



SPAFID
CONNECT

Informazione Regolamentata n. 1597-2-2022	Data/Ora Ricezione 04 Gennaio 2022 08:29:54	Euronext Milan
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Societa' : CERVED GROUP
Identificativo : 155984
Informazione
Regolamentata
Nome utilizzatore : CERVEDN02 - Cecere
Tipologia : REGEM
Data/Ora Ricezione : 04 Gennaio 2022 08:29:54
Data/Ora Inizio : 04 Gennaio 2022 08:29:56
Diffusione presunta
Oggetto : Purchases of shares Castor Bidco SpA
3.1.2022

Testo del comunicato

Vedi allegato.

Castor Bidco S.p.A. with sole shareholder
Registered office in Milan, via Alessandro Manzoni n. 38
Share Capital Euro 50,000.00
Fiscal code and VAT No. 11676310961
Milan Companies' Register
R.E.A. n. 2618368

Purchase of shares of Cerved Group S.p.A.

* * *

PRESS RELEASE PURSUANT TO ART. 41, PARAGRAPH 2, LETT. C), OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED (“ISSUERS’ REGULATION”)

Milan, 3 January 2022 – With reference to the obligation to purchase (the “**Obligation to Purchase**”) pursuant to Article 108, paragraph 2, of Legislative Decree 58/1998 (the “**TUF**”), as subsequently amended and supplement, to be carried out by Castor Bidco S.p.A. (“**Castor Bidco**”) on the ordinary shares of Cerved Group S.p.A. (“**Cerved**” - ISIN Code IT0005010423) as a result of the passing by Castor Bidco of the threshold of 90% set forth in Article 108, Paragraph 2, of the TUF announced on 16 November 2021, it is hereby made public that on the date hereof Castor Bidco has purchased on the market an overall number of 2,843,258 ordinary shares equal to 1.456% of the share capital of Cerved.

Subject that has carried out the transaction	Date of the transaction	Trading venue	Transaction type	Weighted Average Price (euro)	Quantity
Castor Bidco	3 January 2022	MTA	Purchase	10.20	2,837,359
Castor Bidco	3 January 2022	Aquis-EU	Purchase	10.20	5,899

The aforementioned purchases were performed at a price not exceeding Euro 10.20, equal to the consideration paid in the context of the voluntary tender offer on Cerved’s shares published on 8 March 2021.

It should be noted that, as a result of the above purchases, Castor Bidco holds an aggregate shareholding equal to 95.012% of the share capital of Cerved. Should the legal requirements be met, Castor Bidco will exercise its right to purchase pursuant to Article 111 of the TUF and will fulfil its obligation to purchase pursuant to Article 108, paragraph 1, of the TUF *vis à vis* the holders of the remaining shares who so request, through a single procedure.

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Press release issued by Castor Bidco S.p.A. and distributed by Cerved Group S.p.A. at the request of Castor Bidco S.p.A.

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*The procedure envisaged for the performance of the purchase obligation under Article 108, Paragraph 2, of Legislative Decree 58/1998 (the “**Procedure**”) described in this press release will be launched by Castor Bidco S.p.A., with a sole shareholder, on the Cerved Group S.p.A.’s ordinary shares.*

Before the beginning of the Procedure, as required by applicable law, Castor Bidco S.p.A. will publish a Disclosure Document which Cerved Group S.p.A.’s shareholders shall carefully examine.

The Procedure is launched exclusively in Italy and is addressed, on equal terms, to all holders of Cerved Group S.p.A.’s shares. The Procedure is launched in Italy as Cerved Group S.p.A.’s shares are listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana and is subject to the obligations and procedural requirements of Italian law.

*The Procedure is not and will not be launched in the United States of America (i.e. it will not be addressed to U.S. Persons, as defined by the U.S. Securities Act of 1933 as amended), Canada, Japan and Australia or any other jurisdiction where launching the Procedure would not be allowed without the authorization of the competent authorities or without any other requirements to be complied with by Castor Bidco S.p.A. (such jurisdictions, including the United States of America, Canada, Japan and Australia, collectively the “**Excluded Countries**”), neither by using national or international communication or trade tools of the Excluded Countries (including, but not limited to, the postal network, fax, telefax, e-mail, telephone and internet), nor through any structure of any Excluded Countries’ financial intermediaries nor in any other way.*

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Any proposals of sale resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

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