6 million, an EBITDA of €30.7 million, an EBIT of €19.0 million and a net profit of €10.8 million.

The Group's operations have grown significantly in recent years, recording an increase in total revenues of 22.2%, between 2018 and 2016 and 43.6% between 2017 and 2016 reaching Euro 159.680.000 in the year ended 31 December 2018. In particular, the Business Line of *Organized Events* recorded a CAGR of 38.1% of total revenues in the period 2016-2018. The CAGR of the total revenues generated by the Business Line of *Organized Events* in the period 2016-2018, excluding the effects of the Acquisition of Fiera di Vicenza completed on 1 November 2016, would have been 8.8%, higher than that of the exhibition market, equal to 4.3% for the same period.

In the same period, the Business Line of *Hosted Events* recorded a CAGR of total revenues equal to 12.1%, the Business Line of *Congress Events* recorded a CAGR of total revenues equal to -1.4%, the Business Line of *Ancillary Services* recorded a CAGR of total revenues equal to 43%, and the Business Line *Publishing, Sports and Other Activities* recorded a CAGR of total revenues equal to 11.3%.

The Issuer believes that these growth rates have been possible, mainly, due to its ability to interpret market trends and offer products and services in line with customer expectations, while also seizing opportunities in terms of growth through acquisitions (such as the Acquisition of Fiera di Vicenza and the acquisition of the management of the jewellery exhibitions held in Arezzo).

The Company believes that the following competitive strengths differentiate the Group from its competitors:

- LEADERSHIP IN 2017 IN EVENT ORGANIZATION;
- STRONG BRAND RECOGNITION OF ORGANIZED EVENTS;
- HIGH NUMBER OF OWNED EXHIBITIONS;
- PARTICIPATION IN THE WHOLE VALUE CHAIN;

- LARGE, STATE-OF-THE ART EXHIBITION AND CONVENTION CENTERS THAT ARE PREDOMINANTLY COMPANY-OWNED;
- KNOWLEDGE OF THE TARGET MARKETS;
- CUSTOMER LOYALTY.

The Company approved a dividend policy, providing that distribution be based on a percentage of at least 40% of annual net profit for the years ending 31 December 2018, 2019 and 2020, as shown in the financial statements that will be approved for each year.

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*This announcement contains inside information within the meaning of Article 7(1) of Regulation (EU) no. 596/2014. Upon publication of this announcement, this inside information is now considered to be in the public domain, and any*

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*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares of the Company (the “Shares”) have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.*

*For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.*

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