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Informazione Regolamentata n. 0097-52-2021	Data/Ora Ricezione 05 Agosto 2021 07:49:27	MTA
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Societa' : CIR SPA - COMPAGNIE INDUSTRIALI
RIUNITE

Identificativo : 150861

Informazione
Regolamentata

Nome utilizzatore : COFIDEN03 - Speciale

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Data/Ora Ricezione : 05 Agosto 2021 07:49:27

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Diffusione presunta

Oggetto : CIR: final results of the voluntary public
tender offer

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”).

FINAL 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.

Milan, August 5 2021 – With reference to the voluntary partial public tender offer promoted by CIR S.p.A. – Compagnie Industriali Riunite (“**CIR**” or the “**Offeror**” or the “**Issuer**”) pursuant to Article 102 and following articles of Legislative Decree no. 58 of February 24 1998, as subsequently amended and supplemented (the “**TUF**”), for a maximum of 156,862,745 ordinary shares of the Issuer with no par value (the “**Offer**”), the Offeror hereby announces the final results of the same.

Capitalized terms not otherwise defined in this press release have the same meaning assigned to them in the tender offer document approved by Consob with resolution no. 21898 of June 15 2021 and published on June 17 2021 (the “**Offer Document**”).

The Tender Offer was launched on a maximum of 156,862,745 of the 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 Offer and purchased is equal to Euro 0.51.

Definitive results of the Offer and Allocation Coefficient

On the basis of the definitive results of the Tender Offer, communicated by UniCredit Bank AG, as the Intermediary Appointed to Coordinate the Collection of the Tenders, 205,782,739 Shares were tendered during the Acceptance Period, equal to approximately 131.2% of the Shares Eligible for Tender and approximately 16.1% of the Issuer’s share capital.

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

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On the basis of the definitive results of the Offer, the Allocation Coefficient is 76.227% and on application of the said coefficient after rounding up/down, on the Payment Date the Offeror will purchase 156,861,838 Shares, corresponding to 12.282% of the share capital, for a total amount of Euro 79,999,537.38.

Taking into account the 156,861,838 Shares that the Offeror will purchase on completion of the Offer and the 22,675,049 CIR Shares already held by the same as of today (down from the 23,415,324 own Shares held by the Issuer at July 28 2021 after the assignment of Shares to beneficiaries of stock grant plans approved by the Issuer on exercise by the said beneficiaries of units that vested on August 2 2021), on the outcome and as an effect of the Tender Offer CIR will be holding a total of 179,536,887 Shares, equal to approximately 14.057% of the Issuer's share capital and, therefore, a number of Shares amounting to less than one fifth of the share capital.

The Conditions for the Offer to be Effective have been met and the Offer is thus effective

In accordance with the terms of the Offer Document, the effectiveness of the Offer is not dependent on reaching a minimum number of acceptances.

It should be remembered that on August 1 2021 the Offeror announced that the Conditions for the Offer to be Effective stated in the Offer Document had been fulfilled.

The Offer is therefore effective.

Payment of the Price

On the Payment Date, i.e. August 6 2021, corresponding to the sixth Trading Day after the end of the Acceptance Period, the Offeror will take from each Tenderer a number of Shares resulting from the product of (a) the number of Shares tendered in acceptance of the Offer and (b) the Allocation Coefficient, rounding the result down to the nearest whole number of Shares.

If the Shares tendered under the Offer by a single Shareholder are identified by different ISIN codes, in order to safeguard the positions matured in relation to the possibility of exercising increased voting rights, in the event of an Allocation process the Offeror will take the Shares from each Tenderer according to the following order of priority:

- (i) First, the Shares identified by ISIN code IT0000070786 will be taken;
- (ii) Second, the Shares awaiting registration in CIR's stable shareholders book, identified by ISIN code XXITV0000172 will be taken;
- (iii) Third, the Shares recorded in CIR's stable shareholders book awaiting increased voting rights, identified by ISIN code XXITV0000180 will be taken;
- (iv) Fourth, the Shares with Increased Voting Rights, identified by ISIN code IT0005241762 will be taken.

The shares remaining after the Allocation will be made available to the Tenderers by the close of the first Stock Exchange Trading Day after the publication of this press release.

Payment of the price of the Offer will be made by the Offeror in cash, through the Intermediary Appointed to Coordinate the Collection of the Tenders, to the Appointed Intermediaries who will transfer the funds to the Depositary Intermediaries so that the latter can pay the Tenderers in accordance with the instructions provided by the same Tenderers (or by their agents) when they accepted the offer and following the procedures specified in the same.

The Offeror's obligation to pay the price due for the Shares tendered under the Offer will be considered as fulfilled at the moment when the relative funds are credited to the Appointed Intermediaries. Therefore, the risk that the Appointed Intermediaries or the Depositary Intermediaries may not transfer the funds to the Tenderers with entitlement or may delay payment of the same will be borne exclusively by the Tenderers.

The Price is net of stamp duty, registration tax or the Italian tax on financial transactions, where due, and of fees, commissions and costs for which the Offeror will remain liable. However, any income tax, withholding tax or substitute tax, where due, on any capital gain that may be realized, will remain the responsibility of the Tenderers.

Fine Comunicato n.0097-52

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