



Informazione Regolamentata n. 1597-11-2021	Data/Ora Ricezione 25 Marzo 2021 15:00:47	MTA
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designation Castor Bidco

Testo del comunicato

Vedi allegato.

Press release pursuant to Article 36 of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended, concerning the voluntary public tender offer launched by Castor s.r.l. on all of the shares of Cerved Group S.p.A.

Milan, 25 March 2021

Reference is made to the notice issued on March 8, 2021 (the "Notice") by way of which Castor S.r.l. with sole shareholder ("Castor") announced, pursuant to Article 102, paragraph 1, of Legislative Decree No. 58 of February 24, 1998, as subsequently amended, and Article 37 of the regulation adopted by Consob with resolution no. 11971 of May 14, 1999, as subsequently amended, the decision to launch a voluntary tender offer (the "Offer") on all the shares of Cerved Group S.p.A.

We hereby inform you that today Castor has taken the decision to launch the Offer through a newly established joint stock company named Castor Bidco S.p.A. (the "Offeror"), with registered office in Milan, Via Alessandro Manzoni 38, fiscal code and registration number at the Companies' Register of Milan 11676310961, share capital equal to Euro 50,000 entirely held by Castor.

In this context, an equity commitment letter has been entered into by the Offeror and Castor, pursuant to which the latter has undertaken to make equity injections and/or shareholders' loans to the Offeror to cover the maximum disbursement under the Offer. Castor and/or the Offeror reserve the right to raise part of the funds necessary to pay the maximum disbursement under the Offer through a bank financing whose terms and conditions will – should this be the case – be disclosed to the public. For further information on the financing of the Offer, please refer to the offer document which will be made available in compliance with applicable law.

We also inform you that today the transformation of Castor into a joint-stock company has become effective.

For further information on the financing of the Offer, please refer to the Offer Document.

This press release has been published on the *websites* of the Issuer (<https://company.cerved.com/>) and the Offeror (<https://castorgrowth.com/>).

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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)

The voluntary public tender offer described in this press release will be launched by Castor Bidco S.p.A., with a sole shareholder, on all of Cerved Group S.p.A.'s ordinary shares.

Before the beginning of the Tender Period, as required by applicable law, the Offeror will publish an Offer Document which Cerved Group S.p.A.'s shareholders shall carefully examine.

The Offer will be launched exclusively in Italy and will be addressed, on equal terms, to all holders of Cerved Group S.p.A.'s shares. The Offer will be 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 Offer 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 Offer would not be allowed without the authorization of the competent

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*authorities or without any other requirements to be complied with by the Offeror (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 the Offeror will issue in relation to the Offer 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 tenders in the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

Acceptance of the Offer 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 Offer to comply with such rules and, therefore, before accepting the Offer, to verify its existence and applicability by contacting their consultants. The Offeror shall not be held liable for the violation by any person of any of the aforesaid restrictions.

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Fine Comunicato n.1597-11

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