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COMUNICATO STAMPA

LUIGI NALINI S.A.P.A. COMPLETA CON SUCCESSO LA VENDITA DI N. 3.582.560 AZIONI ORDINARIE CAREL INDUSTRIES S.P.A, AD UN PREZZO DI EURO 18,00 PER AZIONE

Brugine, PD (Italia), 5 gennaio 2021 – Facendo seguito al comunicato stampa diffuso in data 4 gennaio 2021, Luigi Nalini S.a.p.a. rende noto di avere completato con successo la vendita di complessive n. 3.582.560 azioni ordinarie CAREL Industries S.p.A. (la "**Società**"), pari a circa il 3,6% del capitale sociale della Società, ad un prezzo per azione pari ad Euro 18,00 e per un controvalore complessivo di Euro 64.486.080.

L'operazione è stata effettuata attraverso una procedura di *accelerated book-building* riservata a investitori qualificati in Italia e istituzionali all'estero. Il regolamento dell'operazione è previsto in data 7 gennaio 2021.

A seguito del completamento dell'operazione, Luigi Nalini S.a.p.a. detiene una partecipazione pari a circa il 20% del capitale sociale della Società, corrispondente a circa il 24,91% del totale dei diritti di voto.

Goldman Sachs International e Mediobanca – Banca di Credito Finanziario S.p.A. hanno agito in qualità di *Joint Bookrunners* (i "***Joint Bookrunners***").

Nel contesto dell'operazione e coerentemente con la prassi di mercato per operazioni similari, Luigi Nalini S.a.p.a. ha assunto nei confronti dei *Joint Bookrunners* un impegno di *lock-up* relativamente alle azioni della Società che resteranno di sua proprietà al termine dell'operazione, per un periodo di 180 giorni, salvo previo consenso espresso dai *Joint Bookrunners* e /o fatte salve le eccezioni previste dalla prassi per operazioni analoghe.

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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.