



**MANNER AND CONDITIONS FOR EXERCISE OF RIGHT TO WITHDRAWAL
ON SPACE3 S.p.A. SHARES**

Milan, July 31, 2017 - Space3 S.p.A. ("**Space3**") announces that the motion passed on July 27, 2017 by the Extraordinary Shareholders' Meeting of Space (the "**Shareholders' Meeting**") approving the merger of Aquafil S.p.A. ("**Aquafil**") into Space3 (the "**Merger**") has today been filed at the Milan Companies Registration Office.

Entitled shareholders. Ordinary Space3 shareholders not in agreement with the Merger approval motion (i.e. shareholders not attending the Shareholders' Meeting or voting against the motion or abstaining) are entitled to exercise, from today and until **August 15, 2017** (inclusive), the right to withdrawal in accordance with: (a) Article 2437, paragraph 1 letter (a) of the Civil Code, as the adoption of the new By-Laws by the company resulting from the Merger will significantly change company activities; and (b) Article 2437, paragraph 2, letter (a) of the Civil Code, as the adoption of the new By-Laws by the company resulting from the Merger will extend the duration of the company until December 31, 2100.

Liquidation value. As previously announced on June 15, 2017, the unitary liquidation value of ordinary Space3 shares for which the right to withdrawal will be exercised has been established as Euro 10.739, according to the criteria set out by Article 7 of the Space3 By-Laws and in accordance with Article 2437-ter, paragraph 3, second point of the Civil Code.

Procedure for exercise of right to withdrawal In order to exercise the right to withdrawal, shareholders must: (a) have held the shares upon which withdrawal is exercised at the time of the Shareholders' Meeting; (b) not have agreed with the Shareholders' Meeting approval; and (c) have held such shares uninterruptedly from the Shareholders' Meeting to the date on which the right to withdrawal is exercised.

In accordance with Article 127-bis, paragraph 2 of Legislative Decree 58/1998 (the "**CFA**"), those who have, subsequent to the record date (therefore subsequently to July 18, 2017) and before the opening of the Extraordinary Shareholders' Meeting, completed the registration of



the shares are considered not to have agreed with the approval of the motions undertaken with the above Shareholders' Meeting and are therefore entitled to the right to withdrawal.

The right to withdrawal may be exercised by entitled ordinary Space3 shareholders for all or part of the shares held, in accordance with Article 2437-*bis* of the Civil Code, through sending by registered mail the communication (the “**Withdrawal Declaration**”) to Space3 **by and not beyond August 15, 2017** (the “**Deadline**”). The Withdrawal Declaration should be sent to “Space3 S.p.A. - Via Mauro Macchi n. 27 - 20124 Milano (MI)” by registered mail; parties are requested to forward the Withdrawal Declaration also by certified **email to: space3spa@legalmail.it or via fax to 0292853376**, notwithstanding the need, in accordance with law, to send the Withdrawal Declaration by registered mail.

On June 15, 2017, through communication sent to the Board of Directors of Space3, Space Holding, as in possession of special shares issued by Space3, waived its right to withdrawal and, consequently, to the pre-establishment of the liquidation value of the special shares by the Board of Directors of Space3.

The Withdrawal Declaration must include the following information:

- the details of the withdrawing shareholder, including tax number, address, telephone number and, where possible, an email address;
- the number of shares for which the right to withdrawal is exercised;
- the current bank account number and codes of the withdrawing shareholder to which they wish the value of the liquidated shares to be credited; and
- the indication of the intermediary in whose account the shares subject to withdrawal are registered, with the relative details of the account.

The Space3 shareholders intending to exercise the right to withdrawal should request from their intermediary, at the risk of inadmissibility of the Withdrawal Declaration, the sending to Space3 (to the above certified email address) by the Deadline of the declaration concerning the exercise of the right to withdrawal in accordance with Article 83-*quinquies*, paragraph 3 of the CFA.

In the case of pledges or other restrictions on ordinary Space3 shares upon which the right to withdrawal is exercised, the withdrawing shareholder must send to Space3 by the Deadline, at the risk of the inadmissibility of the Withdrawal Declaration, a declaration provided by the secured creditor, or by a party in favour of which other share restrictions are in place,



providing their irrevocable and unconditional consent to the liquidation of the shares subject to withdrawal in line with the instructions of the withdrawing shareholder.

Withdrawing shareholders are responsible for: (i) ensuring the correctness of the information contained in the Withdrawal Declaration; and (ii) sending the Withdrawal Declaration by and not beyond **August 15, 2017** as indicated above, with Space3 not assuming any responsibility in this regard. Withdrawal Declarations sent beyond the Deadline or lacking the necessary information or not accompanied in sufficient time by the relative declarations above are considered void.

Space3, having received the Withdrawal Declarations and adequate confirmation from intermediaries concerning the applicability of the right to withdraw by withdrawing shareholders, will communicate in a timely manner to the public the number of ordinary shares for which the right to withdrawal shall be validly exercised.

Liquidation of shares for which the right to withdrawal has been exercised. With regards to the procedure for the liquidation of shares for which the right to withdrawal is exercised, we set out in advance the main steps, as governed by Article 2437-*quater* of the Civil Code - subject to the provision of further details closer to the time for execution of the individual steps:

- (i) firstly, the shares for which the right to withdrawal is exercised shall be offered as options to other Space3 shareholders in proportion to the number of shares held by each; alongside the exercise of the options, shareholders shall have the right to exercise a pre-emption right on ordinary shares which may remain unopted;
- (ii) secondly, where on conclusion of the rights option residual ordinary Space3 shares remain unopted and for which the pre-emption right is not exercised by shareholders, in accordance with the agreement signed on June 15, 2017 between Space3 and Quaestio Capital SGR S.p.A. (“**Quaestio**”), these shares shall be acquired by Quaestio at a price per share equal to the unitary liquidation value established for withdrawal up to a maximum total value of Euro 20,000,000;
- (iii) finally, where on the outcome of the processes at points (i) and (ii) above, residual ordinary Space3 shares subject to the exercise of the Right to Withdrawal exist, these shares shall be directly acquired by Space3 through the utilisation of available reserves, without placement on the market.



The exercise of the right to withdrawal (and therefore to the relative payments devolving) is subject to the efficacy of the Merger.

In accordance with Article 2437-*bis*, paragraph 2 of the Civil Code, the shares for which the right to withdrawal is exercised shall become unavailable until the completion of the liquidation process; therefore, until the conclusion of the liquidation process the above-stated shares may not be transferred between the respective holders.

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Space3 is an Italian registered SPAC (Special Purpose Acquisition Company) listed on the regulated MIV (Investment Vehicles Market)/Professional segment organised and managed by Borsa Italiana S.p.A.. Space3 is the third SPAC promoted by Space Holding, an investment company held equally by Sergio Erede, Roberto Italia, Gianni Mion, Carlo Pagliani and Edoardo Subert. In 2013, Space Holding incorporated Space S.p.A., the first Italian registered SPAC listed on the MIV, which undertook a business combination with F.I.L.A. - a world leader in the production and sale of colouring, drawing, modelling, writing and painting tools, principally for school and pre-school age children. In 2015, Space Holding incorporated Space2 S.p.A., the second Italian SPAC listed on the MIV, which last April completed a business combination with Avio S.p.A., an international leader in the construction and development of solid and liquid propulsion systems for space launchers and in space transport.

For further information

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