

**VOLUNTARY PUBLIC TENDER AND EXCHANGE OFFER
LAUNCHED BY EVERGREEN S.P.A.
ON ALL OF THE ORDINARY SHARES OF COIMA RES S.P.A. SIIQ**

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PRESS RELEASE

**PROVISIONAL RESULTS OF THE VOLUNTARY PUBLIC TENDER AND
EXCHANGE OFFER LAUNCHED BY EVERGREEN S.P.A.
ON ALL OF THE ORDINARY SHARES OF COIMA RES S.P.A. SIIQ**

FULFILLMENT OF THE THRESHOLD CONDITION

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Milan, July 22, 2022 – With reference to the voluntary public tender and exchange offer launched by Evergreen S.p.A. (“**Evergreen**” or the “**Offeror**”) on a maximum of no. 36,106,557 ordinary shares without nominal value (“**Shares**” or “**COIMA RES Shares**”) of COIMA RES S.p.A. SIIQ (“**COIMA RES**” or the “**Issuer**”), the Offeror announces the following.

Unless otherwise defined, capitalized terms in this press release shall have the same meaning given to them in the offer document relating to the Offer, approved by CONSOB by means of resolution no. 22365 of June 16, 2022 and published on June 23, 2022 (the “**Offer Document**”) and in the exemption document approved by means of resolution no. 0447459 of June 15, 2022 and published on June 23, 2022 (the “**Exemption Document**”).

1. PROVISIONAL RESULTS OF THE OFFER

Based on the provisional results communicated by Intesa Sanpaolo S.p.A. – the intermediary in charge of coordinating the collection of acceptances to the Offer – during the Tender Period, which ended on July 22, 2022, no. 35,284,495 Shares, equal to approximately 97.723% of the Shares Subject to the Offer and, therefore, of the share capital of COIMA RES, have been tendered to the Offer.

It should be noted that the Offeror and the Persons Acting in Concert did not purchase any share of COIMA RES between the Date of the Offer Document and today’s date.

The final results of the Offer will be announced by means of a press release in accordance with Article 41, paragraph 6 of the CONSOB Resolution dated May 14, 1999, no. 11971, as amended (the “**CONSOB Regulation**”), which will be released by the Offeror by 7.59 a.m. of the Trading Day prior to the Payment Date (*i.e.*, July 28, 2022) (the “**Announcement on the Final Results of the Offer**”).

Therefore, taking into account the no. 35,284,495 Shares which have been tendered to the Offer and the no. 1 Share already owned by the Offeror, the Offeror will own, if the above-mentioned provisional results are confirmed, 97.723% of the share capital of the Issuer.

Based on the provisional results of the Offer, since the number of Shares tendered to the Offer is equal to no. 38,140 Shares and, therefore, does not exceed the Maximum Amount in Exchange (*i.e.*, no. 9,026,639 COIMA RES Shares, equal to 25% of the Issuer's share capital), the Allotment procedure will not be applied to the Shares tendered to the Offer.

2. CONDITIONS OF THE OFFER

As stated in Paragraph A.1 of the Offer Document, the completion of the Offer is subject to the fulfillment of each of the Conditions Precedent to the Offer, namely:

- a) the Threshold Condition, for the occurrence of which is required that the Offeror will hold, upon completion of the Offer – as a result of the acceptances of the Offer – an overall shareholding equal to at least 95% of the Issuer's share capital; however the Offeror reserved the right to waive the Threshold Condition, provided that the shareholding that the Offeror will hold upon completion of the Offer – as a result of the acceptances of the Offer – is in any case at least equal to 66.7% of the Issuer's share capital (this threshold cannot be waived);
- b) the Financing Agreements Condition;
- c) the No 2019 Share Capital Increase Condition;
- d) the Defensive Measures Condition;
- e) the Material Acts Condition; and
- f) the MAC Condition.

In light of the provisional results of the Offer referred to in Paragraph 1 of this press release, the Offeror announces that the Threshold Condition is fulfilled.

Furthermore, as already announced by the Offeror on July 15, 2022, the Financing Agreements Condition has been waived.

As far as the No 2019 Share Capital Increase Condition, the Defensive Measures Condition, the Material Acts Condition and the MAC Condition are concerned, the Offeror announces that it will communicate, by 7.59 a.m. of the second Trading Day prior to the Payment Date, the fulfillment or the non-fulfillment of these conditions and, should these conditions not be fulfilled, the possible decision to waive them. Should the No 2019 Share Capital Increase Condition, the Defensive Measures Condition, the Material Acts Condition and the MAC Condition not be fulfilled and should the Offeror decide not to waive them, the completion of the Offer will not take place. In such a case, the Shares which have been tendered to the Offer shall be made available to the Acceptors by the Trading Day following the date on which the announcement declaring the Offer ineffective is made: the Shares will be returned to the Acceptors through the Depositary Intermediaries, without charging any cost or expenses to them.

