



press release

Press release pursuant to article 36 of the Issuers' Regulation – Approval of the Offer Document

Milan, November 20, 2024 – With reference to the public partial cash tender offer (the “Offer”), promoted by CIR S.p.A. (the “Offeror”) 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 Consob Regulation no. 11971 of 1999, as subsequently amended and integrated (the “Issuers’ Regulation”) on maximum amount of 131,147,541 shares of the Offeror, without nominal value and fully paid up, following the press releases concerning the suspension and the re-opening of Consob’s investigation period, issued, pursuant to art. 38, par. 1, of the Issuers’ Regulation respectively on November, 4 and on November 13 2024 it is announced that Consob, by Resolution n. 23321 of November 20, 2024, has approved, pursuant to article 102 paragraph 4 of the TUF and to article 37-*bis* of the Issuers’ Regulation, the Offer document (the “Offer Document”).

Acceptance period

The acceptance period, agreed with Borsa Italiana S.p.A., pursuant to Article 40, paragraph 2, of the Issuers’ Regulation, will start at 8:30 AM (Italian time) on November, 25 2024, and close at 5:30 PM (Italian time) on December, 13 2024, (first and last days included), unless otherwise extended.

Therefore, December, 13 2024 will be the closing date of the acceptance period of the Offer, unless extensions in compliance with applicable law, and the payment date of the Shares tendered to the Offer will be on the fifth stock market trading day following the closing of the acceptance period, i.e. December, 20 2024 (the “Payment Date”).

Consideration

The Offeror will pay a consideration equal to Euro 0,61 for each share tendered to the Offer.

The Offer Document will be filed with Consob and will be made available to the public for consultation at the registered office of CIR CIR in Milan, via Ciovassino, n.1 and at the premises of the intermediary appointed to coordinate the collection of acceptances, of the appointed intermediaries and on CIR’s corporate website www.cirgroup.com “Governance/Voluntary partial public tender offer for CIR’s own shares”.

The making available to the public of the Offer Document will be promptly disclosed to the market.

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Pending the publication of the Offer Document, please refer to the notice pursuant to Article 102, paragraph 1, of the TUF, published on October 11, 2024, on CIR's corporate website (www.cirgroup.com), which contains a detailed description of the essential elements of the Offer.

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.