

Informazione Regolamentata n. 0097-191-2024	Data/Ora Inizio Diffusione 18 Dicembre 2024 18:45:17	Euronext Milan
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Oggetto : Press Release pursuant to Article 41,
paragraph 6 of the Issuers' Regulation –
Definitive results of the voluntary partial public
tender offer

Testo del comunicato

Vedi allegato



press release

Press Release pursuant to Article 41, paragraph 6 of the Issuers' Regulation – Definitive results of the voluntary partial public tender offer

Subscriptions equal to 164,500,395 shares, allocation equal to 79.725%

Milan, December 18, 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 the definitive results.

The terms used with an initial capital letter in this press release, unless otherwise defined, have the same 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”).

Definitive results of the Offer

According to the definitive results of the Offer communicated by Spafid - Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., as the Intermediary Appointed to Coordinate the Collection of the Tenders, the number of shares tendered in the Offer during the Offer Period is **164,500,395 shares**, equal to **125.43%** of the shares subject to the Offer and **15.71%** of the Issuer’s share capital.

Since, based on the definitive 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 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.

The definitive Allocation Coefficient is 79.725% and, on application of the said coefficient and of related rounding, on the Payment Date the Offeror will purchase 131,147,366 Shares, corresponding to 12.524% of the share capital, for a total amount of Euro 79,999,893.26.

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Based on the definitive results of the Offer and, taking into account no. 32,022,506 own shares held by CIR as of the date hereof, as of the Payment Date the Issuer will own 163,169,872 shares, equal to 15.581% of its own share capital.

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.

Fulfillment of the Conditions for the Offer to be Effective

In compliance with the provisions of the Offer Document, the effectiveness of the Offer is not conditioned upon reaching a minimum number of tendering.

It is noted that on December 16, 2024, the Offeror announced that the Conditions for the Offer to be Effective have been fulfilled.

Therefore, the Offer is effective.

Payment of the Consideration

The Price, equal to Euro 0.61 per each Share tendered in acceptance of the Offer and actually collected at the end of the latter shall be paid to the Tenders on December 20, 2024, *i.e.*, the fifth Stock Exchange Trading Day after the date of the end of the Acceptance Period, in return for the transfer of ownership of the Shares tendered in favor of the Offeror.

The payment of the Price for the Shares tendered and actually collected at the end of the Acceptance Period shall be made in cash.

The Offer Price will be paid by the Offeror, 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 they can transfer them to the Tenderers according to the instructions provided by the same Tenderers (or by their agents) on acceptance of the Offer and the procedures specified therein.

The Offeror's obligation to pay the Price due for the Shares tendered under the Offer will be considered as fulfilled when the relative funds are credited to the Appointed Intermediaries. Therefore, the risk that the Appointed Intermediaries or the Depositary Intermediaries fail to transfer or delay payment of the funds is borne exclusively by the Tenderers.

On the Payment Date the Intermediary Appointed to Coordinate the Collection of the Tenders will transfer the total of the Shares tendered in acceptance of the Offer to a securities account in the name of the Offeror.

As from the Payment Date the Tenderers under the Offer will no longer be able to exercise patrimonial rights (such as, for example, option rights and dividend rights) or administrative rights (such as voting rights) on the Shares tendered.

For further information, please refer to the Offer Document and the Tender Form, available on the corporate website of the Company at the address www.cirgroup.com in Section “Governance/voluntary partial public tender offer for CIR’s own shares”.

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.

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