



SPAFID
CONNECT

Informazione Regolamentata n. 1597-57-2022	Data/Ora Ricezione 02 Febbraio 2022 15:57:47	Euronext Milan
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Data/Ora Ricezione : 02 Febbraio 2022 15:57:47
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Oggetto : Press release related to the procedure for
the exercise of the right of withdrawal

Testo del comunicato

Vedi allegato.

PRESS RELEASE

UPDATE ON THE PROCEDURE FOR THE EXERCISE OF THE RIGHT OF WITHDRAWAL AND ON THE EXERCISE BY CASTOR BIDCO S.P.A. OF THE RIGHT TO PURCHASE THE ORDINARY SHARES OF CERVED PURSUANT TO ARTICLE 111 OF THE ITALIAN FINANCIAL ACT

San Donato Milanese, 2 February 2022 – This press release follows the press release of Castor Bidco S.p.A. ("**Castor Bidco**") published on 27 January 2022 relating to the exercise by Castor Bidco of the right to purchase (effective on 9 February 2022) pursuant to Article 111 of Legislative Decree No. 58 of 24 February 1998 (the "**Italian Financial Act**"), the ordinary shares of Cerved Group S.p.A. ("**Cerved**" or the "**Company**"), other than those owned by Castor Bidco (the "**Squeeze-out Right**").

It is hereby announced that the procedure for the liquidation of the shares for which the right of withdrawal has been, or will be, exercised (subject to the completion of the merger of Castor Bidco into Cerved resolved on 14 January 2022) by the shareholders who did not consent to the shareholders' meeting resolution approving the merger project of Castor Bidco into Cerved on 14 January 2022 (the "**Withdrawing Shares**") will not be carried out since the Squeeze-out Right will become effective on a date prior to the date on which the right of withdrawal becomes effective. In the present case, it is not necessary to complete the procedure for the liquidation of the Withdrawing Shares pursuant to Article 2437-quater of the Italian Civil Code because all the shares of Cerved other than the shares already owned by Castor Bidco (therefore, including the Withdrawing Shares) pursuant to Article 111, paragraph 3, of the TUF shall be mandatorily transferred to Castor Bidco on 9 February 2022 simultaneously with the deposit by Castor Bidco of the purchase price and, consequently, Castor Bidco would be the sole recipient of the option offer referred to in Art. 2437-quater, paragraph 1, of the Civil Code and because the shareholders who have exercised their right of withdrawal will receive a price per share, equal to Euro 10.20, higher than the liquidation value of the Withdrawing Shares, equal to Euro 10.095.

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Cerved helps companies, banks, institutions and individuals protect themselves from risk and grow sustainably. With its unique wealth of data and analytics, Cerved 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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