

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

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PRESS RELEASE

**FINAL 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. SHQ**

**MODALITIES FOR THE FULFILMENT OF THE JOINT PROCEDURE IN ORDER
TO EXERCISE THE SQUEEZE-OUT RIGHT AND THE COMPULSORY SQUEEZE-
OUT PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE ITALIAN
SECURITIES ACT**

DELISTING OF THE COIMA RES S.P.A. SHQ SHARES ON AUGUST 12, 2022

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Milan, July 27, 2022 – With reference to the voluntary public tender and exchange offer, pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree 58 of 24 February 1998 as amended and integrated (“**Italian Securities Act**”), 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. SHQ (“**COIMA RES**” or the “**Issuer**”), the Offeror announces the following pursuant to Article 41, paragraph 6, and Article 50-*quinquies*, paragraph 2, of CONSOB Resolution dated May 14, 1999, no. 11971, as amended (the “**Issuers’ Regulation**”).

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. FINAL RESULTS OF THE OFFER

Based on the final results communicated by Intesa Sanpaolo S.p.A. (the “**Bank**”) – the intermediary in charge of coordinating the collection of acceptances to the Offer – during the Tender Period, which ended on July 22, 2022, no. 35,484,532 Shares, equal to approximately 98.277% of the Shares Subject to the Offer and, therefore, of the share capital of COIMA RES, have been tendered to the Offer.

The total amount of Shares tendered to the Offer during the Tender Period is therefore 200,037 Shares higher than the provisional results announced by the Offeror on July 22, 2022.

Out of the no. 35,484,532 Shares tendered to the Offer:

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- (i) no. 35,446,392 Shares have been tendered to the Offer against payment of a cash consideration equal to Euro 10 for each no. 1 Share tendered to the Offer (the “**Cash Consideration**”) for an overall consideration equal to Euro 354,463,920; and
- (ii) no. 38,140 Shares have been tendered to the Offer against payment of a consideration equal to no. 1 unlisted share of the Offeror for no. 1 Share tendered to the Offer (the “**Alternative Consideration**”) for an overall consideration equal to 38,140 newly issued Evergreen shares.

It should also be noted that – as announced by the Offeror on July 26, 2022 – following the fulfillment of all Conditions Precedent, save for the Financing Agreements Condition which has been waived, as previously announced by the Offeror on July 15, 2022, the Offer became fully effective.

Therefore, taking into account the no. 35,484,532 Shares tendered to the Offer and the no. 1 Share owned by the Offeror, the latter will come to hold no. 35,484,533 Share, equal to 98.277% of the Issuer’s share capital. The payment of the Offer Consideration will occur on the fifth trading day following the last day of the Tender Period and, therefore, on July 29, 2022.

Please note that neither the Offeror, nor the Persons Acting in Concert purchased any COIMA RES Shares during the period between the Date of the Offer Document and the date hereof.

Furthermore, based on the final results of the Offer, since the number of Shares tendered in exchange 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. JOINT PROCEDURE FOR THE EXERCISE OF THE SQUEEZE-OUT RIGHT AND THE COMPULSORY SQUEEZE-OUT PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE ITALIAN SECURITIES ACT

As already communicated on July 22, 2022, considering that the Offeror holds more than 95% of the Issuer’s share capital, the conditions for the exercise by the Offeror of the Squeeze-Out Right on the remaining Shares have been met, having the Offeror already indicated in the Offer Document and in the Exemption Document its intention of availing itself of such procedure pursuant to Article 111 of the Italian Securities Act.

In view of the above, the Offeror represents that, as previously announced on July 22, 2022, in light of the fulfillment of the Threshold Condition, the terms of the Offer will not be reopened, pursuant to Article 40-*bis*, paragraph 3, letter b, of the Issuers’ Regulations.

As indicated in the Offer Document and in the Exemption Document, the Offeror, by exercising the Squeeze-Out Right, will perform the Compulsory Squeeze-Out pursuant to Article 108, Paragraph 1, of the Italian Securities Act, through the Joint Procedure, whose terms and conditions indicated below have been agreed upon with Borsa Italiana S.p.A. and with CONSOB.

The Joint Procedure relates to a maximum amount of 622,025 outstanding COIMA RES Shares not owned by the Offeror, representing 1.723% of the Issuer's share capital (the "**Remaining Shares**").

