

March 4, 2022

EXECUTION OF CAPITAL INCREASE; START OF SELL-TO-COVER PROCESS

Ariston Holding N.V. (“**Ariston**” or the “**Company**”) announces the new share capital of the Company following the execution of the capital increase of no. 1,155,433 new ordinary shares (“**New Shares**”) issued in favour of certain beneficiaries of the 2016-2018 phantom stock option incentive plans (“**2016-2018 LTI Plans**”).

Upon admission to listing and trading of the Company’s ordinary shares on Euronext Milan (“**Ordinary Shares**”) – a regulated market organised and managed by Borsa Italiana S.p.A. – (“**Admission**”) certain beneficiaries choose to convert their phantom stock related to the 2016-2018 LTI Plans into Ordinary Share at the Admission price of € 10.25 per share (“**Beneficiaries**”). As disclosed in the prospectus for the Admission, the Company paid out the New Shares by offsetting the original payment obligation for the 2016-2018 LTI Plans.

Beneficiaries include Paolo Merloni, Executive Chairman of the Company, who was granted with no. 483,584 Ordinary Shares, and Laurent Jacquemin, CEO of the Company, who was granted with 347,817 Ordinary Shares (“**PDMR Beneficiaries**”).

The Company, on behalf of all the Beneficiaries collectively, has instructed Global Shares to proceed to the sale of a portion of New Shares for an approximate amount of € 4.8 million in order to fulfill the tax obligations arising upon Beneficiaries from the grant of shares under the 2016-2018 LTI Plans (“**Sell-to-Cover Program**”).

The sale, beginning on March 7, has been communicated to the Dutch Authority for Financial Markets (AFM) and will be conducted on behalf of the Beneficiaries by Global Shares, at its discretion, pursuant to applicable Market Abuse Regulations to avoid or minimize any effect on the markets. The duration of the Sell-to-Cover Program and the average selling price may vary on the basis of daily trading volumes, and cannot be predicted.

To this extent, a press release will be issued upon completion of the Sale-to-Cover Program, including the summarized data for the sale and details of the number of shares sold by the PDMR Beneficiaries.

The share capital composition before and after the Capital Increase is shown in the table below.

	BEFORE CAPITAL INCREASE	AFTER CAPITAL INCREASE
ORDINARY SHARES	104,268,292	105,423,725
MULTIPLE VOTING SHARES (20 VOTES EACH)	225,000,000	225,000,000
TOTAL	329,268,292	330,423,725

Pursuant to the statutory cap on the voting rights of certain shareholders (see Art. 25.1 of the Company’s articles of association), the table shows the new distribution of voting rights following the Capital Increase.

	VOTING RIGHTS	% ON TOTAL
Merloni Holding S.p.A. (*)	834,955,902	73.95%
Amaranta S.r.l. (*)	210,847,450	18.67%
Market (**)	83,348,725	7.38%
TOTAL	1,129,152,077	100%

(*) Merloni Holding S.p.A. and Amaranta S.r.l. are subject to the limitations set forth in the Articles of Association concerning the exercise of voting rights.
 (**) 483,584 Ordinary Shares directly held by Paolo Merloni are included in the «market» component.

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