

PRESS RELEASE**SOMEC: AGREEMENT FOR THE ACQUISITION OF SKILLMAX**

Somec has signed the agreement for the acquisition of a majority stake in Skillmax, local excellence in the turn-key contract solutions for luxury outfitting of boutiques, stores, hospitality and public areas

San Vendemiano (TV), March 19, 2020

Somec S.p.A., a company specialising in the engineering, design and construction of large turnkey projects, in the shipbuilding and civil construction sectors, with regard to glass cladding, special architecture projects, outfitting for public areas and catering for large kitchens, listed on the AIM Italia Market, announces the agreement for the acquisition of 60% of Skillmax Srl (hereinafter Skillmax).

Founded in 2012 by Luca Cerello and Paolo Piovesan, Skillmax is a player in the design, production and on-site installation of turn-key furnishing solutions for boutiques, stores, hospitality and public areas, along with the design and manufacture of custom-made furnishings and furnishing accessory.

It supplies a full range of solutions for interiors outfitting, managing the project from the preliminary evaluation, prototyping, engineering & industrialization, up to on-site installation. Through an outstanding team of engineers, technicians, artisans, installers and their experience in different - yet complementary - sectors, the company can guarantee the highest quality standard in the production processes of wood, glass, metals, composite materials and integrated lighting. The production covers all wood processing phases (woodwork, painting, carpentry, assembly) through artisanal craftsmanship in order to offer to the clients a tailor-made prototyping and outstanding manufacturing service within rapid response times.

Among Skillmax international collaboration there are: Studio Patricia Urquiola, Studio Antonio Citterio Patricia Viel, SKPAD Project Management, Studio Tobia Scarpa, Cristina Celestino, Studio L+L Architetti, Studio Lissoni & Partners.

The Hqs in San Biagio di Callalta (TV), Italy, have a productive surface of 4200 sqm; in 2018 the company achieved a value of production of 9,8 euro million with an EBITDA margin of 11% approximately with positive Net Financial Position (cash) equal to 0,5 euro million.

Based on the agreement, the transfer of 60% of the capital share of Skillmax will be completed, subject to the fulfilment of the suspensive conditions usual for this kind of transaction, including the approval of 2019 Skillmax financial statement by current Shareholders' Meeting and the renewal of the company's governance with the appointment of the founders, Luca Cerello and Paolo Piovesan, in the Board of Directors.

The estimate of the equity value is based on a valuation multiple of 4 times the EBITDA Adj. 2019 net of the Net Financial Position at the closing date. The EBITDA Adj. 2019 is estimated in 1,2 euro million approximately, with the adjustment of some non-recurrent / extraordinary general costs.

According to the same valuation method for the Equity Value of the current transaction, the agreement includes a "put and call" option clause for the remaining 40% which may be exercised from May 1st 2024 until April 30, 2025. The valuation parameters will consider the average value of EBITDA adj of the two fiscal years preceding the option exercise date within a minimum value - floor - equal to 2019 EBITDA adj and a maximum value - cap - equal to 2019 EBITDA adj with a 10% of annual increase until the option exercise date.

The price for the acquisition, for the 60% equity shares, will be paid in two tranches, the first in the amount of 2,6 euro million on the closing date. The second tranche will be set and paid following the price parameters assessment, which are EBITDA Adj. 2019 and Net Financial Position at the closing date.

The deal introduces Somec group into the market of high-end turnkey interiors contract for the luxury retail and luxury hospitality, enlarging Landscape top-line offer to the indoor interior projects.

The strategic potentiality will involve the Seascope division through operation synergies in Marine Public Area activities; Skillmax can supply productive capacity mainly to TSI.

The manufacturing is partially outsourced to a network of supplier, high specialized artisans; through the engagement and expansion of this network and to the strength and visibility of Somec Group, Skillmax, aims to build a hub for the Italian craftsmanship to be exported globally, consistently with the Group's values: reliability, execution and manufacturing excellence.

Oscar Marchetto, chairman of Somec S.p.A., has declared: "With this deal, we are ready for the future, firstly with the possibility of generating productive intercompany synergies in the interiors outfitting activities, naval or land-based. With the entrance in Somec Group, Skillmax takes an essential step for its growth that will be enhanced by the financial strength and international visibility of Somec. In a further horizon, Somec could stretch the Landscape division offer, with an extension from the envelope to the interiors of the services for developers and architects."

The acquisition is "non-significant" under the terms of articles 12 and 16 of the AIM Italia Issuers' Regulation.

www.somecgroup.com

The Somec Group is one of the major global operators in the fields of design, custom production and installation of glass envelopes made to innovative and advanced engineering and design standards for the building of new cruise ships (Marine Glazing) and of design, custom production and installation of catering areas on cruise ships (Marine Cooking Equipment). The Group also offers services for the refurbishment, upgrading, replacement and repair of elements of glass envelopes and of common areas on cruise ships already at sea (Marine Refitting). The Group boasts decades of expertise on more than 200 cruise liners.

With Fabbrica LLC, since 2018 the Group has been operating in the sector of the ad hoc design, custom production and installation of façades and external structures featuring innovative and advanced engineering for buildings in various locations in the major cities of North-Eastern USA (Building Façades). The Group also produces professional equipment for kitchens (Professional Cooking Equipment) and the interior finishings for the common areas of ships (Marine Public Areas). The headquarters of Somec Group are in Italy in the city of San Vendemiano, near Treviso, while its subsidiaries are in the United Kingdom, United States of America, Slovakia, China and Canada. Overall, the Group has a workforce of 659 employees (as at 30/06/19).

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