



SPAFID
CONNECT

Informazione Regolamentata n. 1597-66-2022	Data/Ora Ricezione 09 Febbraio 2022 17:35:09	Euronext Milan
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Diffusione presunta
Oggetto : Settlement of the joint procedure for the
exercise of the right to purchase - Delisting
of the Cerved Group's shares

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

PRESS RELEASE

Settlement of the joint procedure for the exercise of the right to purchase pursuant to Article 111 of the TUF and for the fulfilment of the obligation to purchase pursuant to Article 108, paragraph 1, of the TUF

Revocation from listing and trading of the ordinary shares of Cerved Group S.p.A.

Milan, 9 February 2022 – Further to the notices published on 4 and 7 February 2022, with reference to the joint procedure for the fulfilment of the obligation to purchase pursuant to Article 108, paragraph 1, of the Legislative Decree 58/1998, as subsequently amended and supplemented (the “**TUF**”) and the simultaneous exercise of the right to purchase pursuant to Article 111 of the TUF (the “**Joint Procedure**”), concerning the no. 744,615 residual outstanding ordinary shares of Cerved Group S.p.A. (“**Cerved**” or the “**Issuer**”) (the “**Residual Shares**”), equal to 0.381% of the Issuer’s share capital, Castor Bidco S.p.A. (“**Castor Bidco**”) hereby informs that it has noticed the Issuer pursuant to Article 111, paragraph 3, of the TUF.

As a consequence, the transfer of ownership of the Residual Shares to Castor Bidco will also become effective on the date hereof, with the consequent inscription in the shareholders' ledger by the Issuer pursuant to Article 111, paragraph 3, of the TUF.

In order to obtain the payment of the consideration for the Joint Procedure, holders of non-dematerialized Residual Shares must present the original share certificates duly registered in their name at the Issuer's registered office; the Issuer shall verify the share certificates and issue a certificate to the benefit of such holders with which the latter can obtain the payment of the consideration for the Joint Procedure. After the expiration of the five-year statutes of limitation set forth under Article 2949 of the Italian Civil Code, and subject to the provisions of Articles 2941 et seq. of the Italian Civil Code, the owners of the Residual Shares who have not requested payment shall lose the right to obtain payment of the consideration for the Joint Procedure.

It is hereby recalled that Borsa Italiana, with Order no. 8826 dated 28 January 2022, has resolved that the Issuer’s shares shall be revoked from listing and trading effective as of the date hereof.

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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.

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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