As a consequence, it being understood that the completion of the Offer is subject to the No 2019 Share Capital Increase Condition, the Defensive Measures Condition, the Material Acts

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Condition and the MAC Condition and, therefore, only in case these Conditions Precedent are fulfilled or – should these conditions not be fulfilled – if the Offeror waives them:

- a) the Offeror will acquire all the Shares tendered to the Offer during the Tender Period;
- b) in light of the fulfillment of the Threshold Condition, the terms of the Offer will not be re-opened, pursuant to article 40-*bis*, paragraph 3, lett. b), of the Issuer's Regulation;
- c) the legal requirements for the exercise of the Squeeze-Out Right – which the Offeror has declared in the Offer Document and the Exemption Document that it intends to avail itself of – and for the fulfillment of the Compulsory Squeeze-Out pursuant to Article 108, Paragraph 1, of the Italian Securities Act in relation to the outstanding 822,062 Shares, equal to 2.277% of the Issuer's share capital, are met.

The Announcement on the Final Results of the Offer – which will be published by 7:59 a.m. of the Trading Day prior to the Payment Date (*i.e.*, July 28, 2022) – will also contain indications as to the manner and the terms according to which the Offeror will fulfill the Compulsory Squeeze-Out pursuant to Article 108, Paragraph 1, of the Italian Securities Act and/or exercise the Squeeze-Out Right.

On the basis of the provisional results of the Offer, the Maximum Residual Amount in Exchange for the Joint Procedure is equal to 8,988,499 Shares.

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The voluntary public tender and exchange Offer described in this notice will be promoted by Evergreen S.p.A. over the totality of the ordinary shares of COIMA RES S.p.A. SIIQ.

This notice does not constitute an offer to buy or sell shares of COIMA RES S.p.A. SIIQ.

Before the beginning of the Tender Period, as required by the applicable regulations, the Offeror will publish the Offer Document which shareholders of COIMA RES S.p.A. SIIQ shall carefully examine.

The Offer will be launched exclusively in Italy and in the United States of America and will be made on a non-discriminatory basis and on equal terms to all Shareholders of the Issuer. The Offer will be promoted in Italy as COIMA RES Shares are listed on the Euronext Milan organised and managed by Borsa Italiana S.p.A. and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not and will not be made in Canada, Japan, Australia and any other jurisdictions where making the Offer would not be allowed without the approval by competent authorities without other requirements to be complied with by the Offeror (such jurisdictions, including Canada, Japan and Australia, jointly, the “**Other Countries**”), neither by using national or international instruments of communication or commerce of the Other Countries (including, for example, postal network, fax, telex, e-mail, telephone and internet), nor through any structure of any of the Other Countries’ financial intermediaries or in any other way.

Copies of any document that the Offeror will issue in relation to the Offer, or portions thereof, are not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries.

Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This notice, as well as any other document issued by the Offeror in relation to the Offer, does not constitute and is not part of an offer to buy, nor of a solicitation of an offer to sell, financial instruments in the Other Countries. The Offeror will extend the Offer in the United States of America pursuant to Section 14(e) and Regulation 14E of the United States Securities Exchange Act of 1934 (the “**U.S. Securities Exchange Act**”), subject to exemptions provided by Rule 14d-1(c) under the U.S. Securities Exchange Act for a “*Tier I*” tender offer and Rule 802 under the U.S. Securities Act of 1933. The Offer is therefore subject to communication requirements and other procedural obligations, to an Offer timetable and to a means and timing of payment which differ from those provided for by the laws of the United States of America regarding public tender offers.

The Offer is made for the securities of a non-U.S. company. Holders of Shares residing in the United States of America should note that the Offer is subject to disclosure requirements of a foreign country that are different from those of the United States of America. Financial statements included in the offer document, if any, may have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of U.S. companies. It may be difficult for investors residing in the United States of America to enforce their rights and any claim that such investors may have arising under the federal securities laws of the United States of America, since the Issuer is located in a foreign country, and some or all of its officers and directors may be residents of a foreign country. Such investors may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the securities laws of the United States of America. It may be difficult to compel a foreign company and its affiliates to subject themselves to a judgment of a court of the United States of America.

Holders of Shares domiciled in the United States of America are encouraged to consult with their own advisors regarding the Offer. The Offeror and its affiliates reserve the right to purchase Shares outside of the Offer, to the extent permitted by applicable law. No financial instrument can be offered or transferred in the Other Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

Tendering in the Offer by persons residing in countries other than Italy and the United States of America may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions of such jurisdictions. Recipients of the Offer are solely responsible for complying with such laws and regulations and, therefore, before tendering in the Offer, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.