

<p>Informazione Regolamentata n. 0097-187-2024</p>	<p>Data/Ora Inizio Diffusione 13 Dicembre 2024 19:02:32</p>	<p>Euronext Milan</p>
--	---	-----------------------

Societa' : CIR

Identificativo Informazione Regolamentata : 199409

Utenza - Referente : CIRNSS02 - Michele Cavigioli

Tipologia : 2.2

Data/Ora Ricezione : 13 Dicembre 2024 19:02:32

Data/Ora Inizio Diffusione : 13 Dicembre 2024 19:02:32

Oggetto : Press Release pursuant to Article 36 of the Issuers' Regulation – Preliminary results of the voluntary partial public tender offer

*Testo del comunicato*

Vedi allegato



press release



## Press Release pursuant to Article 36 of the Issuers' Regulation – Preliminary results of the voluntary partial public tender offer

**Subscriptions equal to 164,431,035 shares, allocation approximately 79.76%**

*Based on the preliminary data available at the close of the offer period, the voluntary partial public tender offer (OPA) launched by CIR for 131,147,541 own shares of the Company has collected subscriptions for a total of 164,431,035 shares. Given that the maximum number of shares set by the offer has been exceeded, the allocation will proceed with a temporarily calculated coefficient of 79.76%.*

*In light of the preliminary data, CIR will hold own shares equal to approximately 15.58% of the share capital.*

Milan, December 13, 2024 – 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 et seq. of Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented ("TUF") and to article 37 of the Consob Regulation no. 11971 of 1999, as subsequently amended and integrated (the "Issuers' Regulation"), concerning a maximum of 131,147,541 shares with no nominal value of CIR S.p.A., as disclosed in the press release issued on October 11, 2024 by CIR in its capacity as the offeror (the "Offer"), the Offeror announces that today the offer period (the "Offer Period") has ended.

The terms used with an initial capital letter in this press release, unless otherwise defined, have the meanings assigned to them in the offer document approved by Consob, pursuant to Article 102, paragraph 4, of the TUF with resolution No. 23321 of November 20, 2024 (the "Offer Document").

The Offer was promoted for a maximum of 131,147,541 CIR shares (the "Shares") listed on the Telematic Stock Market (identification codes: ISIN IT0000070786, XXITV0000172, XXITV0000180, and ISIN IT0005241762). The consideration for each share tendered in the Offer and purchased is €0.61.

According to the provisional results of the Offer communicated by Spafid - Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., as the Intermediary in charge of Coordinating Subscription Collection, the number of shares tendered in the Offer during the Offer Period is 164,431,035 shares, equal to approximately 125.38% of the shares subject to the Offer and approximately 15.70% of the Issuer's share capital.

Since, based on the provisional results of the Offer, the number of shares tendered in the Offer exceeds the number of shares subject to the Offer, the shares tendered will be allocated using

CIR Group contacts:

### Press Office

#### Dini Romiti Consulting

Angelo Lupoli

alupoli@dr-cons.it

infostampa@cirgroup.com

#### Investor Relations

Michele Caviglioli

ir@cirgroup.com

#### Corporate Secretariat

Antonio Segni

Flavia Torriglia

segreteria@societaria@cirgroup.com

Ph: +39 02 722701

cirgroup.it

the “pro-rata” method, according to which the Offeror will purchase the same proportion (equal to the Allocation Coefficient) of such shares from each shareholder who tendered their shares to the Offer.

Based on the provisional results of the Offer, the provisional Allocation Coefficient is 79.76%.

