



KEY INFORMATION DOCUMENT

SCOPE

This document provides you with key information about this investment product (“**Product**”). It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this Product and to help you compare it with other products.

PRODUCT

Name: “STOCK OPTION RIGHTS EXPERT SYSTEM S.p.A.”.

Identification code: ISIN IT0005416083. **Product Issuer and Manufacturer:** Expert System S.p.A..

Web site: www.expertsystem.com. **Competent authority:** CONSOB. **Date of the document:** July 13, 2020.

You are about to purchase a product that is not simple and may be difficult to understand

WHAT IS THIS PRODUCT?

Type: stock option rights are financial instruments that give the owner the right, but not the obligation, to subscribe a certain quantity of shares (underlying instrument) at a predefined price in a pre-established period, according to a certain ratio.

The option rights covered by this document derive from the capital increase approved by the Issuer’s Board of Directors’ meeting of July 8, 2020 which, in partial exercise of the delegation granted by the Extraordinary Shareholders’ meeting of June 29, 2020 (pursuant to article 2443 of the Italian Civil Code), resolved to increase the share capital of the Issuer, against payment and in a divisible manner, for a maximum amount including capital and share premium of euro 7,931,668.50, through the issue of maximum n. 2,937,655 ordinary shares, with no par value.

The newly issued ordinary shares are offered on option to the shareholders, pursuant to article 2441, paragraph 1, of the Italian Civil Code, in proportion to the number of shares held by them, in the period between July 13, 2020 and July 28, 2020 included. In particular, n. 41,127,170 option rights have been issued.

Like the Issuer’s ordinary shares but separately from the same, the aforementioned option rights - in the period between July 13, 2020 and July 22, 2020 included - are negotiable on the multilateral trading facility “AIM Italia - Mercato Alternativo del Capitale” organized and managed by Borsa Italiana S.p.A. (“AIM Italia”), in the manner indicated below, and entered into a securities settlement system with Monte Titoli S.p.A. as central securities depository in a dematerialised form.

This document is therefore aimed at investors who purchase the aforementioned option rights on AIM Italia in the period between July 13, 2020 and July 22, 2020 included.

Issue date of the option rights: July 13, 2020. **Currency:** euro. **Trading Start date:** July 13, 2020.

Underlying shares: ordinary shares Expert System S.p.A. – ISIN IT0004496029.

Objectives: the objective of the Product is to give the owner (investor) the right to subscribe, in the period between July 13, 2020 and July 28, 2020 included (“**Offer Period**”), n. 1 (one) ordinary share of Expert System S.p.A. newly issued every n. 14 (fourteen) option rights held, at the price of euro 2.70 per share (of which euro 2.69 as share premium) (“**Offer Price**”). The newly issued shares subscribed by the holders of the option rights during the Offer Period are made available for trading, through Monte Titoli S.p.A., on the settlement day following the end of the last day of the Offer Period and have the same enjoyment as that of ordinary shares traded on AIM Italia on the Trading Start Date.

The capital increase to which the option rights relating to the newly issued shares are linked is aimed at gathering the necessary resources to implement the 2020-2024 Strategic Plan (“**Plan**”), announced to the market on June 9, 2020, according to which the Issuer aims to become the global reference platform in the artificial intelligence (AI) market, exploiting the context of strong market growth. The development of the AI market includes technologies and solutions that take advantage of the understanding of natural language (Natural Language Understanding - NLU) and its processing (Natural Language Processing - NLP) to support companies in decision-making and process automation, which represent the core business of Expert System S.p.A..

This Product provides a leveraged exposure linked to the market value trend of the Issuer ordinary shares.

The price of the option right represents the “Premium” that must be paid to subscribe the newly issued shares at the Offer Price and is therefore closely related to the value of these shares. The price of the option right depends substantially on three factors: (i) the price of ordinary shares on the market; (ii) time remaining at the end of the Offer Period; (iii) Offer Price. If the price of ordinary shares on the market is lower than the Offer Price, the value of the option right will be very low, if not zero. In this case, in fact, there will be no convenience to subscribe the Issuer's shares at a price higher than that at which it will be possible to buy them on the market.

For the investor who purchases the option rights on the market, the profit could be equal to the product between the number of newly issued shares subscribed in exercising the option rights (“N”) and the difference between the market price of the shares at the time of exercising the option rights (“Shares Market Value”) and the Offer Price, net of the price paid for the purchase of the rights (“Premium”) and any costs incurred (“Costs”).

$$\text{Profit} = [N \times (\text{Shares Market Value} - \text{Offer Price})] - \text{Premium} - \text{Costs}$$

The loss could be equal to the sum between the price paid for the purchase of the option rights and any costs incurred.

$$\text{Loss} = - \text{Premium} - \text{Costs}$$

During the Offer Period, the owners of the option rights may request to subscribe the newly issued shares, at the Offer Price, on any bank business day, by submitting the subscription requests to the financial intermediary linked to Monte Titoli S.p.A. where the options rights are deposited.

