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Ariston Holding N.V. annuncia il prezzo delle azioni ordinarie a €10,25 per azione a seguito del completamento con successo del collocamento istituzionale

Milano, 24 novembre 2021 - Ariston Holding N.V. ("Ariston", la "Società" e, insieme alle società controllate, il "Gruppo"), player globale nelle soluzioni sostenibili per il comfort dell'acqua calda e del riscaldamento degli ambienti, comunica in data odierna la conclusione con successo del collocamento istituzionale (l'"**Offerta**") volto all'ammissione a negoziazione delle proprie azioni ordinarie (le "**Azioni**") su Euronext Milan, mercato regolamentato organizzato e gestito da Borsa Italiana S.p.A. ("**Euronext Milan**") (l'"**Ammissione**").

Il prezzo di offerta delle Azioni è stato fissato in €10,25 per azione (il "**Prezzo di Offerta**"). In base al Prezzo di Offerta, i proventi lordi derivanti dall'Offerta (inclusivi della Opzione di *Over-Allotment*, come di seguito definita) risultano pari a circa €915 milioni e la capitalizzazione della Società alla data di avvio delle negoziazioni sarà pari a circa €3,375 miliardi, comprensivi dell'aumento di capitale di circa €300 milioni. La Società riceverà unicamente i proventi derivanti dalla vendita delle Azioni di Nuova Emissione (come *infra* definite).

L'Offerta consisteva in (i) un collocamento riservato di 29.268.292 di Azioni di nuova emissione da parte della Società, con un ricavo lordo di circa €300 milioni (le "**Azioni di Nuova Emissione**"), e (ii) un'offerta secondaria di 49.000.000 di Azioni esistenti (le "**Azioni Esistenti Offerte**" e, unitamente alle Azioni di Nuova Emissione, le "**Azioni in Offerta**") da parte degli azionisti della Società, Merloni Holding S.p.A. ("**Merloni Holding**") e Amaranta S.r.l. ("**Amaranta**" e, unitamente a Merloni Holding, gli "**Azionisti Venditori**") a taluni investitori istituzionali in diverse giurisdizioni. Non vi è stata alcuna offerta pubblica in nessuna giurisdizione.

Le Azioni in Offerta rappresentano circa il 23,77% di tutte le azioni emesse dalla Società immediatamente dopo il regolamento. In caso di esercizio integrale dell'Opzione di *Over-Allotment* (come di seguito definita), le Azioni in Offerta rappresenteranno un massimo di circa il 27,11% di tutte le azioni emesse della Società.

La Società intende utilizzare i proventi netti derivanti dall'emissione delle nuove Azioni di Offerta per sostenere e sviluppare l'ulteriore crescita del Gruppo, investire e accelerare la crescita organica - come il *digital route to market*, le tecnologie e il footprint industriale - e per finanziare acquisizioni di imprese, tecnologie e diritti di proprietà intellettuale in futuro. L'Ammissione migliorerà ulteriormente anche il profilo della Società e la riconoscibilità del marchio e mira a consentire al Gruppo di continuare ad attrarre persone di talento in futuro.

L'inizio delle negoziazioni delle Azioni su Euronext Milan, con il simbolo "ARIS", inizierà il 26 novembre 2021 subordinatamente al rilascio del relativo provvedimento da parte di Borsa Italiana ai sensi del vigente "Regolamento dei Mercati Organizzati e Gestiti da Borsa Italiana". Per lo stesso giorno è previsto il pagamento delle Azioni (la "**Data di Regolamento**").



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Gli accordi di *lock-up* conclusi tra la Società, gli Azionisti Venditori e i Sottoscrittori (come di seguito definiti) avranno una durata di 180 giorni dalla Data di Regolamento. Tali accordi di *lock-up* sono soggetti ad alcuni *carve-out* e deroghe da parte dei *Joint Global Coordinators* (come definiti di seguito).

Questo comunicato stampa fornisce anche il *pricing statement* relativo all'Offerta, come previsto dall'articolo 17, comma 2 del Regolamento Prospetto ed è stato depositato presso l'autorità dei mercati finanziari olandese (*Stichting Autoriteit Financiële Markten*, the “**AFM**”), ed è disponibile sul sito internet aziendale della Società (www.aristongroup.com), soggetto alle applicabili norme sugli strumenti finanziari.

