

Informazione Regolamentata n. 0097-141-2024	Data/Ora Inizio Diffusione 16 Settembre 2024 18:29:14	Euronext Milan
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Societa' : CIR

Identificativo Informazione  
Regolamentata : 195620

Utenza - Referente : CIRNSS02 - Michele Cavigioli

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Oggetto : CIR: Registration of the minutes of the EGM of  
06.09.2024 - Notice regarding the withdrawal  
right

*Testo del comunicato*

Vedi allegato



press release

**NOTICE TO THE SHAREHOLDERS**

**REGISTRATION OF THE RESOLUTIONS OF THE EXTRAORDINARY  
SHAREHOLDERS' MEETING OF CIR S.P.A. APPROVING THE PROPOSED  
AMENDMENTS TO THE BYLAWS, INCLUDING THE INTRODUCTION OF THE  
ENHANCEMENT OF THE INCREASED VOTING RIGHT MECHANISM  
INFORMATION REGARDING THE EXERCISE OF THE WITHDRAWAL RIGHT**

*Milan, September 16, 2024*

Whereas:

- the Extraordinary Shareholders' Meeting of CIR S.p.A. – Compagnie Industriali Riunite (“**CIR**” or the “**Company**”) on September 6, 2024, approved, inter alia, the proposal to enhance the increased voting right mechanism adopted by the Company (the “**Resolution**”); and that
- on September 16, 2024, such Resolution has been registered with the Companies' Register of Milano Monza-Brianza Lodi (the “**Registration Date**”),

it is hereby made known that shareholders who did not participate in the approval of the Resolution (i.e., the absent, dissenting or abstaining shareholders) concerning the enhancement of the increased voting right mechanism (the “**Entitled Shareholders**”) shall be entitled to exercise their withdrawal right, pursuant to article 2437-*bis* of the Italian civil code and in compliance with law provisions and with documents concerning the Shareholders' Meeting, starting from the Registration Date, without, however, there being any obligation to do so.

Pursuant to article 127-*bis*, paragraph 2, of the Legislative Decree no. 58 of February 24, 1998 (“**TUF**”), the Entitled Shareholder is also the person on whose behalf CIR shares were registered after the date indicated in article 83-*sexies*, paragraph 2 of TUF to grant the entitlement to attend the Shareholders' Meeting (i.e., after the record date of August 28, 2024) but before the opening of the Meeting, since such person is considered not to have participated in the approval of the Resolution.

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### Withdrawal price

Pursuant to article 2437-*ter*, paragraph 3, of the Italian civil code, the withdrawal price – payable by the Company to the Entitled Shareholders for each CIR share in relation to which the withdrawal right has been exercised – is equal to Euro 0.5454 (the “**Withdrawal Price**”).

### Procedure for exercising the withdrawal right

Pursuant to article 2437-*bis* of the Italian civil code, Entitled Shareholders may exercise their withdrawal right, in relation to some or all of CIR shares owned (the “**Notification of Withdrawal**”), by sending notice via registered letter to the registered office of CIR S.p.A., Via Ciovassino no. 1, 20121, Milan (Italy), or via certified e-mail at the address [pec\\_cirspa@legalmail.it](mailto:pec_cirspa@legalmail.it), no later than 15 (fifteen) calendar days after the Registration Date and, therefore, no later than October 1, 2024.

The Notification of Withdrawal shall be made using the form made available on the Company’s corporate website ([www.cirgroup.it](http://www.cirgroup.it)) – Section *Governance/Shareholders’ Meeting* and must provide (i) the personal details of the withdrawing shareholder; (ii) the number of shares for which the withdrawal right is exercised; and (iii) the details of the intermediary with whom the shares in relation to which the withdrawal right is being exercised are deposited.

The Entitled Shareholders who exercise their withdrawal right shall also request, under penalty of inadmissibility of the exercise of the withdrawal right, the Intermediary to issue and transmit an appropriate communication to CIR pursuant to article 43, paragraph 1, of the post-trading consolidated decree of CONSOB and Banca d’Italia of August 13, 2018, as subsequently amended (the “**Communication**”), certifying that the withdrawing shareholder was the uninterrupted holder of such withdrawn shares prior to the Meeting until the date of the Communication and that such shares in relation to which the withdrawal right has been exercised are free of pledges and other encumbrances.

In the event that the shares for which the withdrawal right is exercised are subject to pledges or encumbrances in favour of third parties, the Notification of Withdrawal must be accompanied by an irrevocable and unconditional waiver of the pledge and/or the other encumbrance from the pledgee (and/or other beneficiary of the encumbrance) in addition to a statement giving consent to the settlement of the shares for which the withdrawal right is being exercised, in accordance with the withdrawing shareholder’s instructions.

The Intermediary shall send the Communication via certified e-mail to the address [pec\\_cirspa@legalmail.it](mailto:pec_cirspa@legalmail.it) and shall ensure that CIR shares, in relation to which the Notification of Withdrawal is being exercised, remain unavailable until the end of the liquidation proceeding.

The Entitled Shareholders who exercise their withdrawal right are responsible for: (i) ensuring that the information provided in the Notification of Withdrawal is complete and correct and (ii) transmitting such Notification to CIR S.p.A. no later than October 1, 2024 (included), as

indicated above. Notifications of Withdrawal sent after the above deadline or lacking the necessary information, and/or lacking the above Communication within due time, will not be accepted and the withdrawal right shall be deemed not to be correctly exercised.

#### Liquidation of the shares for which the withdrawal right has been exercised

In the event that one or more shareholders of CIR exercise the withdrawal right, the liquidation procedure shall be performed in compliance with the provisions of article 2437-*quater* of the Italian civil code.

The Company shall proceed, in the event of exercise of the withdrawal right by the Entitled Shareholders, to offer in option (“*offrire in opzione*”) and in pre-emption (“*offrire in prelazione*”) the shares subject to withdrawal to the other shareholders and to communicate the procedure for the adherence to such offers, together with any appropriate information relating to the liquidation procedure of such shares subject to withdrawal, in a notice to be filed with the Companies’ Register of Milan and published in a newspaper.

The manner and terms of the liquidation procedure will be communicated in the terms and manner prescribed by the legal and regulatory provisions *pro tempore* in force.

Please note that, in any case, in the event the amount to be paid by the Company to the Entitled Shareholders who exercised their withdrawal right were to exceed the overall amount of Euro 60 million (the “**Condition**”), the effectiveness of the Resolution will be invalidated and consequently the liquidation of the shares subject to withdrawal will not take place.

To this end, CIR will provide timely notice in relation to the fulfilment of the Condition, in accordance with the law.

#### Unavailability of the shares subject to withdrawal

Shareholders of CIR are reminded that, in accordance with Italian mandatory provisions of law, the exercise of the withdrawal right is not revocable and that shares in relation to which the withdrawal right has been exercised cannot be sold or otherwise disposed of until the transfer of the shares themselves in the context of the liquidation procedure or until the verification of the fulfilment (in the absence of waiver) of the Condition.

*This notice will be published in the September 17, 2024, edition of the newspaper “La Repubblica”.*

Fine Comunicato n.0097-141-2024

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