

**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

WAIVER OF THE FINANCING AGREEMENTS CONDITION

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Milan, July 15, 2022 – With reference to the voluntary public tender and exchange offer (the “Offer”) launched by Evergreen S.p.A. (“Evergreen” or the “Offeror”), pursuant to articles 102 and 106, paragraph 4, of Legislative Decree No. 58 of February 24, 1998 as subsequently amended and supplemented (“**Italian Securities Act**”) 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.

Preliminarily, the Offeror recalls that:

- the effectiveness of the Offer is subject to the fulfillment of the conditions precedent of the Offer set forth in Paragraph A.1 of the Offer Document (each, a “**Condition Precedent**”). In particular, pursuant to the Condition Precedent relating to the financing agreements (set forth in Section A, Paragraph A.1, letter b), of the Offer Document), the completion of the Offer is subject to the unconditional waiver by the lending banks of any right to require an early repayment of the financing agreements as a result of a change of control over the Issuer resulting from the completion of the Offer and/or the delisting (the “**Financing Agreements Condition**”);
- as better described in the Offer Document and in the Exemption Document, the Financing Agreements Condition was applicable to a single financing agreement, entered into by the Issuer on December 29, 2021 with certain lending banks, for an overall amount equal to Euro 165,000,000 (the “**Financing Agreement**”).

The Offeror hereby announces that the Financing Agreements Condition set forth in Section A, Paragraph A.1, letter b), of the Offer Document is to be considered waived by the Offeror, after reaching the agreement with the lending banks summarized below.

In the event of completion of the Offer, in particular, the lending banks irrevocably undertook to waive their right to terminate or request a prepayment as provided for by the Financing Agreement with regards to the completion of the Offer and/or the delisting; providing, however, that such waiver – which must be accepted by the Issuer by October 31, 2022 – is in turn subject to certain conditions and new events of default, including, *inter alia*: (i) the lack of or the delayed transformation of the Issuer into a SICAF, (ii) the Issuer and the lending banks do not enter into certain amendments to the Financing Agreement (aimed, *inter alia*, at adapting the content of the Financing Agreement to the new status of the borrower and introducing

certain additional protections for the benefit of the lending banks, including, *inter alia*, certain change of control and change of management clauses), (iii) the lack of prior approval by the lending banks of the merger between the Offeror and the Issuer, save for some already permitted cases related to the level of indebtedness of the Offeror and the Issuer, (iv) non-compliance with certain information covenants and other provisions related, *inter alia*, to the coverage of the Issuer's future financial requirements. The economic expenses associated with the negotiation for the obtainment of the waiver will be borne by the Offeror. Furthermore, until the signing of the amendment agreement, the Issuer will be subject to certain additional restrictions, including, *inter alia*, a prohibition on the distribution of dividends and a prohibition on incurring further indebtedness.

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As mentioned under Paragraph A.1 of the Offer Document, the Offeror points out that the completion of the Offer remains subject to the fulfillment of the other Conditions Precedent. According to the terms and manners set forth in the Offer Document, the Offeror will disclose the fulfillment or non-fulfillment, or the waiver of such conditions of the Offer. For any further information relating to the Offer, see the Offer Document and the Exemption Document.

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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.