

NON PER IL RILASCIO, LA PUBBLICAZIONE O LA DISTRIBUZIONE, IN TUTTO O IN PARTE, DIRETTAMENTE O INDIRETTAMENTE, NEGLI STATI UNITI D'AMERICA (COMPRESI I SUOI TERRITORI O DOMINI, QUALSIASI STATO DEGLI STATI UNITI E IL *DISTRICT OF COLUMBIA*), NEL REGNO UNITO, IN CANADA, GIAPPONE, AUSTRALIA O IN QUALSIASI ALTRA GIURISDIZIONE IN CUI LA DISTRIBUZIONE, IL RILASCIO O LA PUBBLICAZIONE POSSANO ESSERE CONTRARI ALLA LEGGE. LE INFORMAZIONI CONTENUTE NEL PRESENTE DOCUMENTO NON COSTITUISCONO UN'OFFERTA DI VENDITA DI TITOLI NEGLI STATI UNITI, NEL REGNO UNITO, IN AUSTRALIA, CANADA O GIAPPONE.

Comunicato Stampa per conto di Luigi Rossi Luciani S.a.p.a. e Athena FH S.p.A.

LUIGI ROSSI LUCIANI S.A.P.A. ED ATHENA FH S.P.A. AVVIANO IL COLLOCAMENTO RISERVATO DI MASSIMI N. 31.184.156 DIRITTI DI OPZIONE DI CAREL INDUSTRIES S.P.A. ATTRAVERSO UN ACCELERATED BOOKBUILDING RIVOLTO A INVESTITORI ISTITUZIONALI ITALIANI ED ESTERI

Brugine, 20 novembre 2023 – Luigi Rossi Luciani S.a.p.a. (“**LRL**”) ed Athena FH S.p.A. (“**Athena**”), che detengono rispettivamente il 36,18% e il 20,00% del capitale sociale di CAREL Industries S.p.A. (“**Carel**”), pari rispettivamente al 46,33% e al 25,61% del totale dei diritti di voto, annunciano l’avvio di una operazione di cessione (il “**Collocamento**”) di massimi n. 31.184.156 diritti di opzione (“**Diritti di Opzione**”) di Carel (di cui massimi n. 20.083.453 Diritti di Opzione detenuti da LRL e massimi n. 11.100.703 Diritti di Opzione detenuti da Athena) attraverso una procedura di *accelerated bookbuilding* rivolta a determinate categorie di investitori istituzionali italiani ed esteri. I Diritti di Opzione sono validi per la sottoscrizione di nuove azioni di Carel rivenienti dall’aumento di capitale (“**Aumento di Capitale**”) di Carel annunciato in data 15 e 16 novembre 2023. Come già comunicato al mercato, in data 8 novembre 2023 LRL e Athena hanno assunto due distinti impegni irrevocabili e incondizionati, senza vincolo di solidarietà, a sottoscrivere una parte dell’Aumento di Capitale di propria spettanza per un importo complessivo pari a circa Euro 50 milioni e, dunque, ad esercitare Diritti di Opzione relativi a complessive n. 3.124.999 azioni rivenienti dall’Aumento di Capitale (di cui n. 2.012.586 da parte di LRL e n. 1.112.413 da parte di Athena). Anche ad esito del Collocamento, LRL e Athena continueranno in ogni caso ad essere gli azionisti rilevanti di Carel.

L’attività di *bookbuilding* avrà inizio immediatamente e LRL e Athena si riservano il diritto di chiudere anticipatamente il Collocamento e/o di variarne i termini in qualsiasi momento. LRL e Athena daranno comunicazione dell’esito del collocamento al termine dello stesso.

L’operazione è curata da Mediobanca – Banca di Credito Finanziario S.p.A. in qualità di Sole Bookrunner.

* * *

DISCLAIMER

This document is not an offer to sell or a solicitation of offers to purchase or subscribe for securities. This announcement is an advertisement and not a prospectus within the meaning of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”) and not a prospectus under any other applicable laws. Copies of this document may not be sent to jurisdictions, or distributed in or sent from jurisdictions, in which this is barred or prohibited by law. The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, in any jurisdiction in which such offer or solicitation would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction.

