

Informazione Regolamentata n. 20073-24-2025	Data/Ora Inizio Diffusione 30 Luglio 2025 11:47:59	Euronext Star Milan
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Societa' : LU-VE

Identificativo Informazione : 208524
Regolamentata

Utenza - referente : LUVEN04 - Silva Barbara

Tipologia : 3.1

Data/Ora Ricezione : 30 Luglio 2025 11:47:59

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Oggetto : ENHANCED INCREASED VOTING RIGHTS:
NO DECLARATION OF WITHDRAWAL

Testo del comunicato

Vedi allegato



PRESS RELEASE

ADOPTION OF ENHANCED INCREASED VOTING RIGHTS: NO DECLARATION OF WITHDRAWAL FROM SHAREHOLDERS

- **Full effectiveness of the shareholders' resolution to strengthen the increased voting rights for the failure to meet the termination conditions.**

Uboldo (VA), 30 July 2025 – With reference to the approval on 1 July 2025 by the Extraordinary Shareholders' Meeting of the proposed amendments to art. 6 *bis* ("*Increase in voting rights*") of the Articles of Association aimed at introducing, *inter alia*, the enhancement of the increased voting rights, LU-VE S.p.A. ("**LU-VE**" or the "**Company**") informs that, in the period for exercising the right of withdrawal, between 3 July 2025 and 18 July 2025 (inclusive), the Company has not received any Declaration of Withdrawal from the entitled shareholders.

As already communicated, the effectiveness of the resolution on the proposed amendments to the Articles of Association, to introduce the enhancement of the increased voting rights, would have ceased if even one of the following termination conditions was met:

- (i) the amount of cash to be paid by LU-VE to the Withdrawing Shareholders, exceeds a total amount of Euro 25,000,000.00; and/or
- (ii) any positive difference between (x) the liquidation price per share to be paid to said to the Withdrawing Shareholders (equal to Euro 28.82 and (y) the closing price of the Shares on the last day of the offer period, multiplied by the number of Shares subject to withdrawal to be purchased by LU-VE, exceeds a total amount of Euro 5,000,000.00.

Since no shareholder exercised the right of withdrawal within the dedicated period, the termination conditions indicated were not met. As a result, the shareholders' resolution to amend the Articles of Association adopted on 1 July became definitively effective and the enhancement of the increased voting rights approved by the Shareholders' Meeting is therefore fully implemented in the bylaws, with effect from 3 July 2025, date of registration of the aforementioned resolution with the Varese Companies' Register.

For complete information on the amendment of Article 6 *bis* of the Articles of Association, please refer to the Directors' Explanatory Report on the item on the agenda of the Extraordinary Shareholders' Meeting of 1 July 2025 and to the additional documentation prepared in this regard, including the press releases and the notice containing information relating to the exercise of the right of withdrawal, available on the website www.luvegroup.com (section "*Investor*" - "*Corporate Governance & Shareholders*" – "*For Shareholders*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting 1 July 2025*") and on the authorized storage mechanism called *eMarket Storage* available at www.emarketstorage.com.



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LU-VE Group is one of the world's leading industrial companies specializing in the design and manufacture of highly engineered air heat exchangers and high-efficiency cooling systems for commercial, industrial and technological applications. Founded in 1986, it has grown to become a global player in the HVACR industry, and is known for its strong commitment to innovation. LU-VE Group has a network of 20 production plants (in 9 countries) and 35 sales offices in Europe, Asia and North America, serving customers in over 100 countries. The company's portfolio includes air heat exchangers, condensers, dry coolers, ventilated units, and glass doors for refrigerated cabinets and cabinets, with applications ranging from cold chain and data center cooling to industrial refrigeration, power generation, mobile applications, and air conditioning. The strength of the Group lies in over 4,000 highly qualified people. LU-VE Group is very committed to R&D and actively cooperates with numerous universities around the world, to drive innovation and provide advanced heat transfer solutions. Listed on the Italian Stock Exchange since 2015. www.luvegroup.com

Fine Comunicato n.20073-24-2025	Numero di Pagine: 4
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