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Carraro Group

CAPITAL INCREASE: SUBSCRIPTION RIGHTS PERIOD CLOSED, 99,684% SUBSCRIBED FOR AN OVERALL VALUE OF 53.657.842,32 EUROS

Campodarsego (Padua), 26 May 2017 – Carraro S.p.A. hereby informs that today the offer of subscription rights to shareholders (the “**Subscription Rights Offer**”) of a maximum of 33,726,630 newly issued Carraro ordinary shares (or category B shares, at the discretion of each subscriber), arising from the capital increase against payment resolved by the Extraordinary Shareholders' Meeting of 27 June 2016 (the “**Shares Offered**”), closed.

During the Subscription Rights Offer period, opened on 8 May 2017 and closed on 26 May 2017, included, (the “**Offer Period**”), 43.225.974 subscription rights were exercised for the subscription of 33.620.202 Shares Offered, equal to 99,684% of the total Shares Offered, for a total value of 53.657.842,32 Euros, broken down as follows:

- 30.345.966 ordinary shares, having the same characteristics as those in circulation, normal dividend;
- 3.274.236 category B shares, without voting rights and not listed, normal dividend.

At the end of the Offer Period 136.836 subscription rights entitling to the subscription of 106.428 Shares Offered, for a total value of 169.859,09 Euros, had not been exercised.

The subscription rights not exercised during the Offer Period (the “**Unsubscribed Rights**”) will be offered on the stock exchange by the Issuer through Intermonte SIM S.p.A. on the trading days of 31 May and 1, 2, 5 and 6 June 2017, barring early closure (the “**Stock Exchange Offer**”).

During the first trading day the full quantity of Unsubscribed Rights will be offered; on the trading days subsequent to the first, any Unsubscribed Rights not placed on the previous trading days will be offered.

Please note that these subscription rights may be used to subscribe newly issued Carraro ordinary shares (or category B shares, at the discretion of each subscriber), with a nominal value of 0.52 Euros each, normal dividend, at a price of 1.596 Euros per share, with a subscription ratio of 9 new shares for every 7 subscription rights exercised. Exercising rights within the scope of the Stock Exchange Offer and consequently subscription of newly issued Carraro ordinary shares (or category B shares) must be carried out through authorised intermediaries participating in the centralised management system managed by Monte Titoli, under penalty of forfeiture, no later than 7 June 2017, with equal value date, unless the Stock Exchange Offer closes early following the sale of all the rights offered on 31 May or 1 June 2017.

In the event of early closure of the Stock Exchange Offer, the exercise of rights acquired within the scope of said offer must be made in advance, under penalty of forfeiture, no later than the third trading day following the date of communication from the early closure, and therefore:

- no later than 5 June 2017, with equal value date, in the event of early closure on 31 May 2017;
- no later than 6 June 2017, with equal value date, in the event of early closure on 1 June 2017;

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The Subscription Rights Offer prospectus is available to the public in electronic form on the website www.carraro.it as well as at the registered office of the Issuer in Campodarsego, Via Olmo 37.

This release is available on the Carraro website at www.carraro.it.

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Carraro is an international group, leader in transmission systems for off-highway vehicles and specialised tractors, with consolidated turnover in 2016 of 593.7 million Euros.

The Group's activities are divided into two Business Areas:

– **Drivelines**

Through the subsidiaries Carraro Drive Tech and SIAP, the Group designs, manufactures and sells transmission systems (axles, transmissions and drives) mainly for agricultural and construction equipment, and also markets a wide range of gears for very diverse sectors, from the automotive industry to material handling, agricultural applications and construction equipment.

– **Tractors**

Through the subsidiary Carraro Agritalia, the Group designs and manufactures special tractors (for vineyards and orchards from 60 to 100 hp) for third-party brands, namely John Deere, Massey Ferguson and Claas, as well as a specialist own-brand range; Agritalia also provides engineering services for the design of innovative tractor ranges.

The Group's holding company, Carraro SpA, has been listed on the Italian Stock Exchange since 1995 (CARR.MI) and has its headquarters in Campodarsego (Padua). As at 31.03.2017, the Group has 3,042 employees – of which 1,345 based in Italy – and manufacturing facilities in Italy (4), India (2), China, Argentina, and Brazil. For additional information visit carraro.com.

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