

Informazione Regolamentata n. 0097-135-2024	Data/Ora Inizio Diffusione 6 Settembre 2024 10:42:40	Euronext Milan
---	---	----------------

Societa' : CIR

Identificativo Informazione
Regolamentata : 195250

Utenza - Referente : CIRNSS02 - Michele Cavigioli

Tipologia : 3.1

Data/Ora Ricezione : 6 Settembre 2024 10:42:40

Data/Ora Inizio Diffusione : 6 Settembre 2024 10:42:40

Oggetto : CIR: EGM approved the proposed Statutory amendments including the introduction of the enhanced increased voting system

Testo del comunicato

Vedi allegato



press release

THE EXTRAORDINARY SHAREHOLDERS' MEETING APPROVED THE PROPOSED STATUTORY AMENDMENTS INCLUDING THE INTRODUCTION OF THE ENHANCED INCREASED VOTING SYSTEM

Milan, 6 September 2024 – The Shareholders' Meeting of CIR S.p.A. – Compagnie Industriali Riunite (“CIR” or the “Company”), convened today in extraordinary session and chaired by Dr. Rodolfo De Benedetti, approved the proposed statutory amendments illustrated in the documentation made available to shareholders under the terms and conditions of law, and, in particular:

- the introduction of the possibility of holding meetings through exclusive participation through the so-called designated representative;
- the introduction of the possibility of holding meetings exclusively by telecommunications means;
- the enhancement of the increased voting system currently in force;
- the clarification of the cases for maintaining the enhanced vote envisaged by the legislation and other changes to the statutory regulation of the enhanced vote;
- the modification of the maximum number of directors, and some changes in relation to the appointment of the members of the board of directors;
- the inclusion of the sectors of activity strictly related to that of the company pursuant to the decree of the Ministry of Justice dated 30 March 2000 n. 162 and related amendment to article 22 of the By-laws;
- further statutory amendments to articles 7, 9 and 15 of the By-laws.

The approved statutory amendments will be effective starting from the registration of the minutes of the extraordinary shareholders' meeting with the competent Company Register. The registration of the minutes will be communicated to the market by the Company in accordance with applicable laws and regulations.

Please note that shareholders who did not participate in the adoption of the resolution (i.e., absent, dissenting or abstentions shareholders) relating to the strengthening of the enhanced voting system, through the introduction of paragraph 6-bis of article 8 of the By-laws, will be able to exercise the right of withdrawal (the “Withdrawing Shareholders”), pursuant to article 2437-bis of the civil code, starting from the date of registration of the resolution with the competent Company Register. Please note that the effectiveness of this statutory amendment will cease (and, therefore, the enhancement of the increased vote and the related right of

CIR Group contacts:

Press Office

Dini Romiti Consulting

Angelo Lupoli

alupoli@dr-cons.it

infostampa@cirgroup.com

Investor Relations

Michele Cavigioli

ir@cirgroup.com

Corporate Secretariat

Antonio Segni

Flavia Torriglia

segreteria@societaria@cirgroup.com

Ph: +39 02 722701

cirgroup.it

withdrawal will cease) if the amount to be paid by CIR to the Withdrawing Shareholders exceeds in total an amount equal to Euro 60 million, without prejudice, in any case and for clarity, that the Withdrawal Amount will be calculated net of the amounts due by shareholders who exercise their option and pre-emption rights pursuant to article 2437-quater of the civil code.

Pursuant to article 2437-ter, paragraph 3, of civil code, the liquidation price to be paid to Withdrawing Shareholders for each share for which the right of withdrawal is exercised is equal to Euro 0.5454, determined by exclusively referring to the arithmetic mean of the closing prices of the CIR share recorded on the Italian Telematic Market of Borsa Italiana S.p.A. in the six months preceding the publication of the notice convening the extraordinary meeting held today, i.e. 2 August 2024.

Further information relating to the exercise of the right of withdrawal by shareholders who are entitled to it will be provided in accordance with the applicable legislative and regulatory provisions.

The new By-laws of the Company, as amended by the Extraordinary Shareholders' Meeting held today, will be available on the authorized storage mechanism eMarket STORAGE (www.emarketstorage.com), at the registered office and on the Company's website (www.cirgroup.com), respectively in the Governance/Shareholders' Meeting and Governance/Governance System sections.

The minutes of the extraordinary shareholders' meeting and the summary report of the votes will be made available on the Company's website - Governance/Meetings Section within the terms established by current legislation.

For further information on the statutory amendments approved today, please refer to the documentation available on the Company's website (www.cirgroup.com) - Governance Section, while further information relating to the exercise of the right of withdrawal by shareholders who have not participated in the adoption of the resolution relating to the strengthening of the enhanced voting system (i.e., absent, dissenting or abstention shareholders) will be provided in accordance with the applicable legislative and regulatory provisions.

Fine Comunicato n.0097-135-2024

Numero di Pagine: 4