CIR

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COMUNICATO STAMPA

Risultati dell'offerta di acquisto e della proposta di modifica ai termini e condizioni del prestito obbligazionario "2024 € 300MN 5.75%" (€ 210.162.000 in circolazione)

CIR: APPROVATO DAGLI OBBLIGAZIONISTI IL RIMBORSO ANTICIPATO DELLE NOTES 2024 IL 16 OTTOBRE 2014

La maggioranza dei portatori di Notes aderisce all'offerta di riacquisto e approva la proposta di rimborso anticipato. L'importo complessivo che sarà pagato da CIR corrisponderà a € 237.147.254,28

Milano, 13 ottobre 2014 – **CIR S.p.A. – Compagnie Industriali Riunite** rende noti in data odierna, a seguito dell'annuncio pubblicato il 9 settembre 2014, i risultati dell'offerta di acquisto delle proprie "*€ 300,000,000 5.75 per cent. Notes due 2024*" (€ 210.162.000 in circolazione) e della proposta di modifica alle condizioni delle Notes per consentire il rimborso anticipato di quelle rimanenti a conclusione dell'offerta.

Il valore nominale aggregato delle Notes che sono state validamente conferite dai portatori per l'acquisto ai sensi dell'offerta e, a seguito dell'assemblea dei portatori di Notes, accettate dalla società è pari a € 107.192.000.

La società ha, inoltre, ricevuto valide istruzioni di voto a favore della proposta di modifica delle condizioni per un valore nominale aggregato pari a € 6.533.000, ottenendo complessivamente voti a favore della proposta di modifica delle condizioni per un valore nominale aggregato pari a € 113.725.000.

L'assemblea dei portatori di Notes per l'approvazione delle modifiche alle condizioni delle Notes si è tenuta oggi a Milano.

La maggioranza richiesta per l'approvazione è stata raggiunta e la *Extraordinary Resolution* per il rimborso anticipato, prevista nell'Avviso di Convocazione, è stata deliberata.

La Società annuncia che la data di regolamento in connessione all'offerta e alla proposta sarà il 16 ottobre 2014. L'importo complessivo che sarà pagato da CIR in relazione all'offerta e proposta e in relazione alle Notes corrisponderà a €237.147.254,28,

in ogni caso come previsto nella tabella di seguito:

Notes	ISIN	Ammontare Accettato	Prezzo di Acquisto	Ammontare di Rimborso Anticipato	*Consent Amount*	Interesse Maturato
"€300,000,000 5.75 per cent. Notes con scadenza 2024"	XS0207766170	€107.192.000	108.0 per cento del valore nominale delle Notes, pagabile con riferimento alle Notes accettate per l'acquisto ai sensi dell'Offerta, per un importo pari all'Importo Accettato	107.0 per cento del valore nominale delle Notes, pagabile con riferimento a tutte le Notes diverse dalle Notes accettate per l'acquisto ai sensi dell'Offerta, per un importo pari a €102.970.000	1 per cento del valore nominale delle Notes rilevanti, pagabile con riferimento (i) alle Notes accettate per l'acquisto ai sensi dell'Offerta, per un importo pari all'Importo Accettato e (ii) a tutte le Notes con riferimento alle quali siano state validamente inviate Voting Only Instruction a favore della Proposta, per un importo pari a €113.725.000	Pagabile con riferimento a tutte le Notes

Le richieste di informazioni relative all'offerta e alla proposta dovrebbero essere indirizzate ai:

JOINT DEALER MANAGERS

Société Générale
41 Tower Hill
London EC3N 4SG
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Att.ne: Liability Management
Telefono: +44 (0)20 7676 7579
Email: liability.management@sgcib.com

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81925 Munich
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Telefono: +39 02 8862 0581; +49 89 378 17425
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PRESS RELEASE

Results of the tender offer and proposal for the modifications to the terms and conditions of the "2024 € 300MN 5.75% Notes" (€ 210,162,000 outstanding)

CIR: THE EARLY REDEMPTION OF THE 2024 NOTES ON 16 OCTOBER 2014 HAS BEEN APPROVED BY THE HOLDERS OF THE NOTES

The majority of the holders of the Notes adhered to the tender offer and approved the proposal with regard to the early redemption. The total amount to be paid by CIR is equal to €237,147,254.28

Milan, 13 October 2014 – **CIR Sp.A. – Compagnie Industriali Riunite** today announces, further to the press release published on 9 September 2014, the results of the tender offer of its *"€ 300,000,000 5.75 per cent. Notes due 2024*" (€ 210,162,000 outstanding) and the proposal to modify the terms and conditions of the Notes to provide for the early redemption of all, but not some only, of the Notes remaining on completion of the offer.

The aggregate nominal amount of Notes validly tendered by holders pursuant to the offer and, which the Company, following the passing of Extraordinary Resolution, accepts to purchase is € 107,192,000.

The Company has also received voting only instructions in favour of the proposal to modify the terms and conditions of the Notes for an aggregate nominal amount equal to € 6,533,000, obtaining a total amount of votes in favour of the modifications to the terms and conditions for an aggregate nominal amount equal to € 113,725,000.

The meeting of the holders of the Notes for the approval of the modifications to the terms and conditions of the Notes was held in Milan today.

The majority required was met and the Extraordinary Resolution for the early redemption, as set out in the Notice of Meeting, was duly passed.

The Company hereby announces that the Settlement Date for the offer and the proposal will be 16 October 2014. The total amount to be paid by CIR in relation to the offer and the proposal is equal to € 237,147,254.28,

in each case as set out in the table below.

Notes	ISIN	Acceptance Amount	Purchase Price	Early Redemption Amount	Consent Amount	Accrued Interest
€300,000,000 5.75 per cent. Notes due 2024	XS0207766170	€107,192,000	108.0 per cent. of the nominal amount of the Notes, payable in respect of Notes accepted for purchase pursuant to the Offer, amounting to the Acceptance Amount	107.0 per cent. of the nominal amount of the Notes, payable in respect of all Notes other than any Notes accepted for purchase pursuant to the Offer, amounting to €102,970,000	1 per cent. of the nominal amount of the relevant Notes, payable in respect of (i) Notes accepted for purchase pursuant to the Offer, amounting to the Acceptance Amount, and (ii) Notes in respect of which a Voting Only Instruction in favour of the Proposal has been validly submitted, amounting to €113,725,000	Payable in respect of all Notes

Requests for information in relation to the Offer and the Proposal should be directed to:

JOINT DEALER MANAGERS

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