NON PER IL RILASCIO, LA PUBBLICAZIONE O LA DISTRIBUZIONE, IN TUTTO O IN PARTE, DIRETTAMENTE O INDIRETTAMENTE, NEGLI STATI UNITI D'AMERICA (COMPRESI I SUOI TERRITORI O DOMINI, QUALSIASI STATO DEGLI STATI UNITI E IL *DISTRICT OF COLUMBIA*), NEL REGNO UNITO, IN CANADA, GIAPPONE, AUSTRALIA O IN QUALSIASI ALTRA GIURISDIZIONE IN CUI LA DISTRIBUZIONE, IL RILASCIO O LA PUBBLICAZIONE POSSANO ESSERE CONTRARI ALLA LEGGE. LE INFORMAZIONI CONTENUTE NEL PRESENTE DOCUMENTO NON COSTITUISCONO UN'OFFERTA DI VENDITA DI TITOLI NEGLI STATI UNITI, NEL REGNO UNITO, IN AUSTRALIA, CANADA O GIAPPONE.

This document is not for publication or distribution, in whole or in part, 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, Japan or Australia or any other jurisdiction into which the same would be unlawful. This document does not constitute an offer or invitation to subscribe for or purchase any securities in such countries or in any other jurisdiction into which the same would be unlawful. The securities referred to herein have not and will not be registered under the United States Securities Act of 1933 as amended (the "**Securities Act**"). The securities may not be offered or sold in the United States of America absent registration under or an exemption from registration under the Securities Act. There will be no public offering of the securities in the United States of America.

The information contained herein does not constitute an offer of securities to the public in the United Kingdom. No prospectus offering securities to the public will be published in the United Kingdom. This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**FSMA Order**") or (iii) persons falling within Articles 49(2)(a) to (d), "high net worth companies, unincorporated associations, etc." of the FSMA Order, and (iv) persons to whom an invitation or inducement to engage in investment activity within the meaning of Section 21 of the Financial Services and Markets Act 2000 may otherwise be lawfully communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

In any member state of the European Economic Area and the United Kingdom (each a "**Relevant State**") that has implemented Prospectus Regulation, this document is only addressed to qualified investors in that Relevant State within the meaning of the Prospectus Regulation (also in the United Kingdom, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018).

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; (letters (a)-(c) 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 securities have been subject to a product approval process, which has determined that the securities 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 (the "**Target Market Assessment**").

Any person subsequently offering, selling or recommending the securities (a "distributor") should take into consideration the manufacturer's Target Market Assessments; however, a distributor subject to MiFID II Product Governance Requirements is responsible for undertaking its own target market assessment in respect of the securities (by either adopting or refining the manufacturer's Target Market Assessments) and determining appropriate distribution channels.

Notwithstanding the Target Market Assessment, distributors should note that: the price of the securities may decline and investors could lose all or part of their investment; the securities offer no guaranteed income and no capital protection; and an investment in the securities 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.

NON PER IL RILASCIO, LA PUBBLICAZIONE O LA DISTRIBUZIONE, IN TUTTO O IN PARTE, DIRETTAMENTE O INDIRETTAMENTE, NEGLI STATI UNITI D'AMERICA (COMPRESI I SUOI TERRITORI O DOMINI, QUALSIASI STATO DEGLI STATI UNITI E IL *DISTRICT OF COLUMBIA*), NEL REGNO UNITO, IN CANADA, GIAPPONE, AUSTRALIA O IN QUALSIASI ALTRA GIURISDIZIONE IN CUI LA DISTRIBUZIONE, IL RILASCIO O LA PUBBLICAZIONE POSSANO ESSERE CONTRARI ALLA LEGGE. LE INFORMAZIONI CONTENUTE NEL PRESENTE DOCUMENTO NON COSTITUISCONO UN'OFFERTA DI VENDITA DI TITOLI NEGLI STATI UNITI, NEL REGNO UNITO, IN AUSTRALIA, CANADA O GIAPPONE.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Sole Bookrunner 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 securities. Each distributor is responsible for undertaking its own target market assessment in respect of the securities and determining appropriate distribution channels.

Except as required by applicable law, each of LRL and Athena has no intention or obligation to update, keep updated or revise this publication or any parts thereof following the date hereof.

Mediobanca – Banca di Credito Finanziario S.p.A. (the “**Manager**”) or any of its respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the group, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Manager and the other foregoing persons disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

The Manager is acting exclusively for LRL and Athena and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than LRL and Athena for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering of the securities, the Manager and any of its affiliates, may take up a portion of the securities in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such securities or related investments in connection with the Offering or otherwise. Accordingly, references herein to the securities being issued, offered, subscribed, purchased, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, purchase, placing or dealing by, the Manager and any of its affiliates acting in such capacity. In addition, the Manager and any of its affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Manager and any of its affiliates may from time to time acquire, hold or dispose of securities. The Manager does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.