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Informazione
Regolamentata
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Diffusione presunta
Oggetto : LUIGI NALINI S.A.P.A. SUCCESSFULLY
COMPLETES THE SALE OF NO.
3,582,560 ORDINARY SHARES OF
CAREL INDUSTRIES S.P.A, AT A PRICE
OF EURO 18.00 PER SHARE

Testo del comunicato

Please find enclosed the press release disseminated by Luigi Nalini S.a.p.a. on 5th January 2021.

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PRESS RELEASE

LUIGI NALINI S.A.P.A. SUCCESSFULLY COMPLETES THE SALE OF NO. 3,582,560 ORDINARY SHARES OF CAREL INDUSTRIES S.P.A, AT A PRICE OF EURO 18.00 PER SHARE

Brugine, PD (Italy), 05th January 2021 – Further to the press release issued on January, 04th 2021, Luigi Nalini S.a.p.a. announces that the placement of no. 3,582,560 ordinary shares of CAREL Industries S.p.a. (the “**Company**”), equal to c. 3.6% of the share capital of the Company, has been successfully completed at a price of Euro 18.00 per share and for an aggregate consideration of Euro 64,486,080.

The sale was carried out through an accelerated book-building process addressed to qualified investors in Italy and foreign institutional investors and is expected to settle and close on January, 07th 2021.

As a result of the transaction, Luigi Nalini S.a.p.a. holds c. 20% of the share capital of the Company, representing c. 24.91% of the total voting rights.

Goldman Sachs International and Mediobanca – Banca di Credito Finanziario S.p.A. acted as Joint Bookrunners (the “**Joint Bookrunners**”).

In the context of the placement and in line with the market practice for similar transaction, Luigi Nalini S.a.p.a. has committed to a 180 days lock-up undertaking relating to its residual interest in the Company after completion of the transaction, subject to waiver by the Joint Bookrunners and/or to certain customary exceptions.

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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 CAREL Industries S.p.A. (the "**Shares**"), the Joint Bookrunners and any of their 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 Joint Bookrunners or their affiliates may enter into financing arrangements and swaps with investors in connection with which the Joint Bookrunners (or their affiliates) may from time to time acquire, hold or dispose of Shares. The Joint Bookrunners do 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.

The Joint Bookrunners are acting exclusively for Luigi Nalini S.a.p.a. in the transaction referred to in this announcement and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to clients of the Joint Bookrunners, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement.

Fine Comunicato n.2092-4

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