

Informazione Regolamentata n. 2092-94-2023	Data/Ora Inizio Diffusione 20 Novembre 2023 17:54:37	Euronext Star Milan
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Societa' : CAREL INDUSTRIES
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Informazione
Regolamentata
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Tipologia : REGEM
Data/Ora Ricezione : 20 Novembre 2023 17:54:36
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Diffusione
Oggetto : CAREL - Avvio ABB Luigi Rossi Luciani
SAPA e Athena FH S.p.A.

Testo del comunicato

Si trasmette comunicato stampa per conto di Luigi Rossi Luciani S.A.P.A.
e 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.

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.

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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.

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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.

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