



SPAFID
CONNECT

Informazione Regolamentata n. 1597-46-2022	Data/Ora Ricezione 27 Gennaio 2022 19:43:51	Euronext Milan
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Societa' : CERVED GROUP
Identificativo : 156784
Informazione
Regolamentata
Nome utilizzatore : CERVEDN02 - Cecere
Tipologia : REGEM
Data/Ora Ricezione : 27 Gennaio 2022 19:43:51
Data/Ora Inizio : 27 Gennaio 2022 19:43:52
Diffusione presunta
Oggetto : Anticipation of the settlement date (Sell-out)

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

Obligation to purchase the ordinary shares of Cerved Group S.p.A. pursuant to Article 108, paragraph 2, of the TUF to be carried out by Castor Bidco S.p.A.

* * *

**ANTICIPATION OF THE SETTLEMENT DATE
JOINT PROCEDURE AND DELISTING**

Milan, 27 January 2022 – With reference to the procedure for the fulfilment of the obligation to purchase (the “**Obligation to Purchase**”) pursuant to Article 108, paragraphs 2, of 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**” or the “**Issuer**”) 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 (the “**Procedure**”), it is hereby made public that the consideration due to the holders of the Issuer's ordinary shares tendered to the Procedure will be paid on 8 February 2022 and not on 11 February 2022, as provided in the information document of the Procedure approved by Consob with resolution 22142 issued on 22 December 2021 and published on 24 December 2021 (the “**Information Document**”).

It is furthermore made public that, due to the overcoming by Castor Bidco of the threshold of 95% of the share capital of the Cerved, taking into account the shares tendered to the Procedure and those purchased in the market, 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 through a single procedure as agreed with Consob and Borsa Italiana (the “**Joint Procedure**”). The Joint Procedure will be completed on 9 February 2022.

Please note that, in accordance with the provisions of Article 2.5.1, paragraph 6, of the Stock Exchange Regulations, Borsa Italiana will resolve that the Issuer's shares shall be suspended from trading on Euronext Milan in the sessions of 7 and 8 February 2022 and revoked from listing and trading as from the session of 9 February 2022.

For further details on the Joint Procedure, please refer to the announcements on the provisional and final results of the Procedure, which will be published in accordance with the law.

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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.*

No document that Castor Bidco S.p.A. will issue in relation to the Procedure is and shall be, in whole or in part, sent, nor in any way distributed, directly or indirectly, in the Excluded Countries. Anyone receiving the above documents shall not distribute, send or mail them (neither by post nor by any other means or instrument of communication or commerce in the Excluded Countries).

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

Acceptance of the Procedure by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by law or regulations. It is the sole responsibility of the recipients of the Procedure to comply with such rules and, therefore, before accepting the Procedure, to verify its existence and applicability by contacting their consultants. Castor Bidco S.p.A. shall not be held liable for the violation by any person of any of the aforesaid restrictions.

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Fine Comunicato n.1597-46

Numero di Pagine: 4