La Società ha nominato Goldman Sachs Bank Europe SE, Intesa Sanpaolo S.p.A. - Divisione IMI Corporate & Investment Banking e Mediobanca - Banca di Credito Finanziario S.p.A quali *joint global coordinators* e *joint bookrunners* (a tale e a qualsiasi altro titolo, i “**Joint Global Coordinators**”), e BNP PARIBAS, BofA Securities Europe SA, Citigroup Global Markets Europe AG ed Equita SIM S.p.A. in qualità di *joint bookrunners* (unitamente ai *Joint Global Coordinators*, i “**Sottoscrittori**”). CC & Soci agisce in qualità di *advisor* finanziario. Pedersoli, Houthoff e Cravath agiscono come consulenti legali per Ariston e gli Azionisti Venditori, mentre Linklaters agisce come consulente legale per i Sottoscrittori.

"Sono davvero soddisfatto dell'elevato livello di interesse raccolto da tanti investitori di alto profilo e lungo termine per l'IPO di Ariston Group. La nostra offerta è stata più che interamente sottoscritta al di sopra del nostro prezzo finale di €10,25 per azione, con la partecipazione di oltre 140 investitori provenienti da tutto il mondo. La nostra implicita capitalizzazione di mercato di €3,375 miliardi è una testimonianza del continuo e ottimo lavoro del nostro Gruppo, del nostro team di manager e delle nostre persone nel creare un player globale unico nel suo genere" ha commentato Paolo Merloni, Presidente Esecutivo di Ariston Group. *"Non vediamo l'ora di essere una società quotata, di capitalizzare le opportunità di crescita, di consolidare la nostra forte crescita organica con acquisizioni che ci permettano di continuare a creare valore. Con una storia di oltre 90 anni, la quotazione rappresenta una nuova fase per il Gruppo, un passo logico per sviluppare la nostra aspirazione di essere uno dei principali player globali nelle soluzioni di comfort sostenibili nell'acqua calda e nel riscaldamento. Il successo a lungo termine del nostro Gruppo, da condividere con quegli azionisti che si sono uniti a noi all'IPO, è fondamentale per me personalmente e per la mia famiglia. Non vediamo l'ora di lavorare per i nostri nuovi azionisti per premiare la loro fiducia nella nostra strategia"*

CONTATTI

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CAPITALE SOCIALE E PRINCIPALI AZIONISTI

Alla Data di Regolamento, Merloni Holding deterrà 22.880.000 azioni e 198.000.000 azioni a voto plurimo (**Azioni a Voto Plurimo**) rappresentanti circa il 67,08% di tutte le azioni emesse della Società (prima dell'esercizio dell'Opzione di *Over-Allotment*); decrescenti sino a 13.200.000 azioni e 198.000.000 Azioni a Voto Plurimo rappresentanti circa il 64,14% di tutte le azioni emesse della Società, ove l'Opzione di *Over-Allotment* venga integralmente esercitata.

Alla Data di Regolamento, Amaranta deterrà 3.120.000 azioni e 27.000.000 Azioni a Voto Plurimo rappresentanti circa il 9,15% di tutte le azioni emesse della Società (prima dell'esercizio dell'Opzione di *Over-Allotment*); decrescenti sino a 1.800.000 azioni e 27.000.000 Azioni a Voto Plurimo rappresentanti circa il 8,75% di tutte le azioni emesse della Società, ove l'Opzione di *Over-Allotment* venga integralmente esercitata.

