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CONNECT

Informazione Regolamentata n. 1597-17-2021	Data/Ora Ricezione 26 Marzo 2021 09:39:03	MTA
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Informazione
Regolamentata
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Oggetto : CERVED GROUP: PRESS RELEASE
PURSUANT TO ART. 37-TER,
PARAGRAPH 3, OF THE REGULATION
ADOPTED BY CONSOB

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

Voluntary public tender offer launched by Castor Bidco S.p.A. on all the shares of Cerved Group S.p.A.

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PRESS RELEASE PURSUANT TO ART. 37-TER, PARAGRAPH 3, OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED (“ISSUERS’ REGULATION”)

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OFFER DOCUMENT FILED WITH CONSOB

Milan, 25 March 2021

Castor Bidco S.p.A. with sole shareholder (the “**Offeror**”) announces that it has today filed with CONSOB, pursuant to and for the purposes of article 102, paragraph 3, of Legislative Decree 24 February 1998, no. 58, as subsequently amended (the “**TUF**”), as well as of article 37-ter of the Issuers’ Regulations, the offer document (the “**Offer Document**”), intended for publication, relating to the voluntary public tender offer (the “**Offer**”) launched by the Offeror, pursuant to articles 102 and 106, paragraph 4, of the TUF, on all the ordinary shares of Cerved Group S.p.A. (the “**Issuer**”), including treasury shares directly or indirectly held, from time to time, by the Issuer.

Moreover, it is notified that, pursuant to and for the purposes of Article 102, paragraph 4, of the Consolidated Law on Finance and Article 37-ter, paragraph 1, letter b) of the Issuers’ Regulation, the notices and applications for obtaining the authorizations required by the applicable legislation in relation to the Offer have been submitted to the competent authorities.

The Offer Document will be published at the end of the review carried out by CONSOB pursuant to Article 102, paragraph 4 of the Consolidated Law on Finance.

Pending the publication of the Offer Document, please refer to the communication pursuant to art. 102, paragraph 1 of the TUF and art. 37, paragraph 1, of the Issuers' Regulations, published on the websites of the Issuer (<https://company.cerved.com/>) and of the Offeror (<https://castorgrowth.com/>), which contains the description of the conditions and essential elements of the Offer.

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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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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 COUNTRIES EXCLUDED, AS DEFINED BELOW)

The voluntary tender offer referred to in this press release is launched by Castor Bidco S.p.A., with sole shareholder, on all of the ordinary shares of Cerved Group S.p.A.

Prior to the commencement of the Acceptance Period, as required under applicable law, the Offeror will publish an Offer Document which the shareholders of Cerved Group S.p.A. are required to examine carefully.

The Offer is promoted exclusively in Italy and is addressed, on equal terms, to all holders of Cerved Group S.p.A. shares. The Offer is promoted in Italy as the shares of Cerved Group S.p.A. are listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana and the Offer is subject to the obligations and procedural requirements of Italian law.

*The Offer is not and will not be promoted or disseminated in the United States of America (i.e. addressed to U.S. Persons, as defined pursuant to the U.S. Securities Act of 1933, as amended), Canada Japan and Australia, as well as in any other country in which such Offer is not permitted in the absence of authorization by the competent authorities or other compliance by the Offeror (such countries, including the United States of America, Canada, Japan and Australia, collectively the "**Excluded Countries**"), nor using national or international means of communication or commerce of the Excluded Countries (including, but not limited to, the postal network, fax, electronic mail, telephone and internet), nor through any facility of any of the financial intermediaries of the Excluded Countries, nor in any other way.*

Partial or complete copies of any document that the Offeror shall issue in connection with the Offer, is not and shall not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving any such documents shall not distribute, send or ship them (either by mail or by any other means or instrumentality of communication or commerce in the Excluded Countries).

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

Adherence to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by laws or regulations. It is the sole responsibility of the recipients of the Offer to comply with such regulations and, therefore, before accepting the Offer, to verify their existence and applicability by contacting their consultants. The Offeror shall not be held responsible for the violation by any party of any of the aforementioned limitations.

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Fine Comunicato n.1597-17

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