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Societa' : CERVED GROUP

Identificativo : 150617

Informazione
Regolamentata

Nome utilizzatore : CERVEDN02 - Masera

Tipologia : REGEM

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Diffusione presunta

Oggetto : CERVED GROUP: PRESS RELEASE
PURSUANT TO ARTICLES 36 AND 43 OF
THE ISSUER'S REGULATION -
EXTENSION OF THE TENDER PERIOD

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 ARTICLES 36 AND 43 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED (“ISSUERS’ REGULATION”)

* * *

**EXTENSION OF THE TENDER PERIOD UNTIL 31 AUGUST 2021
AMENDMENT TO THE MINIMUM THRESHOLD CONDITION**

Milan, 30 July 2021

With reference to the voluntary tender offer (the “**Offer**”) on all the ordinary shares of Cerved Group S.p.A. (the “**Issuer**”), launched by Castor Bidco S.p.A. with sole shareholder (the “**Offeror**”), please note the following.

Terms used with a capital letter in this press release, unless otherwise defined, have the meaning ascribed to them in the offering document relating to the Offer, approved by Consob by resolution No. 21950 of 7 July 2021 and published on 8 July 2021 (the “**Offer Document**”).

Extension of the Tender Period

The Offeror announces that it has agreed with Borsa Italiana S.p.A. to extend the Tender Period for additional 18 Trading Days.

Consequently:

- a) the Tender Period, which was originally expected to end at 5:30 p.m. on 5 August 2021, will end at 5:30 p.m. on 31 August 2021 (included);
- b) the Offer Consideration Payment Date, which was originally expected on 12 August 2021, is set for 7 September 2021.

An updated table of the main upcoming events related to the Offer, as amended as a result of the extension of the Tender Period, is provided at the end of this press release.

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Amendment to the Minimum Threshold Condition

Taking into account the current composition of the Issuer's shareholder base, the Offeror believes that a minority shareholding is not functional to the implementation of the Offeror's plans and, therefore, announces that the Minimum Threshold Condition has been amended, from a stake in the Issuers' share capital higher than 10% to a stake equal to at least 50% plus 1 (one) Share.

* * *

Except for what is indicated in this press release with reference to the Tender Period and the Minimum Threshold Condition, all the other terms and conditions of the Offer indicated in the Offer Document remain unchanged.

* * *

Please find below an updated table of the main upcoming events related to the Offer, as amended as a result of the extension of the Tender Period.

Date	Event	Method of notice to the market
31 August 2021 (subject to extensions of the Tender Period in accordance with the applicable legal framework)	End of the Tender Period	-
By the evening of the last day of the Tender Period, or by 7:59 of the first Trading Day following the end of the Tender Period (<i>i.e.</i> , by the evening of 31 August 2021, or by 7:59 a.m. on 1 ^o September 2021)	Notice of the provisional results of the Offer, which shall also indicate the fulfillment/non-fulfillment or waiver of the Threshold Condition	Offeror's notice pursuant to art. 36 of the Issuers' Regulation
By 7:59 (Italian time) of the Trading Day before the Payment Date of the Consideration for the Cerved Shares tendered to the Offer, <i>i.e.</i> (subject to extensions of the Tender Period in accordance with the applicable legal framework) by 7:59 a.m. on 6 September 2021	Notice of the fulfillment/non-fulfillment or waiver of the Condition related to the Loan Agreements	Offeror's notice pursuant to art. 36 of the Issuers' Regulation
By the calendar day preceding the Payment Date of the Consideration for the	Notice (i) of the final results of the Offer, (ii) of the fulfillment/non-fulfillment or the waiver of the Conditions Precedent, other	Offeror's notice pursuant to art. 41, paragraph 6, of the Issuers' Regulation

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Cerved Shares tendered to the Offer, <i>i.e.</i> (subject to extensions of the Tender Period in accordance with the applicable legal framework) by 6 September 2021	than the Condition related to the Loan Agreements (iii) of the possible fulfillment of the conditions for the Obligation to Purchase Under Article 108, Paragraph 2, of the TUF or of the fulfillment of the conditions for the Obligation to Purchase Under Article 108, Paragraph 1, TUF, and the Right to Purchase pursuant to art. 111 TUF	
By the Trading Day following the date on which the non-fulfillment of the Conditions Precedent shall be announced for the first time	Restitution of possession of the Cerved Shares tendered to the Offer in the event that the Conditions Precedent of the Offer have not been fulfilled and the waiver of all or some of the same by the Offeror has not taken place	-
The fifth Trading Day following the end of the Tender Period, <i>i.e.</i> (subject to extensions of the Tender Period in accordance with the applicable legal framework) by 7 September 2021	Payment of the Consideration related to the Shares tendered to the Offer during the Tender Period	-
Starting from the fulfillment of the conditions provided under the law	In the event of fulfillment of the conditions for the Obligation to Purchase Under Article 108, Paragraph 2, TUF, publication of the notice containing the information necessary for the fulfillment of the Obligation to Purchase Under Article 108, Paragraph 2, TUF, in addition to the indication of the timeline of the Delisting	Offeror's notice pursuant to art. 50- <i>quinquies</i> of the Issuers' Regulation
Starting from the fulfillment of the conditions provided under the law	In the event of fulfillment of the conditions for the Obligation to Purchase Under Article 108, Paragraph 1, TUF, and for the Right to Purchase publication of the notice containing the information necessary for the fulfillment, through the Joint Procedure, of the Obligation to Purchase Under Article 108, Paragraph 1, TUF and of the Right to Purchase in addition to the indication of the timeframe of the Delisting	Offeror's notice pursuant to art. 50- <i>quinquies</i> of the Issuers' Regulation

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