

Informazione Regolamentata n. 2092-97-2023	Data/Ora Inizio Diffusione 20 Novembre 2023 22:58:38	Euronext Star Milan
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Societa' : CAREL INDUSTRIES
Identificativo : 183596
Informazione
Regolamentata
Nome utilizzatore : CARELINDUSN03 - Grosso
Tipologia : REGEM
Data/Ora Ricezione : 20 Novembre 2023 22:58:38
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Diffusione
Oggetto : CAREL - ABB completed (Luigi Rossi
Luciani S.A.P.A. and Athena FH S.p.A.)

Testo del comunicato

Press release on behalf of Luigi Rossi Luciani S.a.p.a. and Athena FH S.p.A.

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.

Press release on behalf of Luigi Rossi Luciani S.a.p.a. and Athena FH S.p.A.

SUCCESSFULLY COMPLETED THE PLACEMENT RESERVED FOR ITALIAN AND FOREIGN INSTITUTIONAL INVESTORS OF A TOTAL OF 31,184,156 PRE-EMPTIVE SUBSCRIPTION RIGHTS OF CAREL INDUSTRIES S.P.A.

Brugine, 20 November 2023 – Following up on the press release issued on 20 November 2023, Luigi Rossi Luciani S.a.p.a. ("**LRL**") and Athena FH S.p.A. ("**Athena**") announce that they have successfully completed the accelerated book-building process (the "**Placement**") concerning pre-emptive subscription rights (the "**Rights**") valid for the subscription of ordinary shares of CAREL Industries S. p.A. ("**Carel**") resulting from the share capital increase ("**Share Capital Increase**") of Carel announced on 15 November and 16 November 2023.

As a result of the Placement, which was carried out through an accelerated book-building reserved for Italian and foreign institutional investors, a total of no. 31,184,156 Rights, of which no. 20,083,453 Rights held by LRL and no. 11,100,703 Rights held by Athena, were placed at a unit price of Euro 0.50, for a total consideration of Euro 15,592,078.

The transaction is expected to settle and close on 23 November 2023.

In connection with the Placement, Mediobanca - Banca di Credito Finanziario S.p.A. acted as Sole Bookrunner.

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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.

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

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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.

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Fine Comunicato n.2092-97

Numero di Pagine: 5