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CONNECT

Informazione Regolamentata n. 0097-47-2021	Data/Ora Ricezione 01 Agosto 2021 20:10:05	MTA
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Societa' : CIR SPA - COMPAGNIE INDUSTRIALI
RIUNITE

Identificativo : 150625

Informazione

Regolamentata

Nome utilizzatore : COFIDEN03 - Speciale

Tipologia : REGEM

Data/Ora Ricezione : 01 Agosto 2021 20:10:05

Data/Ora Inizio : 01 Agosto 2021 20:10:06

Diffusione presunta

Oggetto : Satisfaction of conditions precedent

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”).

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.

Satisfaction of conditions precedent

Milan, August 1 2021 - With reference to the voluntary partial public tender offer launched by CIR 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 the following.

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.

Pursuant to paragraph A.1 of the Tender Offer Document, it should be noted that the effectiveness of the Tender Offer was 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

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

The Offeror announces that the Conditions of Effectiveness of the Tender Offer have been satisfied, since none of the adverse events set out in the Conditions of Effectiveness of the Tender Offer has occurred.

In accordance with the Tender Offer Document, please finally note that the Tender Offer is not conditional upon a minimum number of Shares being tendered.

The final results of the Tender Offer and the 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.

Fine Comunicato n.0097-47

Numero di Pagine: 4