

<p>Informazione Regolamentata n. 0097-74-2026</p>	<p>Data/Ora Inizio Diffusione 25 Maggio 2026 18:51:24</p>	<p>Euronext Milan</p>
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Societa' : CIR

Utenza - referente : CIRNSS02 - Claudio Patrian

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Data/Ora Ricezione : 25 Maggio 2026 18:51:24

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Oggetto : Press release pursuant to Article 36 of the Issuers' Regulations – 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' Regulations - Preliminary results of the voluntary partial public tender offer

Shares tendered amounting to no. 32,191,925.

*Based on preliminary data available at the close of the offer period, the voluntary partial public tender offer launched by CIR for 50,000,000 of the Company's own shares has collected tenders for a total of 32,191,925 shares.*

*In light of the preliminary data the treasury shares held by CIR, following the purchase of tendered shares, will represent approximately 9.69% of the share capital.*

Milan, 25 May 2026 - With reference to the voluntary partial public tender (the "Offer"), launched by CIR S.p.A. ("CIR" or the "Offeror" or the "Issuer") pursuant to Article 102 et seq. of Legislative Decree No. 58 of 24 February 1998, as amended and supplemented ("TUF"), and Article 37 of the Regulations adopted by Consob by Resolution No. 11971/99, as amended and supplemented ("Issuers' Regulations"), for a maximum of 50,000,000 shares of the Offeror, of no par value and fully paid up, the Offeror hereby announces that today the acceptance period for the Offer (the "Acceptance Period") has ended.

Terms used with an initial capital letter in this press release, unless otherwise defined, have the meanings attributed to them in the offer document approved by Consob, pursuant to Article 102, paragraph 4, of the TUF by Resolution no. 23957 of 22 April 2026 (the "Offer Document").

The Offer was made for a maximum of 50,000,000 CIR shares (the "Shares") listed on the Mercato Telematico Azionario (identification codes: ISIN IT0000070786, XXITV0000172, XXITV0000180 and ISIN IT0005241762). The Price for each Share tendered and purchased was initially set at Euro 0.68. On 15 May 2026, as announced in a press release, the Offeror announced to the market, pursuant to and for the purposes of Article 43, paragraph 1, of the Issuers' Regulations, of its decision to increase the Price from Euro 0.68 to Euro 0.70 and, therefore, by Euro 0.02 (+2.94%), for each Share tendered in acceptance of the Offer (the "New Price").

Based on the provisional results of the Offer announced by Equita SIM S.p.A., acting as the Intermediary responsible for coordinating the collection of tenders, a total of 32,191,925 Shares, representing approximately 64.4% of the Shares Subject to the Offer and approximately 3.51% of the Issuer's share capital.

The validity of the Offer is subject to:

- (A) the absence, by the first Trading Day following the end of the Acceptance Period, of (i) extraordinary events or situations at national and/or international level involving serious changes in the political, financial, economic, currency or market situation not already in existence as at the Date of the Offer Document and which have substantially prejudicial

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effects on the Offer, on the business conditions and/or the financial, economic and/or capital conditions of CIR and/or the companies forming part of the CIR Group, or (ii) acts, facts, circumstances, events or situations not already in existence on the date of publication of the Offer Document and such as to cause a prejudice that materially affects the Offer, on the business conditions and/or the financial, economic or capital conditions of CIR and/or the CIR Group, as set out in the Annual Financial Report as at 31 December 2025, published on 3 April 2026 (the “**MAC Condition**”); and/or

(B) the failure to adopt and/or publish, by the first Trading Day following the end of the Acceptance Period, by institutions, bodies or competent authorities, of legislative, administrative (including obligations to make a takeover bid pursuant to Articles 106 et seq. of the TUF) or judicial acts or measures such as to preclude, limit or render more onerous, in whole or in part, even on a temporary basis, the ability of CIR and/or the CIR Group to complete the Offer;

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

Whether or not the Conditions for the Offer to be Effective are met, or any decision to waive them, will be announced in a press release to be issued by the Offeror by 7.29 a.m. on 27 May 2026, whilst the results of the Offer will be announced in a press release to be issued by the Offeror by 7.29 am on 29 May 2026, i.e. the Trading Day preceding the Payment Date, in accordance with Article 41, paragraph 6, of the Issuers’ Regulations, on the CIR website ([www.cirgroup.it](http://www.cirgroup.it) in the dedicated section “*Governance/Voluntary partial takeover bid for CIR treasury shares*”) and in accordance with the additional procedures set out in Article 38, paragraph 2, of the Issuers’ Regulations.

It should be noted that, in the period between the date of the Offer Document and today’s date, the Offeror has not, either directly or indirectly, made any purchases of CIR shares outside the Offer.

The New Price due to the holders of Shares tendered in acceptance of the Offer during the Acceptance Period and purchased, amounting to Euro 0.70 per Share, will be paid to those accepting the Offer on 1 June 2026, corresponding to the fifth Trading Day following the end of the Acceptance Period, upon the simultaneous transfer of ownership of such Shares to the Offeror.

Given that, based on the provisional results of the Offer, the Issuer would acquire no. 32,191,925 Shares, and taking into account the 56,720,488 Own Shares held by CIR as at the Offer Document Date, equal to 6.19% of CIR’s share capital, as well as the exercise of Stock Grant Plans in the period for no. 171,261 shares, following the outcome and effect of the Offer, the Offeror would hold a total of no. 88,741,152 Own Shares, equal to 9.69% of the share capital.

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*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, telefax, 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.0097-74-2026

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