For the Offer to be effective the following conditions must be met:

(A) that by the close of the Stock Exchange Trading Day after the end of the Acceptance Period none of the following has occurred (i) exceptional events or situations at national and/or international level involving serious changes to the political, financial, economic, foreign exchange or market situation that had not already taken place as of the Date of the Offer Document and which have substantially prejudicial effects on the Offer, on the conditions of the businesses and/or on the patrimonial, economic and/or financial conditions of CIR and/or of the companies belonging to the CIR Group, or (ii) actions, facts, circumstances, events or situations that had not taken place as of the date of publication of the Offer Document and such as to cause significant prejudice to the Offer, the conditions of the businesses and/or the patrimonial, economic or financial conditions of CIR and/or the CIR Group as stated in the Interim Financial Report as of June 30 2024, published on August 2 2024 (the “**MAC Condition**”); and/or

(B) that by the close of the Stock Exchange Trading Day after the end of the Acceptance Period, no legislative or administrative acts or measures (including mandatory tender offers as per Art. 106 et seq. of the TUF) or judicial measures have been adopted and/or published by the competent institutions, entities or authorities, such as to preclude, limit or render more onerous, in full or in part, or even temporarily, the possibility for CIR and/or the CIR Group to complete the Offer;

((A) and (B), together, the “**Conditions for the Offer to be Effective**”).

The fulfillment or non-fulfillment of the Conditions for the Offer to be Effective or the possible decision to waive them will be disclosed in the press release that the Offeror will issue by 7:29 AM on December 17, 2024, while the final results of the Offer and the definitive Allocation Coefficient will be disclosed in the press release the Offeror will issue by 7:29 AM on December 19, 2024, i.e., the Open Market Day before the Payment Date, pursuant to Article 41, paragraph 6, of the Issuers’ Regulation, on CIR’s website ([www.cirgroup.it](http://www.cirgroup.it) in the dedicated “*Governance/Public Tender Offer*” section) and by other methods as required by Article 38, paragraph 2, of the Issuers’ Regulation.

It is noted that, during the period from the date of the Offer Document to the present, the Offeror has not made, either directly or indirectly, any purchases of CIR shares outside the Offer.

The consideration due to the holders of shares tendered in the Offer during the Offer Period and purchased, amounting to €0.61 per share, will be paid to the participants on December 20, 2024,

corresponding to the fifth Open Market Day following the end of the Offer Period, in exchange for the simultaneous transfer of ownership rights on such shares to the Offeror.

Since, based on the provisional data of the Offer, the Issuer would acquire 131,147,541 shares, and considering the 32,022,506 own shares held by CIR at the Offer Document Date, amounting to 3.058% of CIR's share capital, as a result of and due to the Offer, the Offeror would hold a total of 163,170,047 own shares, equal to approximately 15.58% of the share capital. The final number of shares purchased may vary following rounding calculations of the shares purchased from each Offer participant, as indicated the Offer Document.

*The dissemination, publication or distribution of this notice is prohibited in any jurisdiction where it would constitute a violation of the relevant applicable law.*

*The Offer is being launched exclusively in Italy and will be promoted on a non-discriminatory basis and on equal terms to all holders of CIR shares, as indicated in the communication published pursuant to article 102 of Italian Legislative Decree No. 58 of February 24, 1998, and better described in the Offer Document to be published pursuant to applicable regulations.*

*The Offer has not been and will not be promoted in the United States of America, Canada, Japan, Australia, as well as any other country where the promotion of such Offer and the tendering therein would not be in compliance with financial market or other local laws and regulations or would otherwise not be permitted in the absence of prior registration, approval or filing with the respective regulatory authorities (such countries including the United States, Canada, Japan and Australia, the "Excluded Countries"), nor by using domestic or international means of communication or commerce of the Excluded Countries (including, but not limited to, the postal network, fax, telex, electronic mail, telephone and the internet), nor through any facility of any financial intermediary of the Excluded Countries, nor in any other manner. No action has been taken nor will be taken to make the Offer possible in any of the Excluded Countries.*

*A copy, in whole or in part, of any document relating to the Offer, including this press release, is not and shall not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person who receives the above documents shall not distribute, send or dispatch them (either by mail or by any other means or instrument of communication or international commerce) in the Excluded Countries. Any document relating to the Offer, including this press release, does not constitute and shall not be construed as an offer of financial securities addressed to persons domiciled and/or resident in the Excluded Countries. No participation may be offered or sold in the Excluded Countries in the absence of specific authorization under applicable local law provisions of the Excluded Countries or a waiver thereof.*

*This press release does not constitute an offer to sell or a solicitation of offers to buy or subscribe the shares.*

Fine Comunicato n.0097-187-2024

Numero di Pagine: 5