Terms and modalities of execution of the Joint Procedure

The period for the Joint Procedure agreed with Borsa Italiana S.p.A. and CONSOB will begin at 8:30 on August 1, 2022 and will end at 17:30 on August 8, 2022 (the "**Joint Procedure Period**"). On August 8, 2022, the Offeror will communicate the provisional number of requests received from shareholders who submitted the relevant Sale Request (as defined below) and by August 11, 2022 the final number of requests received from shareholders who submitted the Sale Request (as defined below).

Consideration of the Joint Procedure

The Offer Consideration that the Offeror will pay in the context of the Joint Procedure for each Share will be equal to the consideration paid by the Offeror for each Share tendered to the Offer and, therefore, equal to:

- (i) a cash consideration equal to Euro 10 for each no. 1 Share tendered to the Offer; or, alternatively
- (ii) a consideration equal to no. 1 unlisted share of the Offeror for no. 1 Share tendered to the Offer (*i.e.*, 1:1 ratio).

Based on the final results of the Offer, since the number of Shares tendered in exchange to the Offer during the Tender Period does not exceed the Maximum Residual Amount in Exchange for the Joint Procedure (*i.e.*, a maximum of no. 8,988,499 COIMA RES Shares), the Allotment procedure will not be applied to the Shares tendered during the Joint Procedure. For the sake of completeness, it should be noted that, taking into account that the Shares subject to the Joint Procedure are equal to no. 622,025 Shares, a maximum of no. 622,025 Shares may be tendered in exchange to the Offer during the Joint Procedure.

In order to receive the Cash Consideration or, alternatively, the Alternative Consideration, the remaining shareholders shall make an express request in the Sale Request (as defined below) with regards to all remaining Shares subject to such request. In the event the Acceptors of the Joint Procedure do not make a specific choice, the Cash Consideration will be paid.

Shareholders holding Shares who will not submit the Sale Request (as defined below) will be paid only with the Cash Consideration.

Modalities for the submission of the Sale Requests

Holders of Remaining Shares may tender their Remaining Shares to the Offer during the Joint Procedure Period, no later than the last day of the Joint Procedure Period (August 8, 2022), by submitting the relevant application form (which will be available on the Offeror's website www.opascoimares.com, on the Issuer's website www.coimares.com and on the Global Information Agent's website www.morrowsodali-transactions.com) duly filled in full and

undersigned (the “**Sale Request**”), with simultaneous deposit of the Remaining Shares at an Appointed Intermediary.

Those who intend to request that the Offeror purchase the Residual Shares (the “**Requesting Shareholders**”) may also deliver the Sale Requests and deposit the Remaining Shares specified therein with the Depository Intermediaries, provided that the delivery and deposit are made in due time for the Depository Intermediaries to arrange the deposit of the Remaining Shares with the Appointed Intermediaries no later than the last day of the Joint Procedure Period.

The Remaining Shares, in order to be eligible for the Sale Requests, must be duly registered and available in a securities account of the Requesting Shareholder with an intermediary participating in the centralized management system at Monte Titoli S.p.A. Furthermore, they must be free from restraints and encumbrances of any kind and nature, whether of real, obligatory or personal nature, as well as freely transferable to the Offeror. Finally, the Remaining Shares resulting from purchase transactions carried out on the market may be tendered to the Joint Procedure only following the relevant settlement in the context of the settlement system.

Therefore, the subscription of the Sale Request, in view of the aforementioned regime of dematerialization of securities, will also be valid as an irrevocable instruction given by the individual holder of Shares to the Appointed Intermediary or the relevant Depository Intermediary, with whom the Shares are deposited in a securities account, to transfer the abovementioned Shares with such Appointed Intermediary or Depository Intermediary, to the Offeror through the Intermediary Appointed to Coordinate the Acceptances.

Upon signing the Sale Requests, the Requesting Shareholders will grant mandate to the Appointed Intermediary and the Depository Intermediary, if any, to perform all necessary and preparatory formalities in order to the transfer of the Remaining Shares to the Offeror.

It remains the sole responsibility of the Shareholders to bear the risk that the Depository Intermediaries fail to deliver the Sale Requests and, if applicable, fail to deposit the Shares with an Appointed Intermediary by the last day of the Joint Procedure Period.

