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CONNECT

Informazione Regolamentata n. 1597-223-2021	Data/Ora Ricezione 10 Settembre 2021 06:24:33	MTA
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Data/Ora Ricezione : 10 Settembre 2021 06:24:33  
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Diffusione presunta  
Oggetto : CERVED GROUP: PROVISIONAL  
RESULTS OF THE OFFER

*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.**

\* \* \*

**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”)**

\* \* \*

**PROVISIONAL RESULTS OF THE OFFER**

Milan, 9 September 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**”).

The Offeror announces that today the Tender Period has ended and that, based on the provisional results communicated by Intesa Sanpaolo S.p.A., as intermediary appointed to coordinate the collection of tenders, at the end of the Tender Period No. 154,072,594 Cerved Shares, equal to 78.9% of the Issuer’s share capital, have been tendered to the Offer.

Please note that, in the period between the date of the Offer Document and today's date, the Offeror and the Persons Acting in Concert with the Offeror have not made, either directly or indirectly, any purchases of Cerved Shares outside of the Offer.

In light of the provisional results of the Offer indicated above, the Threshold Condition, relating to the achievement by the Offeror, upon completion of the Offer, of a direct and/or indirect stake of at least 66.67% of the Issuer’s share capital, enabling the Offeror to have sufficient voting rights to approve the resolution of the Merger functional to the Delisting, has been fulfilled.

On the basis of the provisional results of the Offer, the threshold of 90% of the Issuer’s share capital was not exceeded and, therefore, the Consideration due to the holders of the Issuer's ordinary shares tendered to the Offer is equal to Euro 10.20 per Share and will be paid to the accepting shareholders on 16 September 2021, against the simultaneous transfer of ownership of the Shares to the Offeror.

\* \* \*

*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 final results of the Offer will be announced with a press release, which will be issued by the Offeror by 15 September 2021, in accordance with Article 41, paragraph 6, 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/>).

\* \* \*

*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.*

\* \* \*

***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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Fine Comunicato n.1597-223

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