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Informazione Regolamentata n. 0097-45-2021	Data/Ora Ricezione 29 Luglio 2021 20:31:52	MTA
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Societa' : CIR SPA - COMPAGNIE INDUSTRIALI
RIUNITE

Identificativo : 150507

Informazione
Regolamentata

Nome utilizzatore : COFIDEN03 - Speciale

Tipologia : REGEM

Data/Ora Ricezione : 29 Luglio 2021 20:31:52

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Diffusione presunta

Oggetto : CIR: 205,8 million shares tendered,
allocation coefficient approx. 76,2%

Testo del comunicato

Vedi allegato.

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PRESS RELEASE PURSUANT TO ARTICLE 36 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF MAY 14, 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE “RULES FOR ISSUERS”).

PROVISIONAL RESULTS OF THE VOLUNTARY PARTIAL PUBLIC TENDER OFFER PROMOTED BY CIR S.P.A. CONCERNING A MAXIMUM OF 156,862,745 ORDINARY SHARES OF CIR S.P.A.

205,8 million shares tendered, allocation coefficient approx. 76,2%

Based on the provisional results available at the end of the Offer Period, the tender offer launched by CIR on 156,9 million own shares gathered tenders for a total of 205,8 million shares. Given that the maximum number of shares subject to the Offer was exceeded, a pro-rata allocation will take place, based on a coefficient that is provisionally calculated at 76,2%.

Given the above provisional results, CIR will hold approximately 14.1% of its own share capital.

Milan, July 29 2021 - With reference to the voluntary partial public S.p.A. - Compagnie Industriali Riunite (“CIR” or the “Offeror” or the “Issuer”) pursuant to Articles 102 and following of Legislative Decree no. 58 of February 24, 1998, as amended and supplemented (“TUF”), for a maximum number of 156,862,745 shares with no par value (the “Tender Offer”), the Offeror hereby announces that today the acceptance the Tender Offer (the “Acceptance Period”) has come to an end.

Capitalized terms not otherwise defined in this press release have the same meaning ascribed to them in the tender offer document filed with Consob on May 31, 2021, re-filed on June 10, 2021 and on June 14, 2021 and approved by Consob pursuant to Article 102, paragraph 4, of the TUF by resolution No. 21898 of June 15, 2021 (the “Tender Offer Document”).

The Tender Offer was launched on a maximum number of 156,862,745 Issuer’s Shares, listed on the MTA, identified by the identification codes (i) ISIN IT0000070786, (ii) XXITV0000172, (iii) XITV0000180 and (iv) ISIN IT0005241762, amounting to 12.282% of the Issuer’s share capital. The Purchase Price for each Share tendered to the Tender Offer and purchased is equal to Euro 0.51.

On the basis of the provisional results of the Tender Offer, communicated by UniCredit Bank AG, as Intermediary in Charge of Coordinating the Collection of Acceptances, no. 205,782,739 Shares were tendered to the Tender Offer during the Acceptance Period, equal to

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approximately 131.2% of the Shares Subject to the Tender Offer and to approximately 16.1% of the Issuer's share capital.

Based on the provisional results of the Tender Offer, since the number of Shares tendered to the Tender Offer exceeds the Maximum Number of Shares Subject to the Tender Offer, the Shares tendered to the Tender Offer will be allocated in accordance with the Allocation Mechanism, *i.e.* on a *pro-rata* basis, according to which the Offeror will purchase from each Shareholder who tendered his/her Shares to the Tender Offer the same proportion (equal to the Allocation Coefficient) of such Shares.

Given the provisional results of the Tender Offer, the provisional Allocation Coefficient is 76,2%.

Please note that the effectiveness of the Tender Offer is subject to (A) the non-occurrence, by the first Trading Day following the end of the Acceptance Period, of (i) extraordinary events or situations at a national and/or international level involving serious changes in the political, financial, economic, currency or market situation not already determined as at the date of publication of the Tender Offer Document and that have a materially detrimental effect on the Tender Offer, on the conditions of the business and/or on the economic and/or financial conditions (ii) acts, facts, circumstances, events or situations not already determined as at the date of publication of the Tender Offer Document and such as to have a materially detrimental effect on the Tender Offer, on the terms and conditions of the business and/or on the equity, economic or financial position of CIR and/or the CIR Group, as resulting from the consolidated financial statements for the year 2020 and/or (B) the non-adoption and/or non-publication, by the first Trading Day after the end of the Acceptance Period, by institutions, bodies or authorities having jurisdiction, of any legislative, administrative (including tender offer obligations under Articles 106 and following of the TUF) or judicial act or measure that would preclude, limit or make more onerous, in whole or in part, even on a transitional basis, the possibility for CIR and/or the CIR Group to carry out the Tender Offer ((A) and (B), jointly, the "**Conditions of Effectiveness of the Tender Offer** ").

The Offeror may waive, or modify in terms, at any time and at its sole discretion, in whole or in part, the Conditions of Effectiveness of the Tender Offer within the limits and according to the procedures set out in article 43 of the Rules for Issuers.

The fulfilment or non-fulfilment of the Conditions of Effectiveness of the Tender Offer or any decision to waive them will be announced in the press release that will be disclosed by the Issuer by 7:59 a.m. on August 2, 2021, while the effectiveness, the final results of the Tender Offer and the final Allocation Coefficient will be announced in the press release that will be disclosed by the Offeror by 7:59 a.m. of August 5, 2021, *i.e.* the Trading Day prior to the Payment Date, pursuant to Article 41, paragraph 6, of the Rules for Issuers, on CIR's website (www.cirgroup.it in the dedicated area "*Governance/Partial voluntary tender offer*") and in accordance with the other procedures provided for under Article 38, paragraph 2, of the Rules for Issuers.

The Purchase Price due to the shareholders holding the Shares tendered to the Tender Offer during the Acceptance Period and purchased, equal to Euro 0.51 per Share, will be paid to the tendering shareholders on August 6, 2021, corresponding to the sixth Trading Day following the end of the Acceptance Period, against the simultaneous transfer of ownership rights of such Shares to the Offeror.

Given that, on the basis of provisional figures relating to the Tender Offer, the Issuer would acquire 156,862,745 Shares, and taking into account the 23,415,324 Shares of CIR held by the Offeror as of today, corresponding to 1.8% of the share capital of CIR, the Offeror will hold the overall number of 180,278,069 Shares, equal to approximately 14.1% of the share capital of the Issuer, as a result of the Tender Offer.

During the Acceptance Period, the Offeror did not make any purchases, either directly or indirectly, of CIR's Shares outside of the Tender Offer.

Fine Comunicato n.0097-45

Numero di Pagine: 5