Payment date of the Consideration – Transfer of ownership of the Shares to the Offeror

On the fourth trading day following the end of the Joint Procedure Period, *i.e.*, August 12, 2022 (the “**Execution Date of the Joint Procedure**”), the Offeror will proceed to execute the settlement of the Joint Procedure by means of, as the case may be (i) the payment of the Cash Consideration; or (ii) the payment of the Alternative Consideration.

The overall consideration for the purchase of all remaining Shares by means of the Cash Consideration is equal to Euro 6,220,250 (the “**Overall Consideration**”). The Overall Consideration will be deposited by the Offeror with the Bank in a bank account in the Offeror’s name and dedicated to the payment of the Joint Procedure consideration. The Joint Procedure will become effective on Friday, August 12, 2022, at the time when the Offeror confirms to the

Issuer that the deposit with the Bank has been carried out and that the amounts for the payment of the Overall Consideration are available.

On the same date, the transfer of ownership of the Shares to the Offeror will also be effective, with consequent annotation in the shareholders' register by the Offeror.

It should be noted that the Squeeze-Out Right is carried out with respect to all the remaining Shares and therefore – regardless of the payment request of the abovementioned Joint Procedure consideration – the transfer of the ownership of the remaining Shares to the Offeror will be effective as of the date of communication to the Issuer of the deposit with the Bank of the Overall Consideration, with consequent annotation in the shareholders' register by the Issuer pursuant to Article 111, paragraph 3, of the Italian Securities Act.

Holders of the remaining Shares are entitled to the payment of the Joint Procedure consideration directly from their respective intermediaries. The Offeror's obligation to pay the Joint Procedure consideration shall be deemed fulfilled when the relevant Joint Procedure consideration will be transferred to the Depository Intermediaries. It remains the sole responsibility of the Acceptors to bear the risk that the Depository Intermediaries fail to transfer, or delay the transferring of, the Joint Procedure consideration to the Acceptors.

Pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulation, as a result of the exercise of the Squeeze-Out Right, Borsa Italiana will delist the Shares from Euronext Milan with effect from August 12, 2022, with the suspension of listing of the Shares on August 10 and 11, 2022.

As noted above, it should be noted that the Issuer's shareholders who, in the context of the Joint Procedure, will not submit the Sale Request by the end of the Joint Procedure Period (*i.e.*, August 8, 2022 at 17:30), will receive the Cash Consideration.

Summarized below is a timetable of the main events relating to the Joint Procedure.

Date	Event	Method of disclosure
August 1, 2022	Beginning of the Joint Procedure Period	-
August 8, 2022	End of the Joint Procedure Period	-
By the evening of the last day of the Joint Procedure Period (<i>i.e.</i>, August 8, 2022)	Communication of the provisional number of Sale Requests relating to the Joint Procedure.	Notice pursuant to article 36 of the Issuers' Regulation.
By 7:59 am of the last Trading Day prior to the Execution	Communication of the final number of the Sale Requests	Notice pursuant to article 36 of the Issuers' Regulation.

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Date of the Joint Procedure (i.e., August 11, 2022)	received in connection with the Joint Procedure.	
August 10, 2022	Suspension of the Shares from the listing on Euronext Milan.	-
August 11, 2022	Suspension of the Shares from the listing on Euronext Milan.	-
August 12, 2022	Execution Date of the Joint Procedure and revocation of the Shares from listing.	Notice pursuant to article 36 of the Issuers' Regulation.

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The Offer Document, the Exemption Document and the documents relating to the Offer are available to the public on the Offeror's website (www.opascoimares.com) and on the Global Information Agent's website (www.morrowsodali-transaction.com).

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For further information:

Brunswick

Alessandro Iozzia, +39 335 7187205

Massimo Gaia, +39 348 2814932

e-mail: ceres@brunswickgroup.com

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The voluntary public tender and exchange Offer described in this notice has been 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.

As required by the applicable regulations, the Offeror has published the Offer Document which shareholders of COIMA RES S.p.A. SIIQ shall carefully examine.

The Offer has been launched exclusively in Italy and in the United States of America and has been made on a non-discriminatory basis and on equal terms to all Shareholders of the Issuer. The Offer has been 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 was not 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 extended 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.