Option rights expiry date: option rights must be exercised, under penalty of forfeiture, by submitting the subscription request by the last day of the Offer Period: July 28, 2020.

Retail investors to whom the Product is intended to be marketed: this Product is intended to be marketed to retail investors who: (i) have specific knowledge or investment experience in the financial markets including derivative financial instruments, and the ability to understand the Product and the related risks and benefits; (ii) have an investment horizon consistent with the expiry date of the Product; (iii) have a very high financial risk tolerance and are able to fully lose the capital invested for the purchase of the Product in pursuit of the objective of obtaining potential gains by subscribing to the underlying instrument, in accordance with the risk indicator shown in the next section.

WHAT ARE THE RISKS AND WHAT COULD I GET IN RETURN?

Risk indicator

The summary risk indicator is a guide to the level of risk of this Product compared to other products. It shows how likely it is that the Product will lose money because of movements in the markets. This Product has been classified as 7 out of 7, which is the highest risk class. This Product does not include any protection from future market performance so the investor could lose some or all of his investment (in the event that the price of ordinary shares on the market is lower than the Offer Price).

1 2 3 4 5 6 7

← Lower risk Higher risk →

! The risk indicator assumes that the Product is kept by the investor until the expiry date (July 28, 2020). The investor may not be able to sell the Product easily or the investor may have to sell at a price that significantly impacts on how much he gets back.

Performances scenarios: investment 10,000 EUR

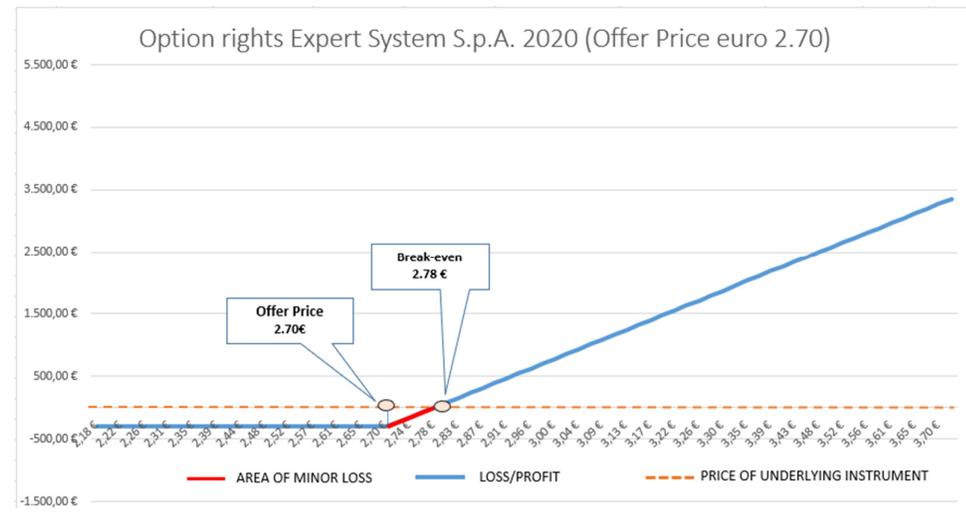
The graph below illustrates how the investment could perform. It can be compared with the pay-off graphs of other derivatives. The graph presented gives a range of possible outcomes and is not an exact indication of what the investor might get back. What the investor gets will vary depending on how the underlying instrument (ordinary shares Expert System S.p.A.) will develop.

The initial investment of euro 10,000 includes:

- (i) a Premium that allows the investor to purchase a certain number of option rights at the trading start price communicated by the Issuer (“Trading Start Price”), equal to euro 0.006;
- (ii) the value of the newly issued shares subscribed at the Offer Price at the end of the exercise of the option rights, in the event that the rights are exercised in conditions of convenience (market price of the Issuer’s ordinary shares greater than the Offer Price increased by the price of the rights and any costs incurred).

The Premium paid for the purchase of the option rights may differ from the Trading Start Price due to market conditions. For each value of the underlying instrument, the graph shows, taking into account the Offer Price, what the profit or loss of the Product would be. The horizontal axis shows the various possible prices of the underlying value on the expiry date and the vertical axis shows the profit or loss. In particular, the investment in the Product would generate a profit if in the Offer Period the market price of the underlying instrument was greater than the sum between the Offer Price and the Premium paid for the purchase of the option rights (according to the ratio of exercise) and in such circumstances the investor exercised the rights by subscribing and simultaneously reselling the underlying instrument on the market. If in the Offer Period the market price of the underlying instrument was equal to the sum between the Offer Price and the Premium paid, the profit would be zero (“Break-even point”); if it is lower, the investment would generate a minor loss.

