

Informazione Regolamentata n. 0097-152-2024	Data/Ora Inizio Diffusione 9 Ottobre 2024 17:45:03	Euronext Milan
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Societa' : CIR

Identificativo Informazione
Regolamentata : 196646

Utenza - Referente : CIRNSS02 - Michele Caviglioli

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Oggetto : CIR: Adoption of the enhancement of the
increased voting right: exercised the withdrawal
right by 0.018% of the share capital

Testo del comunicato

Vedi allegato



press release

Adoption of the enhancement of the increased voting right: exercised the withdrawal right by 0.018% of the share capital

- **Full effectiveness of the Shareholders' meeting resolution due to the non-fulfilment of the condition subsequent**
- **Filed the offer in option (“*offerta in opzione*”) of the shares object of withdrawal**

Milan, October 9, 2024 - CIR S.p.A. announces that, in relation to the approval of the enhancement of the increased voting rights mechanism by the Extraordinary Shareholders Meeting held on September 6, 2024, the period for exercising the withdrawal right ended on October 1, 2024. Based on the declarations of exercise of the right of withdrawal received by the Company, the right of withdrawal was validly exercised for no. 187,872 shares (the “**Shares Object of Withdrawal**”), representing approximately 0.018% of the share capital.

Based on the liquidation price of Euro 0.5454 per each share, determined in accordance with article 2437-ter, paragraph 3 of the Italian Civil Code, the aggregate withdrawal liquidation amount is equal to Euro 102,465.39.

Condition subsequent

As indicated in the report delivered to the Shareholders' Meeting, it has been resolved that the effectiveness of the resolution on the enhancement of the increased voting right mechanism shall be invalidated upon the fulfilment of the condition subsequent whereby the amount to be paid by the Company to the eligible shareholders who exercised their right of withdrawal would have exceeded the total amount of 60 (sixty) million euros.

Since the condition subsequent has not been fulfilled because the total value of the withdrawals is such that the threshold would not be exceeded even if, at the end of the liquidation procedure, all of the Shares Object of Withdrawal were to be paid by the Company through purchase, the relevant resolution of the shareholders' meeting to amend the bylaws will continue to be effective and the enhancement of the increased voting right mechanism can therefore be considered definitively adopted.

Offer in option

Pursuant to the liquidation procedure provided for by article 2437-quarter of the Italian Civil Code, the Shares Object of Withdrawal shall be offered in option to all CIR shareholders who did not exercise their withdrawal right, in proportion to the number of shares already owned by the same and at the same withdrawal price. The offer period of the Shares Object of

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Withdrawal shall not be lower than 30 (thirty) days from the filing of the offer in option with the competent Companies' Register.

To this end, the Company on the date hereof filed with the Companies' Register of Milano Monza-Brianza Lodi the notice of offer in option of the Shares Object of Withdrawal to all the Company' shareholders who are owners of Shares for which the Withdrawal Right has not been exercised (the "**Offer in Option**") and which shall be also announced by publication on the Company's corporate website, at the address <https://www.cirgroup.it/en/home/> (section Governance/Shareholders meeting), on the authorized storage mechanism "eMarket STORAGE" as well as in the newspaper "La Repubblica" on October 10, 2024.

The offer period shall start from October 10, 2024, and end on November 8, 2024, included.

Pre-emption right

CIR Shareholders who will exercise their option right during the Offer in Option period shall also be entitled to exercise their pre-emption right in order to purchase the Shares Object of Withdrawal which may have remained unsold, pursuant to article 2437-*quarter*, paragraph 3, of the Italian Civil Code (the "**Pre-emption Right**").

All information regarding the terms and conditions of the Offer in Option and the exercise of the Pre-emption Right are contained in the Offer in Option.

Fine Comunicato n.0097-152-2024

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