



# SPAFID CONNECT

Informazione Regolamentata n. 0079-28-2019	Data/Ora Ricezione 29 Aprile 2019 12:33:35	MTA
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Societa' : C.I.R.  
Identificativo : 117547  
Informazione  
Regolamentata  
Nome utilizzatore : CIRNSS01 - MASSIMO SEGRE  
Tipologia : REGEM; 3.1; 1.1  
Data/Ora Ricezione : 29 Aprile 2019 12:33:35  
Data/Ora Inizio : 29 Aprile 2019 12:33:36  
Diffusione presunta  
Oggetto : CIR SPA - Financial Statements for 2018  
approved, dividend of 0,039 per share

*Testo del comunicato*

Vedi allegato.

### *Annual General Meeting of the Shareholders*

## **CIR: FINANCIAL STATEMENTS FOR 2018 APPROVED, DIVIDEND OF € 0.039 PER SHARE**

*Milan, April 29 2019* – The **Annual General Meeting of the Shareholders of CIR-Compagnie Industriali Riunite S.p.A.** met today in Milan under the **chairmanship of Rodolfo De Benedetti**.

### **Approval of the Financial Statements for 2018**

The Shareholders' Meeting **approved the Financial Statements for the year 2018**. The **CIR** group closed the year with **consolidated revenues of € 2,817.4 million** (+2.3% compared to € 2,754.2 million in 2017; +5.2% at constant exchange rates) and **EBITDA of € 306 million** (-7.5% compared to € 330.9 million). The **consolidated net result** of the group was a positive **€ 12.9 million** versus a loss of € 5.9 million in 2017. As was the case in 2017, when the net result of the group was impacted by the extraordinary charge incurred by *GEDI* for the settlement of a tax dispute for events going back to 1991, in 2018 there were again non-recurring charges in the investee *GEDI*, due to organizational restructuring and write-downs of goodwill and equity investments after impairment tests had been conducted. Without considering these items, the net result would have been € 33.7 million. The **parent company of the group, CIR S.p.A.**, closed the year 2018 with net income of **€ 14.2 million** compared to a net loss of € 49 million in 2017.

The Annual General Meeting of the Shareholders approved the **distribution of a dividend of € 0.039 per share**. The dividend will be paid out on May 22 2019 with detachment of coupon no. 25 on May 20 and record date May 21.

### **Authorization to buy back own shares and Stock Grant Plan**

The Shareholders then renewed, for a period of 18 months, their authorization of the Board of Directors to buy back a maximum of 5.75 million own shares, up to the limit of 20% of the share capital, at a unit price that may not be more than 10% higher or lower than the price recorded by the shares on regulated markets on the trading day preceding each individual transaction or the date on which the price is fixed. In any case, when the purchases are made in the regulated market, the price must not exceed the higher of the price of the last independent transaction and the highest current independent bid price in the same market, all in accordance with what is established by EU Commission Delegated Regulation no. 2016/1052.

The main reasons why this authorization has been renewed are the following: to fulfil obligations resulting from any stock option plans or other awards of shares of the company to employees or members of the Board of Directors of CIR, its subsidiaries or its parent company; to fulfil any obligations resulting from debt instruments that are convertible into or exchangeable with equity instruments; to have a portfolio of own shares to use as consideration for any possible extraordinary transactions, even those involving an exchange of equity holdings, with other entities within the scope of transactions of interest to the company (a stock of

securities); to support the liquidity of the shares in the market; to take advantage of opportunities for creating value, and to invest liquidity efficiently with regard to market trends; for any other purpose qualified by the competent Authorities as admitted market practice in accordance with applicable European or domestic rules, and with the procedures established therein.

The Shareholders voted in favour of the first section of the Compensation Report and approved the Stock Grant Plan for 2019 aimed at directors and/or executives of the company, its subsidiaries and its parent company for a total maximum of 2,200,000 conditional rights, each of which will give the beneficiaries the right to receive 1 CIR share free of charge. The shares assigned will be made available by drawing upon the own shares held by the company as treasury stock

The Shareholders' Meeting also appointed Francesca Pasinelli, who was co-opted to the Board on June 4 2018, as a member of the Board of Directors.

#### **Renewal of powers of the Board of Directors**

In an extraordinary session of the General Meeting, the Shareholders renewed the powers delegated to the Board of Directors for capital increases up to a maximum amount of € 500 million, for capital increases in favour of directors and employees of the Company, its subsidiaries and its parent company, for a maximum amount of € 11 million, and the power to issue convertible bonds or bonds with warrants attached, even without the option right and in this case in favour of institutional investors.

#### **Meeting of the Board of Directors**

After the AGM, the Board of Directors of CIR S.p.A, on the strength of the powers given to it by the Annual General Meeting of the Shareholders, implemented Stock Grant 2019 by assigning 2,043,060 rights.

Lastly, although its authorization to buy back own shares was renewed, the Board decided not to go ahead with a new share buyback programme in line with what was announced in the press release about the plan to merge CIR into COFIDE (March 11 2019).

Fine Comunicato n.0079-28

Numero di Pagine: 4