



SPAFID  
CONNECT

Informazione Regolamentata n. 1597-64-2022	Data/Ora Ricezione 07 Febbraio 2022 17:54:04	Euronext Milan
--	--	----------------

Societa' : CERVED GROUP  
Identificativo : 157195  
Informazione  
Regolamentata  
Nome utilizzatore : CERVEDN02 - Cecere  
Tipologia : REGEM  
Data/Ora Ricezione : 07 Febbraio 2022 17:54:04  
Data/Ora Inizio : 07 Febbraio 2022 17:54:05  
Diffusione presunta  
Oggetto : Sell out final results

<i>Testo del comunicato</i>
-----------------------------

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

## Final results of the Procedure

\* \* \*

### **PRESS RELEASE PURSUANT TO ART. 50-QUINQUIES, PARAGRAPH 2 AND 5, LETT. C), OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED (“ISSUERS’ REGULATION”)**

Milan, 7 February 2022 – Further to the notice published on 4 February 2022 concerning the provisional results relating 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 supplemented, 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**”), the final results following the close of the period for the submission of sale requests in the context of the Procedure on 4 February 2022 (the “**Period for the Submission of Sale Requests**”) are made public.

On the basis of the final results communicated by Intesa Sanpaolo S.p.A., in its capacity as Intermediary Responsible for Coordinating the Collection of Sale Requests, it should be noted that, at the end of the Period for the Submission of Sale Requests, Sale Requests were submitted for a total of no. 1,579,871 Cerved ordinary shares, equal to 0.809% of Cerved’s share capital and 12.567% of the no. 12,571,926 Cerved ordinary shares subject to the Procedure.

Please consider that, taking into account the acquisition of a total shareholding of more than 95% of the share capital of the Issuer as a result of the adherences to the Procedure and of purchases made by Castor Bidco outside of the same in accordance with applicable regulations, ss already stated in the Information Document and in the notice published on 27 January 2022, Castor Bidco will exercise the Right to Purchase pursuant to Article 111 of the TUF on the ordinary shares of Cerved still outstanding and will also fulfil the Obligation to Purchase pursuant to Article 108, paragraph 1 of the TUF, thus implementing a single procedure agreed with Consob and Borsa Italiana (the “**Joint Procedure**”).

For any further information concerning the Joint Procedure, please refer to the press release on the preliminary results of the Procedure dated 4 February 2022.

\* \* \*

*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.*

\* \* \*

**THIS DOCUMENT SHALL NOT BE DISCLOSED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN (OR OTHER EXCLUDED COUNTRIES, AS DEFINED BELOW)**

*Not to be disseminated, published or distributed, in whole or in part, directly or indirectly in the United States of America, Australia, Canada or Japan*

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

*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.*

***Not to be disseminated, published or distributed, in whole or in part, directly or indirectly in the United States of America, Australia, Canada or Japan***

Fine Comunicato n.1597-64

Numero di Pagine: 4