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Societa' : CERVED GROUP

Identificativo : 156423

Informazione
Regolamentata

Nome utilizzatore : CERVEDN02 - Cecere

Tipologia : REGEM

Data/Ora Ricezione : 18 Gennaio 2022 17:51:44

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Diffusione presunta

Oggetto : REGISTRATION AT THE COMPANIES'
REGISTER OF MILAN OF THE
RESOLUTION OF THE EXTRAORDINARY
SHAREHOLDERS' MEETING OF
CERVED GROUP S.P.A.

Testo del comunicato

Vedi allegato.

PRESS RELEASE

REGISTRATION AT THE COMPANIES' REGISTER OF MILAN OF THE RESOLUTION OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CERVED GROUP S.P.A. WHICH APPROVED THE PLAN OF MERGER BY INCORPORATION OF CASTOR BIDCO S.P.A. INTO CERVED GROUP S.P.A.

TERMS AND CONDITIONS FOR THE EXERCISE OF THE RIGHT OF WITHDRAWAL BY THE SHAREHOLDERS OF CERVED GROUP

San Donato Milanese, 18 January 2022 - Cerved Group S.p.A. (“**Cerved**” or the “**Company**”) informs that, on today’s date (the “**Registration Date**”), the resolution of the extraordinary shareholders’ meeting of the Company held on 14 January 2022 (the “**Shareholders’ Meeting**”), during which the plan of merger by incorporation (the “**Merger Plan**”) of Castor Bidco S.p.A. into Cerved Group S.p.A. has been approved (the “**Merger**”), has been registered with the Companies’ Register of Milan.

Right of withdrawal and eligible parties

As indicated in the Merger Plan, it is recalled that the shareholders of Cerved who did not participate in the shareholders’ meeting resolution approving the Merger Plan (the “**Entitled Shareholders**”) are entitled to a withdrawal right pursuant to Article 2437, paragraph 1, letter g), of the Italian Civil Code (the “**Withdrawal Right**”) because, on the effective date of the Merger, the new by-laws of Cerved will become effective. The list voting mechanism, currently provided for by the by-laws of Cerved pursuant to Article 147-ter of Legislative Decree No. 58 of 24 February 1998 (the “**TUF**”), will be expunged from the new by-laws of Cerved. It should be noted that, as indicated in the Merger Plan, the effective date of the Merger shall be the date of the last of the registration of the deed of merger with the companies’ register pursuant to by Article 2504 of the Italian Civil Code, or, alternatively, the later date, which shall be indicated in the deed of merger.

It should be noted that, in accordance with the provisions of Article 127-bis, paragraph 2, of the TUF, it is understood that a shareholder in whose favour the registration of the Cerved shares has been made after the record date of the Shareholders’ Meeting (*i.e.* January 5, 2022) and before the opening of the activities of the Shareholders’ Meeting (at 10:59 a.m. of January 14, 2022) did not participate in the approval of the resolution of the Shareholders’ Meeting and is, therefore, considered an Entitled Shareholder.

Liquidation value

The liquidation value of the Cerved shares possibly subject to the Withdrawal Right is equal to **Euro 10.095** per share and has been determined in accordance with the provisions of Article 2437-ter, paragraph 3, of the Italian Civil Code, by referring to the arithmetic average of the closing prices of Cerved shares in the six months preceding the publication of the notice of call of the Shareholders’ Meeting.

Declaration of withdrawal

It should be noted that, pursuant to article 2437-bis, paragraph 1, of the Italian Civil Code, the Right of Withdrawal may be exercised by the Entitled Shareholders, for all or part of the shares held, by means of a registered letter with acknowledgement of receipt (the “**Declaration of Withdrawal**”) which must be sent by fifteen calendar days from the Registration Date - and, therefore, by **2 February 2022** (the “**Exercise Period**”). The date of the postmark will be relevant for the validity of the Withdrawal Declaration.

The Withdrawal Declaration must be sent by registered mail to “Cerved Group S.p.A., San Donato Milanese, Via Dell’Unione Europea n.6A/6B, 20097 - c.a. Ufficio Soci” or, by certified electronic e-mail (PEC) to the address cervedgroup@pec.cerved.com and must contain the following information:

- (i) the personal data, tax code, domicile (and, where possible, a telephone number and email address) of the withdrawing shareholder (the “**Withdrawing Shareholder**”), to whom any communications relating to the Right of Withdrawal should be addressed;

- (ii) the number of Cerved shares for which the Withdrawal Right is exercised (the “**Withdrawal Shares**”);
- (iii) the indication of the intermediary with which the account on which the Withdrawal Shares are registered is opened, with the data relating to the aforesaid account;
- (iv) an indication of the particulars and details of the Withdrawing Shareholder’s bank account to which the liquidation value of the Withdrawal Shares is to be credited;
- (v) a statement that the Withdrawal Shares are not subject to a pledge or other encumbrances.

