

[PUBLIC DISCLOSURE OF INSIDE INFORMATION PURSUANT TO ARTICLE 17 OF REGULATION (EU) NO. 596/2014 AND REGULATED INFORMATION PURSUANT TO DIRECTIVE 2004/109/EC, AS AMENDED AND SUPPLEMENTED]

Up to Eur 120 million *senior unsecured unrated* and non convertible notes to be issued by Carraro Finance S.A. and guaranteed by Carraro S.p.A., due 9 March 2028

Luxembourg, 24 February 2022 – Reference is made to (i) the publication of the prospectus (the “**Prospectus**”) relating to the public offering (the “**Offering**”), issue and admission to listing and trading on the regulated market of the Luxembourg Stock Exchange and on the “*Mercato Telematico delle Obbligazioni*” (“**MOT**”) organised and managed by Borsa Italiana S.p.A. (“**Borsa Italiana**”) of the senior unsecured unrated and non convertible notes to be issued by Carraro Finance S.A. (“**Carraro Finance**” or the “**Company**”) and guaranteed by Carraro S.p.A. (the “**Notes**”), approved by the *Commission de Surveillance du Secteur Financier* (“**CSSF**”) on 9 February 2022 and subsequently passported into Italy and (ii) the press release disseminated on [21] February 2022 relating to the interest rate, the yield and the early redemption prices in case of early redemption at the option of Carraro Finance of the Notes (Redemption Price) for the relevant Redemption Period.

As provided under the conditions of the offering and, in particular, in the section entitled “**Offering Period, Early Closure, Extension and Withdrawal**”, Carraro Finance and Equita SIM S.p.A. as Placement Agent reserved the right to withdraw the offer at any time before the end of the offer period. It is therefore announced that Carraro Finance and the Placement Agent, in joint agreement, have decided to withdraw the Offering with immediate effect.

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therein constitute or form part of an offer to sell, or a solicitation of an offer to buy, any securities in the United States.

Any offer to the public will be made in Luxembourg and Italy on the basis of the Prospectus approved by the Luxembourg *Commission de Surveillance du Secteur Financier* and passported in Italy in accordance with applicable regulatory provisions. This document, any part of it or its distribution may not form the basis of, nor may reliance be placed on the same with respect to, any investment decision or arrangement. The Notes have not been and will not be registered in the United States under the Securities Act, or under the laws of Other Countries. The Notes may not be offered or sold in the United States.

In the United Kingdom, this press release is only intended for use by persons who (i) have professional experience in matters relating to investments falling within the scope of section 19(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "**Order**") or (ii) are "high net worth entities" and other persons to whom this press release may lawfully be sent as defined in Section 49(2) of the Order, or (iii) are persons referred to in Sections 48, 50 and 50A of the Order, or (iv) are persons to whom this press release may lawfully be sent under current legislation (collectively, the "relevant parties"). Any investment activity to which this release relates will be undertaken with, and be available exclusively to, relevant parties. Any party that is not a relevant party should not act on, or rely on, this communication and its contents.

This press release has been prepared on the assumption that any offer of securities pursuant to the Regulation (EU) no. 2017/1129 of the European Parliament and Council of 14 June 2017 (the "**Prospectus Regulation**") in any member State of the European Economic Area ("**EEA**") (each a "**Relevant Member State**"), and except in the case of a public offering in Italy and Luxembourg on the basis of an English language prospectus approved by the Luxembourg *Commission de Surveillance du Secteur Financier* and passported into Italy in accordance with applicable regulatory provisions together with the Italian translation of the summary note (the "**Permitted Public Offering**") will be made pursuant to an exemption from the requirement to publish a prospectus for offers of securities provided for in the Prospectus Regulations. Investors should not subscribe any securities to which this press release relates except on the basis of the information contained in the Prospectus.

This document is a press release and not a prospectus pursuant to the Prospectus Regulation.

Solely for the purposes of the product governance obligations provided for: (a) in Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) in Articles 9 and 10 of Delegated Directive (EU) 593/2017 supplementing the MiFID II directive; and

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(c) national implementing measures (collectively, the "**MiFID II Product Governance Obligations**"), and not accepting any liability that may arise in contract, tort or otherwise vis-a-vis any "manufacturer" (within the meaning of the MiFID II Product Governance Obligations) in connection with such obligations, the Notes have been subject to a product approval process, which has identified the Notes as: (i) compatible with an end market of retail investors and investors who meet the requirements of "professional clients" and "eligible counterparties" as respectively defined under MiFID II; and (ii) reserved for distribution through all distribution channels as permitted by MiFID II (the "**Target Market Assessment**").

It should be noted that the Target Market Assessment does not constitute: (a) an assessment of the adequacy or suitability for MiFID II purposes; or (b) a recommendation to any investor or group of investors to invest in or purchase, or engage in any transaction with respect to the Notes. Any person who subsequently offers, sells or recommends the Notes ("distributor") should consider the manufacturer's Target Market Assessment. Each distributor is responsible for making its own assessment of the target market with respect to the Notes and determining the appropriate distribution channels.

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