



Press release

Extraordinary Meeting of Indel B Shareholders approves an amendment to the resolution to increase share capital following the acquisition of 100% of Autoclima S.p.A.

Sant'Agata Feltria (Rimini), 6 September 2017 - Indel B S.p.A. – company listed on the MTA managed by Borsa Italiana and parent of a group active in the production of refrigeration systems for mobility and mobile living and for the automotive, hospitality and leisure time markets (yachting and recreational vehicles) – communicates that the Extraordinary Shareholders' Meeting, held today under the chairmanship of Luca Bora, resolved to amend the resolution to increase share capital by a maximum amount of Euro 1,300,000 plus premium, with the exclusion of pre-emption rights pursuant to art. 2441, para. 5, of the Italian Civil Code, which was adopted on 7 March 2017. With regard to the above capital increase, an amount of Euro 1,000,000 plus premium has already been subscribed and paid in by Qualified Investors, in the context of the institutional placement arranged ahead of the listing of the shares in the Company on the MTA, and an amount of Euro 300,000 plus premium therefore remains available.

The original resolution was adopted following signature of the preliminary contract for the strategic acquisition of 100% of the shares in Autoclima S.p.A., which will be completed by using the amounts obtained from the issue of New Shares consequent to the capital increase authorised at the Extraordinary Meeting held on 7 March 2017.

Taking into account the strategic nature of the operation, the size of the capital increase, the fact that the increase is still open for subscriptions and that three of the current shareholders of Autoclima have expressed interest in subscribing to the capital increase of Indel B, the earlier resolution adopted on 7 March 2017 was amended today so that the New Shares can also be offered to subscribers, such as the shareholders of Autoclima S.p.A., that are identified as “non-Qualified Investors”.

The New Shares, comprising in total 100,000 ordinary shares in the Company without par value, will have the same characteristics as those already issued and will guarantee their holders the same rights as the existing ordinary shares in the Company.

The issue price of the New Shares - consistent with the criteria adopted previously to determine the share price following the listing process that was completed recently - was determined to be Euro 25 per share, of which Euro 1.00 to be allocated to share capital and Euro 24.00 to share premium. This price was quantified in compliance with the mandate granted at the above Shareholders' Meeting, which envisages the possibility of issuing new shares to third parties, even following completion of the listing process, at a price not lower than the IPO price which, it will be recalled, was set at Euro 23 per share.

The offer of the New Shares will be exempt from the obligation to offer them to the public and to publish a prospectus, pursuant to art. 34-ter, para. 1, letter a) and art. 57, para. 1, letter a) of Consob Regulation 11971/1999.

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This communication is available in the Investor relations section of the Company's website www.indelbgroup.com

Indel B S.p.A. is a company listed on the MTA segment of Borsa Italiana and controlled by AMP.FIN S.r.l. which, in turn, is wholly owned by the Berloni family. Indel B S.p.A. is the parent of a major Group operating worldwide, which has been active for 50 years in the fields of mobile refrigeration for the automotive and leisure time sectors and refrigeration for the hospitality market. The Company is also present in the "parked" air conditioning sector for industrial vehicles and in cooling appliances, which mainly comprise wine cellars and small refrigerators for the storage of milk. The Company has a market capitalisation of Euro 150 million.

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