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Societa' : SICIT GROUP

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Nome utilizzatore : SICITGROUPN01 - Simionati

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Diffusione presunta

Oggetto : Final results of the Voluntary tender offer
launched by Circular BidCo S.p.A. on all of
the ordinary shares and Reopening of the
terms

Testo del comunicato

Vedi allegato.

PRESS RELEASE

Final results of the Voluntary tender offer launched by Circular BidCo S.p.A. on all of the ordinary shares of SICIT Group S.p.A. and Reopening of the terms

Milan, July 15, 2021 – With reference to the voluntary tender offer pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree 58/1998 (“**TUF**”) on all of the ordinary shares of SICIT Group S.p.A. (the “**Issuer**”), launched, on May 6, 2021, by Circular BidCo S.p.A. (the “**Offeror**”) by means of filing the offer document pursuant to and for the purposes of Article 102, paragraph 3, of the TUF and Article 37-ter of the Issuers’ Regulations, the Offeror announces what follows pursuant to the provisions of Article 41, paragraph 6, of Regulation no. 11971 of 14 May 1999 (the “**Issuers’ Regulations**”).

Unless otherwise defined in this press release, capitalized terms shall have the meaning given to them in the following documents, to which full reference is made: (i) the offer document approved by Consob by way of resolution no. 21881 of June 4, 2021 (the “**Offer Document**”); (ii) the press release relating to the amendments to the Offer, issued on July 6, 2021 (the “**Increase Press Release**”); (iii) the press release relating to the provisional results of the Offer, issued on July 11, 2021 (the “**Provisional Results Release**”); and (iv) the press release relating to the fulfilment of the MAC Condition and the Charges Condition, issued on July 14, 2021, available, *inter alia*, on the website of the Offeror (www.opasicit.it), of the Issuer (www.sicitgroup.com) and of the Global Information Agent Morrow Sodali S.p.A. (www.morrowsodali-transactions.com)

1. FINAL RESULTS OF THE OFFER

On the basis of the final results communicated by Intesa Sanpaolo S.p.A. – also on behalf of the intermediary responsible for the coordination of the collection of the shares tendered to the Offer – during the Acceptance Period, as extended by the Increase Press Release, which ended on July 9, 2021, no. 19,059,525 Shares have been tendered to the Offer, corresponding to 84.38% of the Shares Subject of the Offer and, therefore, the corporate capital of the Issuer, for an overall amount equal to Euro 320,200,020.00.

The total amount of Shares tendered to the Offer during the Acceptance Period, as extended by the Increase Press Release, is consistent with the provisional results disclosed by the Offeror on July 11, 2021 in the Provisional Results Release.

In addition to the information included in the Provisional Results Release, the Offeror has purchased Shares of the Issuer on the market in the period between the closing date of the Acceptance Period (as extended by the Increase Press Release) and today, for a total no. of 875,288 Shares, equal to 3.88% of the Issuer’s share capital (the “**Market Purchased Shares**”), for a price equal to the New Consideration (i.e. Euro 16.80 per Share).

It should be noted that the Persons Acting in Concert did not purchase any Issuer’s share on the market between the Date of the Offer Document and today’s date.

Therefore, taking into account the no. 19,059,525 Shares which have been tendered to the Offer and the Market Purchased Shares; after completion of the Offer, the Offeror will own 88.26% of the share capital of the Issuer which would allow the Offeror to achieve the Delisting of the Issuer by means of the Merger, in accordance with the terms of the Offer Document.

Furthermore, as already communicated by the Offeror on July 14, 2021, the Offer has become fully effective following the waiver of the Threshold Condition and the fulfilment of all the remaining Conditions of the Offer. With particular reference to the Threshold Condition, it should be noted that the Offeror has waived the

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Threshold Condition, on the basis of the prior consent given by Intesa Holding S.p.A. and NB Renaissance Partners Holdings S.à r.l., identifying as the reason for such decision the fact that, with regard to the percentage of Shares tendered to the Offer, the renouncement is in line with the future objectives of the Offeror as disclosed in the Offer Document and, in particular, with the achievement of the objective of Delisting by means of the Merger.

On Friday July 16, 2021, therefore, the Offeror will pay to each shareholder who has tendered its share to the Offer the consideration due by the Offeror for each Share tendered during the Acceptance Period, equal to the New Consideration (i.e. Euro 16.80 per Share), against the simultaneous transfer of the ownership in favour of the Offeror of all the Shares tendered to the Offer during the Acceptance Period.

2. REOPENING OF THE TERMS

The Offeror also informs that, in light of the final results of the Offer, the conditions provided by law for the occurrence of the Purchase Obligation under Article 108, paragraph 2, of the TUF have not been met. However, since the Offeror has renounced the Threshold Condition, as mentioned above, and the condition under Article 40-*bis*, paragraph 1, letter a), of the Issuers' Regulations has therefore occurred, the Reopening of the Terms will apply on the dates identified pursuant to the Increase Press Release. Therefore, by the Trading Day following the New Payment Date (i.e., July 16, 2021), the Acceptance Period will be reopened for 5 Trading Days (namely, for the sessions of July 19, 20, 21, 22 and 23, 2021).

On Friday July 30, 2021, therefore, the Offeror will pay to each shareholder who has tendered its Shares during the Reopening of the Terms the consideration due by such Offeror for each Share tendered during the Reopening of the Terms, equal to the New Consideration (i.e. Euro 16.80 per Share), against the simultaneous transfer of the ownership in favour of the Offeror of all the Shares tendered during the Reopening of the Terms.

Fine Comunicato n.20107-129

Numero di Pagine: 4