



CAPITAL INCREASE: EARLY CONCLUSION OF THE RIGHTS AUCTION

Turin, 3 April 2024 – Following the press release issued on 27 March 2024 and the related notice published on 29 March 2024 in the daily newspaper “La Stampa” pursuant to Article 89 of the regulation approved with Consob resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented, Juventus Football Club S.p.A. (“**Juventus**” or the “**Company**”) announces that during the first trading day of the offer on the regulated market Euronext Milan, organised and managed by Borsa Italiana S.p.A. (the “**Rights Auction**”), held today, all 6,119,436 pre-emptive rights not exercised during the offer period (the “**Unexercised Rights**” or the “**Rights**”), entitling to the subscription of maximum 3,059,718 New Shares (as defined below), equal to approximately 2.4% of the total number of newly issued Juventus ordinary shares, deriving from the capital increase with pre-emptive rights, against cash contribution, approved by the extraordinary Shareholders’ Meeting held on 23 November 2023 and whose final terms and conditions were set by the Board of Directors on 7 March 2024 (the “**New Shares**”).

The Unexercised Rights will be made available to purchasers through the authorised intermediaries participating in the centralised management system of Monte Titoli S.p.A. (legal name of Euronext Securities Milan, hereinafter, “**Monte Titoli**”) and may be used for the subscription of the New Shares at a price of €1.582 each, at a ratio of 1 New Share for every 2 purchased Rights.

The exercise of the Rights purchased during the Rights Auction and, consequently, the subscription of the related New Shares must be carried out, under penalty of forfeiture, through the authorised intermediaries participating in the centralised management system, that must provide the relevant instructions to Monte Titoli by 2:00 p.m. (Italian time) of 4 April 2024.

The New Shares subscribed by the end of the Rights Auction shall be credited to the accounts of intermediaries participating in the centralized management system of Monte Titoli at the end of the accounting day of the last day for the exercise of the Rights and shall be available from the same day.

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This press release does not constitute an offer to sell or a solicitation of an offer to buy or subscribe to any financial instrument. This press release has been prepared on the assumption that any offer of financial instruments to which it refers in the United Kingdom and any member state of the European Economic Area (“**EEA**”) subject to the Prospectus Regulations (each, a “**Relevant Member State**”), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Regulation (the “**Permitted Public Offer**”) and/or pursuant to an exemption from the requirement to publish a prospectus for the offers of financial instruments as set out in the Prospectus Regulation.

Accordingly, any person making or intending to make an offer of financial instruments in a Relevant Member State other than a Permitted Public Offer may do so only where there is no requirement for the Company to publish a prospectus pursuant to Articles 1 or 3 of the Prospectus Regulation, respectively, or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in connection with such offer.

“Prospectus Regulation” refers to Regulation (EU) 2017/1129 (this Regulation as amended, together with any delegated acts and implementing measures) and Regulation (EU) 2017/1129 as transposed into UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”). This document does not constitute a prospectus under the terms of the Prospectus Regulation. A prospectus prepared pursuant to the Prospectus Regulation may be published in the future for the purpose of a public offer made only in Italy and/or the European Economic Area. Investors should not subscribe to any financial instrument referred to herein except on the basis of information contained in the relevant prospectus.

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; (letters (a)-(c) together, the “**MiFID II 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 pre-emptive subscription rights (the “**Rights**”) and the new ordinary shares (the “**New Shares**”) have been subject to a product approval process, which has determined that the Shares 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 (the “**Target Market Assessment**”).

Any person subsequently offering, selling or recommending the Rights and the New Shares (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 Rights and the New Shares (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 Rights and the New Shares (as defined in the offering materials) may decline and investors could lose all or part of their investment; the Rights and the New Shares offer no guaranteed income and no capital protection; an investment in the Rights and the New Shares 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.

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 joint global coordinators 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 Rights and the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Rights and the New Shares and determining appropriate distribution channels.

The joint global coordinators, their affiliates or any of their respective directors, officers or employees shall have no liability (whether for negligence or otherwise) arising out of, and make no representation or warranty, express or implied, as to the truth, accuracy or completeness of the information contained in this press release or any other information relating to the Company, its subsidiaries or affiliates, nor for any loss arising out of the use of this press release or its contents or in connection with it. No person other than the Company shall be deemed to be a client of the joint global coordinators in relation to the Capital Increase and the joint global coordinators shall not be responsible for providing any person with any safeguards or advice in relation to the Capital Increase, the contents of this release or any transaction, agreement or other matter referred to herein.





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The joint global coordinators are acting exclusively for the Company and for no-one else in connection with the Offering. The joint global coordinators will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than Company 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.

In relation to the Rights and the New Shares, each of the joint global coordinators and any of their respective affiliates may, acting as a principal position and only in that capacity, retain, exercise, purchase or sell for its own account a portion of the Rights and/or of the New Shares and/or of any securities of the Company or related investments and may offer or sell such securities or other investments, provided that such transactions are not related to any service provided by the joint global coordinators to the Company in the context of the Offering. In addition, the joint global coordinators and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Banks and any of their affiliates may from time to time acquire, hold or dispose of Rights or New Shares. The joint global coordinators do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

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