

PRESS RELEASE

Reopening of the terms

Provisional results of the voluntary public tender offer on all the ordinary shares of Sicit Group S.p.A., launched by Circular BidCo S.p.A. following the Reopening of the Terms

Milan, July 23, 2021 – We make reference to the voluntary tender offer pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree 58/1998 (“**TUF**”) on all of the ordinary shares of Sicit Group S.p.A. (the “**Issuer**”) launched, on May 6, 2021, by Circular BidCo S.p.A. (the “**Offeror**”) by means of filing the offer document pursuant to and for the purposes of Article 102, paragraph 3, of the TUF and Article 37-ter of the Regulation n. 11971 of May 14, 1999 (“**Issuers’ Regulation**”).

Unless otherwise defined in this press release, capitalized terms shall have the meaning given to them in the following documents, to which full reference is made: (i) the offer document approved by Consob by way of resolution no. 21881 of June 4, 2021 (the “**Offer Document**”); (ii) the press release relating to the amendments to the Offer, issued on July 6, 2021; and (iii) the press release relating to the provisional results of the Offer, issued on July 11, 2021, (iv) the press release relating to the final results of the Offer, issued on July 15, 2021, available, among others, on the websites of the Offeror (www.opasicit.it), the Issuer (www.sicigroup.com) and the Global Information Agent Morrow Sodali S.p.A. (www.morrowsodali-transactions.com).

1. PROVISIONAL RESULTS OF THE OFFER FOLLOWING THE REOPENING OF THE TERMS

On the basis of the provisional results following the Reopening of the Terms communicated by Intesa Sanpaolo S.p.A. – intermediary responsible for the coordination of the collection of the Shares tendered to the Offer – during the Reopening of the Terms, ended on July 23, 2021, no. 1,590,297 Shares have been tendered to the Offer, corresponding to 7.04% of the Shares subject to the Offer and, therefore, the corporate capital of the Issuer, for an overall amount equal to Euro 26,716,989.60.

It should be noted that, during the Reopening of the Terms, the Offeror purchased on the market a total no. 1,163,788 of Shares, corresponding to 5.15% of the Issuer’s share capital (the “**Shares Purchased on the Market during the Reopening of the Terms**”), for a consideration equal to the New Consideration (i.e., Euro 16.80 per Share).

It should also be noted that none of the Persons Acting in Concert purchased shares of the Issuer on the Market during the Reopening of the Terms.

Finally, at the New Offer Payment Date following the end of the Acceptance Period, taking into account the Shares tendered to the Offer and the Shares purchased on the Market, the Offeror held 88.26% of the Issuer’s share capital.

Therefore, taking into account the Shares tendered to the Offer during the Acceptance Period, the Shares purchased on the Market, the Shares tendered to the Offer during the Reopening of the Terms and the Shares purchased on the Market during the Reopening of the Terms, the Offeror will hold, at the date of payment following the Reopening of the Terms, if the above provisional results following the Reopening of the Terms are confirmed, a percentage equal to 96.57% of the Issuer’s share capital, which would allow the Offeror to achieve the Delisting.

The final results of the Offer following the Reopening of the Terms will be announced by means of a press release in accordance with Article 41, paragraph 6 of the Issuer Regulation, which will be released by the Offeror by Thursday July 29, 2021.

2. OBLIGATIONS FOLLOWING THE REOPENING OF THE TERMS

On the New Payment Date following the Reopening of the Terms:

- a) the Offeror will purchase all the Shares tendered to the Offer during the Reopening of the Terms. The Consideration due by the Offeror for each Share tendered during the Acceptance Period is equal to Euro 16.80 and it will be paid to each shareholders who tendered their Shares to the Offer on Friday July 30, 2021 against the simultaneous transfer of the ownership of such Shares to the Offeror; and
- b) the legal requirements for the exercise of the Squeeze-out Right – which will be exercised by the Offeror as stated in Section A, Paragraph A.11. of the Offer Document – and for the fulfilment of the Sell-out Right pursuant to Article 108, paragraph 1, of the TUF in relation to the remaining 773,853 Shares, equal to 3.43% of the Issuer's share capital, will be met.

The press release on the final results of the Offer following the Reopening of the Terms – which will be published within Thursday July 29, 2021 – will also include information on the terms and conditions under which the Offeror will exercise the Squeeze-out Right and, within the same procedure, the Sell-out Right pursuant to Article 108, paragraph 1, of the TUF.