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CONNECT

Informazione Regolamentata n. 1597-211-2021	Data/Ora Ricezione 31 Agosto 2021 15:45:57	MTA
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Societa' : CERVED GROUP
Identificativo : 151406
Informazione
Regolamentata
Nome utilizzatore : CERVEDN02 - Masera
Tipologia : REGEM
Data/Ora Ricezione : 31 Agosto 2021 15:45:57
Data/Ora Inizio : 31 Agosto 2021 15:45:58
Diffusione presunta
Oggetto : CERVED GROUP: PRESS RELEASE
PURSUANT TO ARTICLE 36 OF THE
ISSUERS' REGULATION

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

Milan, 31 August 2021

With reference to the voluntary tender offer launched by Castor Bidco S.p.A. (the “**Offeror**”) on all the ordinary shares of Cerved Group S.p.A. (the “**Issuer**”) and to the evaluations made on 29 August 2021 by the Board of Directors of the Issuer in the update of the statement issued pursuant to art. 103 T.U.F., the Offeror:

- notes that the Board of Directors of the Issuer has confirmed that the Consideration of the Offer, as increased, is fair from a financial point of view;
- reiterates, as already indicated in the Offer Document, that the control of the Issuer’s extraordinary shareholders meeting allows the approval of the Merger with the Offeror, without prejudice to the applicability of the rules in force concerning transactions with related parties;
- confirms what indicated in the Offer Document, *i.e.* that it will evaluate, at its discretion, the possibility of refinancing or repaying certain existing financial indebtedness of the Issuer using an amount equal to (i) Euro 2,650,000,000 minus (ii) the Maximum Disbursement (equal, following the increase of the Consideration, to Euro 1,991,804,706).

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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Not to be disseminated, published or distributed, in whole or in part, directly or indirectly in the United States of America, Australia, Canada or Japan

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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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Fine Comunicato n.1597-211

Numero di Pagine: 4