A facsimile of the Declaration of Withdrawal form is available on the Company’s website at <https://company.cerved.com/it/assemblea-degli-azionisti> - section 2.

For the purpose of an orderly handling of the procedure relating to the exercise of the Right of Withdrawal, it is recommended to the Withdrawing Shareholders who intend to send the Declaration of Withdrawal by registered mail to anticipate such declaration by e-mail at the address societariogruppocerved@cerved.com, without prejudice to the requirement, pursuant to and for the purposes of the law, to send the Declaration of Withdrawal by registered mail, as specified below.

It is recalled that, pursuant to Article 43, paragraph 1, of the Single Provision on Post-Trading adopted by Consob and the Bank of Italy on 13 August 2018, as subsequently amended (the “**Single Provision**”), the entitlement to exercise the Right of Withdrawal pursuant to Article 2437 of the Italian Civil Code is certified by a communication from the intermediary to the issuer (the “**Communication**”). The Withdrawing Shareholders are required to request the intermediary authorised to keep accounts in accordance with the law to send the Communication to the Company in the manner required by the applicable laws and regulations.

The Communication must certify the following:

- the uninterrupted ownership, by the Withdrawing Shareholder, of the Withdrawal Shares, from before the opening of the meeting whose resolution legitimated the exercise of the Right of Withdrawal until the date of issue of the Communication by the intermediary (inclusive);
- the absence of any pledge or other encumbrances on the Withdrawal Shares; if this is not the case, the Withdrawing Shareholder shall send to the Company, as a condition for the admissibility of the Declaration of Withdrawal, a statement made by the pledgee or the person in whose favour there are other encumbrances on the Withdrawal Shares, by which such person gives its irrevocable consent to effect the liquidation of the Withdrawal Shares, in accordance with the instructions given by the Withdrawing Shareholder.

It is the responsibility of the Withdrawing Shareholders to ensure the accuracy of the information contained in the Withdrawal Statement and to submit it no later than the Exercise Period. Withdrawal Statements sent after the aforementioned deadline and/or without the necessary information and/or without the relevant Notice in due time will be considered inadmissible.

Unavailability of the shares subject to the Withdrawal Right

As provided for by Article 2437-bis, paragraph 2, of the Civil Code and Article 43, paragraph 2, of the Single Provision, the issue of the Communication will be accompanied by the blocking of the Withdrawal Shares by the intermediary (and therefore the Withdrawal Shares may not be the object of dispositive acts), until the outcome of the liquidation procedure. Therefore, until the end of the liquidation procedure, the Withdrawal Shares may not be transferred by their respective owners, with the consequent temporary impossibility to realize their investment. Please note that the Withdrawal Right, legitimately exercised, will be effective subject to the completion of the Merger.

Liquidation procedure

Without prejudice to the foregoing, in the event that one or more shareholders exercise the Withdrawal Right, the procedure for the liquidation of the Withdrawal Shares will be carried out in accordance with the provisions of Article 2437-quater of the Italian Civil Code, pursuant to which:

- (i) the directors of the Company will offer in option the Withdrawal Shares to the other shareholders in proportion to the stake held by them; such option right may be exercised within a period of at least 30 days from the date of the filing of the option offer with the Register of Enterprises; the shareholders exercising the option right will also have the right of pre-emption for the purchase of the Withdrawal Shares which remained unoptioned, provided that they make a simultaneous request therefor;
- (ii) in the event that there are remaining Withdrawal Shares that have not been acquired by the shareholders of the Company, such shares may be offered by the directors of the Company on the market;
- (iii) the Company will purchase the Withdrawal Shares that have not been purchased in the phases set forth in clauses (i) and (ii) above, using the available reserves, also in derogation of the quantitative limits set forth by paragraph 3 of article 2357 of the Italian Civil Code.

The Company will provide relevant information regarding the procedure for the liquidation of the Withdrawal Shares within the terms and according to the procedures provided by applicable laws and regulations.

Cerved helps companies, banks, institutions and individuals protect themselves from risk and to grow sustainably. With a unique wealth of data and analytics, it provides clients with digital and artificial intelligence services and platforms to manage risk and support data-driven growth, including customised consulting solutions. Through Cerved Credit Management, it helps the financial and real system to dispose of and recover impaired loans. Within the group operates Cerved Rating Agency, one of the most important rating agencies active in Europe.

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