

## OVER-ALLOTMENT OPTION EXERCISE

### POST STABILISATION NOTICE

**Milan**, Italy, 25 December 2021 – Ariston Holding N.V. (“**Ariston**” or the “**Company**”), on the basis of the information disclosed by Mediobanca – Banca di Credito Finanziario S.p.A. (“**Mediobanca**”) acting as stabilisation manager on behalf of the underwriters in the context of the offering of ordinary shares of Ariston (the “**Offering**”), hereby gives notice that on 23 December 2021 the over-allotment option has been partially exercised for a total of n. 3,925,000 ordinary shares of the Company (the “**Option Shares**”) by Mediobanca (on behalf of the underwriters). With the exercise of the over-allotment option, the stabilization period ends with immediate effect.

The purchase price of the Option Shares is Euro 10.25 per share, equal to the offer price in the Offering, for an aggregate consideration of Euro 40,231,250. Settlement of over-allotment option will take place on 27 December 2021.

The Offering, including the Option Shares, amounts to a total of 82,193,292 shares, corresponding to approximately 25% of the Company’s outstanding issued shares.

Ariston gives also notice that, on the basis of the information disclosed by Mediobanca acting as stabilisation manager, Mediobanca has undertaken stabilisation activities (as defined under Article 3, paragraph 2, letter d), of the Market Abuse Regulation (EU/596/2014)) in relation to the offering of the securities as set out below.

| <b>Financial Instruments:</b>    |                                                                |
|----------------------------------|----------------------------------------------------------------|
| Issuer                           | Ariston Holding N.V.                                           |
| Financial Instrument             | Ordinary shares (ISIN: NL0015000N33)                           |
| Offer Size                       | 78,268,292 ordinary shares excluding the over-allotment option |
| Total aggregate amount purchased | 7,075,000 ordinary shares                                      |
| Stabilisation Manager            | Mediobanca – Banca di Credito Finanziario S.p.A.               |

Pursuant to Article 6, paragraph 3, of Commission Delegated Regulation (EU) 2016/1052 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures, Ariston, on the basis of the information disclosed by Mediobanca, hereby communicates that the stabilisation purchases began on 26 November 2021 and that the last stabilisation purchase took place on 23 December 2021.

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The chart below sets out the data on the stabilisation transactions carried out during the stabilisation period.

| Execution Date   | Aggregate number of ordinary shares purchased | Number of transactions | Price Range (Euro) | Trading Venue                   |
|------------------|-----------------------------------------------|------------------------|--------------------|---------------------------------|
| 26 November 2021 | 5,125,000                                     | 696                    | 9.845 - 10.250     | Borsa Italiana – Euronext Milan |
| 29 November 2021 | 429,181                                       | 96                     | 10.200 - 10.250    | Borsa Italiana – Euronext Milan |
| 30 November 2021 | 486,275                                       | 555                    | 10.200 - 10.250    | Borsa Italiana – Euronext Milan |
| 2 December 2021  | 178,035                                       | 130                    | 10.200 - 10.240    | Borsa Italiana – Euronext Milan |
| 3 December 2021  | 164,953                                       | 161                    | 10.120 - 10.240    | Borsa Italiana – Euronext Milan |
| 6 December 2021  | 108,118                                       | 91                     | 10.200 - 10.240    | Borsa Italiana – Euronext Milan |
| 7 December 2021  | 1,574                                         | 4                      | 10.240 - 10.240    | Borsa Italiana – Euronext Milan |
| 8 December 2021  | 15,762                                        | 5                      | 10.240 - 10.240    | Borsa Italiana – Euronext Milan |
| 10 December 2021 | 39,962                                        | 44                     | 10.200 - 10.240    | Borsa Italiana – Euronext Milan |
| 13 December 2021 | 53,315                                        | 83                     | 10.200 - 10.240    | Borsa Italiana – Euronext Milan |
| 14 December 2021 | 105,641                                       | 82                     | 10.200 - 10.240    | Borsa Italiana – Euronext Milan |
| 15 December 2021 | 53,728                                        | 101                    | 10.200 - 10.240    | Borsa Italiana – Euronext Milan |
| 17 December 2021 | 62,947                                        | 128                    | 9.780 – 9.790      | Borsa Italiana – Euronext Milan |
| 20 December 2021 | 130,519                                       | 196                    | 9.350 – 9.710      | Borsa Italiana – Euronext Milan |
| 21 December 2021 | 25,490                                        | 20                     | 9.600 – 9.700      | Borsa Italiana – Euronext Milan |
| 22 December 2021 | 1,000                                         | 6                      | 9.700 – 9.700      | Borsa Italiana – Euronext Milan |
| 23 December 2021 | 93,500                                        | 98                     | 9.930 – 10.140     | Borsa Italiana – Euronext Milan |

This press release is issued also on behalf of Mediobanca pursuant to Article 8, letter f) and Article 6, paragraph 3, of Commission Delegated Regulation (EU) 2016/1052.

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For more information about Ariston and the initial public offering, reference is made to the prospectus dated 17 November 2021. The prospectus is available free of charge on the corporate website of Ariston ([www.aristongroup.com](http://www.aristongroup.com)), subject to applicable securities laws.

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## CONTACTS

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This announcement does not contain, constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Shares have not been and will not be registered under the U.S. Securities Act of 1993, as amended (the "**U.S. Securities Act**"), and may not be offered or sold within the United States absent from registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register the Shares in the United States or to make a public offering of the Shares in the United States.

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 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 shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Shares and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 and includes any relevant delegated regulations.

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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 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 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 Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the 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.

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 (the "**Selling Shareholders**") that would permit an offer of 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.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

The banks acting as joint global coordinators, joint bookrunners and/or stabilising manager in the context of the Offering (the "**Underwriters**") are acting exclusively for the Company and the Selling Shareholders and no one else in connection with the offering of the Ariston's shares (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.

None of the Underwriters or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the Group, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Underwriters and each of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person disclaim, to the fullest extent permitted by applicable law,

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In connection with the Offering, each of the Underwriters and any of their affiliates, may take up a portion of the Shares in the Offering as a principal position and, in that capacity, may retain, purchase, sell, offer to sell for its own account such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. In addition, each of the Underwriters and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which each of the Underwriters and any of their affiliates may from time to time acquire, hold or dispose of Shares. None of the Underwriters or their affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

#### **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**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the securities referred to herein 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. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the transaction. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties.

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