Buying this Product holds that the investor thinks that the price of the underlying instrument will increase. Investor’s maximum loss would be that the investor will lose all his investment (Premium paid). The figures shown include all the costs of the Product itself but may not include all the costs that the investor pays to his advisor or distributor. The figures do not take into account his personal tax situation, which may also affect how much the investor gets back.



This payoff chart shows the profit (or loss) for the option rights owner during the Offer Period. The Offer Price is equal to euro 2.70. The initial investment allows the investor to purchase 50,287 option rights and provides a payment of euro 301.72 for the purchase of the option rights and of euro 9,698.28 for the subscription of n. 3,592 newly issued ordinary shares.

WHAT HAPPENS IF THE ISSUER IS UNABLE TO PAY OUT?

In the event of the Issuer’s insolvency, the market price of the underlying instrument may be lower than the Offer Price. This would make it not convenient to exercise the option rights and subscribe the Issuer’s ordinary shares as such subscription would take place at a price higher than the market price. The value of the option rights may drop significantly, therefore the investor may lose his investment, in whole or in part, and suffer a financial loss. This loss would not be covered by any investor compensation or guarantee scheme.

WHAT ARE THE COSTS?



Costs over time: the costs of this Product are exclusively connected to the “bid/mid” differential and therefore are calculated as half the difference between the price available for purchase and the price available for sale or as half the fair value of the Product, as deductible from the market values (latest offers on AIM Italia), or, if not available, by comparison with financial instruments having similar characteristics or, in their absence, by estimates made using mathematical models (implicit exit costs). On the Trading Start Date the “bid/mid” differential is equal to zero.

The Reduction in Yield (RIY) shows what impact the total costs the investor pays (other than implicit exit costs) will have on the investment return he might get. The total costs take into account one-off, ongoing and incidental costs. The amounts shown here are the cumulative costs of the Product until the expiry date. They include potential early exit penalties. The figures assume that the investor invest 10,000 EUR. The figures are estimates and may change in the future. The person selling or advising the investor about this Product may charge the same other costs. If so, this person will provide the investor with information about these costs and show the impact that all costs will have on his investment over time.

Investment 10,000 EUR	In the event of divestment (sale of the option rights) during the Offer Period
Total costs	€ 0,00
Reduction in Yield (RIY)	0,00%

Composition of costs: the table below shows: (i) the impact of the different types of costs on the investment return that the investor might get until the expiry date; (ii) the meaning of the different cost categories.

This table shows the impact on return per year			
One-off costs	Entry costs	0,00%	Costs impact already included in the price
	Exit costs	N/A	There are no exit costs
Ongoing costs	Portfolio transaction costs	N/A	There are no purchase or selling costs on the underlying instrument
	Other ongoing costs	N/A	There are no costs for keeping the investment until the expiry date
Incidental costs	Performance fees	N/A	There are no performance fees on the Product
	Carried interests	N/A	There are no overperformance fees on the Product

HOW LONG SHOULD I HOLD IT AND CAN I TAKE MONEY OUT EARLY?

Recommended holding period or minimum holding period

No holding period is recommended, and no minimum holding period is required, it being understood that the expiry date for exercising the option rights coincides with the last day of the Offer Period (July 28, 2020).

Under normal market conditions, the Product is traded on AIM Italia. Although they are traded on this market in continuous trading, it is not possible to guarantee that a liquid market for the option rights is formed or maintained, which therefore could entail a particularly significant liquidity risk, regardless of the performance of the Issuer, since the requests for sale may not find adequate and timely counterparts, as well as be subject to fluctuations, including significant price fluctuations. Therefore, it may not be possible to sell the Product easily before the expiry date or it may be possible to sell only at a price that significantly affects the amount collected.

HOW CAN I COMPLAIN?

If the investor wishes to lodge a complaint regarding the Product or the conduct of the Issuer as the Product Manufacturer, the investor can submit this complaint in one of the following ways: (i) registered letter with return receipt to be sent to the following address: Via Virgilio, 48/H - Scala 5, 41123 Modena - Italy; (ii) e-mail to the following e-mail address: amministrazione_expertsystem@pec.it. Any complaints relating to the conduct of the consultant or distributor, if any, will be sent to the consultant or distributor, according to the procedures provided for by them.

OTHER RELEVANT INFORMATION

Further information on the Issuer can be found on the website www.expertsystem.com. This information is made available on the basis of a legal obligation deriving from the status of Issuer on AIM Italia.