

<p>Informazione Regolamentata n. 0097-81-2026</p>	<p>Data/Ora Inizio Diffusione 28 Maggio 2026 17:45:15</p>	<p>Euronext Milan</p>
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Societa' : CIR

Utenza - referente : CIRNSS02 - Claudio Patrian

Tipologia : 3.1

Data/Ora Ricezione : 28 Maggio 2026 17:45:15

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Oggetto : Press release pursuant to article 41, paragraph 6, of the Issuers' Regulations – Final results of the voluntary partial tender offer

Testo del comunicato

Vedi allegato



press release



Press release pursuant to article 41, paragraph 6, of the Issuers' Regulations – Final results of the voluntary partial tender offer

Shares tendered amounting to no. 32,191,925

Milan, May 28, 2026 - With reference to the voluntary public partial cash tender offer (the "Offer"), launched by CIR S.p.A. ("CIR" or the "Offeror" or the "Issuer") pursuant to articles 102 et seq. of the Legislative Decree no. 58 of February 24, 1998, as subsequently amended and integrated ("TUF"), and to article 37 of the Regulation adopted by Consob with resolution no. 11971 of 1999, as subsequently amended and integrated (the "Issuers' Regulation") on a maximum amount of 50,000,000 shares of the Offeror, with no par value and fully paid-up, the Offeror hereby announces the final results.

Terms used with an initial capital letter in this press release, unless otherwise defined, have the meaning 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").

Final results of the Offer

Based on the final results of the Offer, as communicated by Equita SIM S.p.A., acting as the Intermediary responsible for coordinating the collection of acceptances, 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, were tendered.

Taking into account the final results of the Offer, on the Payment Date the Offeror will acquire 32,191,925 Shares, corresponding to 3.51% of the share capital, for a total consideration of Euro 22,534,347.50.

Given that, on the basis of the final data of the Offer, the Issuer will purchase no. 32,191,925 Shares, taking into account the no. 56,720,488 Treasury Shares held by CIR as of the Offer Document Date, equal to 6.19% of CIR's share capital, as well as the exercise, during the period, of Stock Grant Plans for no. 171,261 shares, on the Payment Date the Issuer will hold a total of no. 88,741,152 Treasury Shares, equal to 9.69% of the share capital.

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.

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Fulfilment of the Conditions for the Offer to be Effective

In accordance with the provisions of the Offer Document, the validity of the Offer is not conditional upon the achievement of a minimum number of acceptances.

Please note that on 26 May 2026, the Offeror announced that the Conditions for the Offer to be Effective had been satisfied.

The Offer is therefore effective.

Payment of the price

The New Price, amounting to Euro 0.70 for each Share tendered in acceptance of the Offer and actually collected upon its completion, will be paid to the Accepting Shareholders 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.

Payment of the New Price for the Shares tendered and actually withdrawn upon completion of the Offer will be made in cash. The New Price will be paid by the Offeror, through the Intermediary responsible for coordinating the collection of acceptances, to the Appointed Intermediaries, who will transfer the funds to the Depositary Intermediaries, so that they may arrange for the transfer to the Tendering Shareholders in accordance with the instructions provided by the Tendering Shareholders themselves (or their authorized representatives) at the time of acceptance and in the manner specified therein.

The Offeror's obligation to pay the New Price due for the Shares tendered in the Offer shall be deemed to have been fulfilled upon the crediting of the relevant funds to the Appointed Intermediaries. The risk that the Appointed Intermediaries or the Custodian Intermediaries fail to transfer such funds, or delay their transfer, therefore remains solely with the parties accepting the Offer.

On the Payment Date, the Intermediary responsible for coordinating the collection of acceptances shall transfer the total Shares tendered in acceptance of the Offer to a securities custody account in the name of the Offeror.

From the Payment Date, participants in the Offer will no longer be able to exercise property rights (such as the right of option and the right to dividends) and administrative rights (such as the right to vote) relating to the Shares tendered.

For further information, please refer to the Offer Document and the Acceptance Form, available on the Company's website at www.cirgroup.it in the "Governance/Voluntary Partial Public Tender Offer for CIR Treasury Shares" section.

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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.0097-81-2026

Numero di Pagine: 5