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CONNECT

Informazione Regolamentata n. 1597-55-2021	Data/Ora Ricezione 14 Maggio 2021 19:17:07	MTA
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PURSUANT TO ART. 36 OF THE  
ISSUERS' REGULATION - "GOLDEN  
POWER" DECISION

*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. 36 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED (“ISSUERS’ REGULATION”)**

\* \* \*

**“GOLDEN POWER” DECISION**

Milan, 14 May 2021

With reference to the voluntary tender offer (the “**Offer**”) on all the ordinary shares of Cerved Group S.p.A. (the “**Issuer**” or “**Cerved**”), launched by Castor Bidco S.p.A. with sole shareholder (the “**Offeror**”), we hereby inform you that on 12 May 2021 the Office of the Italian Prime Minister approved, pursuant to article 2 of the Law Decree n. 21 of 15 March 2012, the potential acquisition by the Offeror of control over the Issuer, consistently with Cerved’s industrial plan, which shall ensure a) the offer of risk intelligence and marketing intelligence services not limited to the banking/financial sector; b) the development of rating activities also based on environmental and social sustainability assessments; c) the strengthening of the services offered in the sector of facilitated finance and in particular in facilitating the timely provision of credit to companies affected by the crisis; d) adequate levels of investment, also in technology, in order to guarantee the certainty, integrity and security of data; e) the expansion abroad of certain service lines (for example, rating and sales intelligence), giving priority to countries in the euro area with greater interaction with Italy.

In light of the above, we hereby announce the waiver of the Golden Power Condition set out in paragraph 7(iii) of the notice published on 8 March 2021 pursuant to article 102, paragraph 1, of legislative decree n. 58 of 24 February 1998 and article 37 of the Issuer’s Regulation.

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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*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 EXCLUDED COUNTRIES, AS DEFINED BELOW)***

*The voluntary public tender offer described in this press release is 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 is launched exclusively in Italy and is addressed, on equal terms, to all holders of Cerved Group S.p.A.'s shares. The Offer 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 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 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.1597-55

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