

*NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, INTO THE U.S., CANADA, SOUTH AFRICA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW*

*This announcement is not an offer of securities for sale in any jurisdiction, including the U.S., Canada, South Africa, Australia or Japan. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction.*

**PRESS RELEASE**

**WELLNESS HOLDING OFFERS A MAXIMUM OF 10,000,000 ORDINARY SHARES OF TECHNOGYM S.P.A. THROUGH AN ACCELERATED BOOKBUILDING PROCEDURE RESERVED TO INSTITUTIONAL INVESTORS**

**Cesena (Italy), February 5 2020** – Wellness Holding S.r.l. (“**Wellness Holding**”) – company that holds currently 44.78% of Technogym S.p.A.’s share capital (the “**Company**”) – has announced the offer of a maximum of 10,000,000 ordinary shares, equal to 4.98% of the Company’s share capital, through an accelerated book building procedure reserved to qualified Italian investors and to foreign institutional investors.

Citigroup Global Market Limited acts as *Sole Bookrunner* of the transaction.

The transaction intends to meet investors’ request for an increase in the floating capital and in the share liquidity; the transaction will be started immediately and can be concluded at any time. Wellness Holding will communicate the outcome of the placement at the end of the same. As a result of the placement, the stake of Wellness Holding in Technogym S.p.A. will decrease to 39.80% of the share capital, equal to 56.94% of the voting rights.

In the context of the placement and in line with the market practice for similar transaction, Wellness Holding has undertaken a lock-up commitment for a period of 180 days towards the Sole Bookrunner with reference to the Company shares that will remain in its possession upon completion of the placement, save for some exceptions in line with the market practice for similar transaction.

*This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia), Canada, South Africa, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform*

*themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.*

*This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or pursuant to an available exemption therefrom. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction.*

*In member states of the European Economic Area ("EEA") pursuant to the Prospectus Regulation (each, a "Relevant Member State"), this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of the Prospectus Regulation ("Qualified Investors"). For these purposes, the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant implementing measure in the Relevant Member State. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.*

*In connection with any offering of the shares of Technogym S.p.A. (the "Shares"), the Sole Bookrunner and any of its affiliates acting as an investor for its own account may take up as a proprietary position any Shares and in that capacity may retain, purchase or sell for their own account such Shares. In addition the Sole Bookrunner or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Sole Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Sole Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.*

### Information:

**Carlo Capelli** – Board Member and CCO of Wellness Holding S.r.l.

Tel. +390547653865

Email: [ccapelli@wellnessholding.com](mailto:ccapelli@wellnessholding.com);