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Carraro Group:

Prospectus for the capital increase approved by CONSOB

Offer of subscription rights from 8 May 2017 to 26 May 2017

20.46% discount on TERP

Campodarsego (Padua), 4 May 2017 –

Further to what has already been announced on 2 May 2017, Carraro S.p.A. (the "**Company**") announced today that it has obtained from Consob, with a note of 3 May 2017, Protocol No. 0062163/17, approval for publication of the prospectus (the "**Prospectus**") for the subscription of a maximum of 33,726,630 newly issued common shares (or Class B shares, at the discretion of each subscriber) with a nominal value of €0.52 each (the "**Offer**") and for listing of the newly issued shares.

It is confirmed that the Offer will start on 8 May 2017 and will end on 26 May 2017, included, and that the subscription rights will be available for trading from 8 May 2017 to 22 May 2017 included.

It is also confirmed that, as a result of the issue by Consob of the aforesaid provision, the resolutions passed by the Company's Board of Directors with regard to the conditions of the Offer, for which reference is made to the press release of 2 May 2017, have become definitively effective.

It is recalled that the Offer price has been set at €1.596 per share. This price incorporates a discount of 20.46% compared to the TERP or Theoretical Ex Right Price of Carraro ordinary shares, calculated in accordance with current methodologies, based on the closing price of 3 May 2017.

The public will be notified of publication of the Prospectus in the manner and with the deadlines provided for by applicable laws and regulations, by publication of a specific notice.

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:

– **Drive systems**

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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