OPZIONE DI OVER-ALLOTMENT E STABILIZZAZIONE

A Mediobanca – Banca di Credito Finanziario S.p.A., quale *stabilisation manager* (lo “***Stabilisation Manager***”), o uno dei suoi agenti, per conto dei Sottoscrittori, è stata concessa una opzione di *over-allotment* fino al 15% delle Azioni in Offerta (l’“**Opzione di Over-Allotment**”). In connessione con l’Opzione di *Over-Allotment*, gli Azionisti Venditori renderanno disponibili sino al 15% del numero complessivo delle Azioni in Offerta, in proporzione alle Azioni in Offerta vendute da ciascuno degli Azionisti Venditori. In relazione all’Offerta, lo *Stabilisation Manager* (o uno dei suoi agenti), per conto dei Sottoscrittori, potrà (ma non avrà alcun obbligo di), nella misura consentita dalle leggi e regolamenti applicabili, sovra-allocare Azioni fino al 15% del numero complessivo di Azioni in Offerta vendute nell’ambito dell’Offerta al fine di coprire eventuali sovra-allocazioni e posizioni corte, ove sussistenti, in relazione all’Offerta per facilitare eventuali operazioni di stabilizzazione o effettuare altre operazioni al fine di sostenere il prezzo di mercato delle Azioni o di opzioni, warrant o diritti rispetto alle, o altri interessi nelle, Azioni, in ogni caso ad un livello superiore a quello che potrebbe altrimenti prevalere sul mercato aperto. Lo *Stabilisation Manager* non sarà tenuto a concludere tali operazioni le quali potranno essere effettuate su qualsiasi mercato mobiliare, mercato *over-the-counter*, borsa valori (incluso Euronext Milan) o altrimenti e potranno essere intraprese in qualsiasi momento durante il periodo decorrente dalla data di inizio delle negoziazioni delle Azioni su Euronext Milan e che terminerà non oltre i 30 giorni di calendario successivi. Né lo *Stabilisation Manager*, né alcuno dei suoi agenti, saranno obbligati ad effettuare operazioni di stabilizzazione, e non si dà alcuna garanzia che le operazioni di stabilizzazione saranno effettuate. Tali operazioni di stabilizzazione, se avviate, possono essere interrotte in qualsiasi momento senza preavviso. Salvo quanto richiesto per legge o per regolamento, né lo *Stabilisation Manager* né alcuno dei suoi agenti intende divulgare l’entità di eventuali sovra-allocazioni effettuate e/o di operazioni di stabilizzazione in relazione all’Offerta.

FATTORI DI RISCHIO

Investire nella Società comporta certi rischi. Una descrizione di tali rischi, che include i rischi relativi alla Società nonché i rischi relativi all’Offerta e alle Azioni in Offerta, è inclusa nel prospetto concernente l’Ammissione (il “**Prospetto**”). Qualsivoglia investimento nelle Azioni in Offerta deve

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essere effettuato esclusivamente sulla base del Prospetto.

ANNUNCI PRECEDENTI RELATIVI ALL'OFFERTA

L'8 novembre 2021 la Società ha annunciato la propria intenzione di lanciare l'Offerta e la quotazione su Euronext Milan. Il 16 novembre la Società ha annunciato il *range* di prezzo indicativo dell'Offerta e l'ammissione a quotazione delle Azioni su Euronext Milan. Il Prospetto e i comunicati stampa sono disponibili gratuitamente sul sito internet aziendale della Società (www.aristongroup.com), soggetti alle norme sugli strumenti finanziari in talune giurisdizioni.

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The Company has not authorised any offer to the public of securities in any member state of the European Economic Area (each a "**Member State**"). With respect to any Member state no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Member State. As a result, the Offer Shares may only be offered in Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Offer Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Offer Shares and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 and includes any relevant delegated regulations.

The Company has not authorised any offer to the public of securities in the United Kingdom. With respect to the United Kingdom no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in the United Kingdom. As a result, the Offer Shares may only be offered in the United Kingdom (i) to any legal entity which is a qualified investor as defined in the UK Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation. For the purpose of this



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paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Offer Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Offer Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This announcement is an advertisement and does not constitute a prospectus within the meaning of the Prospectus Regulation and does not constitute an offer to acquire securities. Any offer to acquire securities will be made, and any investor should make his investment, solely on the basis of information contained in the Prospectus. The information in this announcement is subject to change.

In the United Kingdom, this announcement is only being distributed to, and is only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 who are also (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons in the United Kingdom should not take any action on the basis of this announcement and should not act or rely on it.

No action has been taken by the Company or the Selling Shareholders that would permit an offer of Offer Shares or the possession or distribution of this announcement or any other offering or publicity material relating to such Shares in any jurisdiction where action for that purpose is required.

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This announcement may include statements, including the Company's financial and operational medium-term objectives that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "target", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made. Each of the Company, the Selling Shareholder and the Underwriters (both as defined below) and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise. The price and value of securities may go up as well as down.

Information in this announcement or any of the documents relating to the Offering cannot be relied upon as a guide to future performance.

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The Underwriters are acting exclusively for the Company and/or the Selling Shareholders and no one else in connection with the Offering. They will not regard any other person as their client in relation to the Offering and will not be responsible to anyone other than the Company and the Selling Shareholders 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.

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Information to Distributors

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 (together, the "MiFID II Product Governance Requirements"), (d) Regulation (EU) No. 600/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA ("UK MiFIR"); and (e) the FCA Handbook Product Intervention and Product Governance Sourcebook (together, the "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 such 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 to such target market (the "EU Target Market Assessment"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the securities in the Company has led to the conclusion that (i) the target market for such securities is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of such securities to eligible counterparties and professional clients are appropriate (the "UK Target Market Assessment" and, together with the EU Target Market Assessment, the "Target Market Assessment").



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