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Oggetto : CERVED GROUP: FINAL 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.

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PRESS RELEASE PURSUANT TO ARTICLE 41, PARAGRAPH 2, LET. C), AND PARAGRAPH 6, OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED (“ISSUERS’ REGULATION”)

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FINAL RESULTS OF THE OFFER

Milan, 14 September 2021

We make reference to the voluntary tender offer launched by Castor Bidco S.p.A. with sole shareholder (the “**Offeror**”), on maximum No. 195,274,979 ordinary shares of Cerved Group S.p.A. (the “**Issuer**” or “**Cerved**”), equal to all the ordinary shares issued by Cerved (the “**Offer**”).

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:

- based on the final results communicated by Intesa Sanpaolo S.p.A., as intermediary appointed to coordinate the collection of tenders (the “**Intermediary Appointed to Coordinate the Collection of Tenders**”), at the end of the Tender Period No. 154,073,094 shares, equal to 78.9% of the Issuer’s share capital and of the Shares subject to the Offer, have been tendered to the Offer;
- today the Offeror has purchased on the Mercato Telematico Azionario No. 812,538 Cerved Shares equal to 0.4161% of the Issuer’s share capital at a weighted average price of Euro 10.2;
- together with the purchases already disclosed to the market, the Offeror has purchased outside of the Offer a total of No. 2,081,606 shares, equal to 1.1% of the Issuer’s share capital, at prices not exceeding Euro 10.2, with a weighted average price of Euro 10.1925;

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- the Offeror will hold a total of No. 156,154,700 Cerved Shares, equal to 80% of the Issuer's share capital.

In light of the final 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. In addition, the Offeror announces that the Interim Management Condition, the Defensive Measures Condition and the MAC Condition have been fulfilled. The Offer, therefore, is effective and will be completed.

On the basis of the final 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 10.2 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.

The payment of the Consideration shall be made by the Offeror in cash, through the Intermediary Appointed to Coordinate the Collection of Tenders, to the Appointed Intermediaries, which shall transfer the funds to the Depository Intermediaries to be credited to the accounts of the respective customers, in accordance with the instructions provided by the Tendering Shareholders in the Acceptance Form. The Offeror's obligation to pay the Consideration under the Offer shall be deemed fulfilled the moment on which the relevant sums have been transferred to the Appointed Intermediaries. The risk that the Appointed Intermediaries or the Depository Intermediaries may fail to transfer such sums to the entitled parties or delay the transfer of the same shall remain borne exclusively by the Tendering Shareholders.

Finally, the Offeror announces that the conditions for the exercise of the Obligation to Purchase Under Article 108, Paragraph 2, of the TUF or the Obligation to Purchase Under Article 108, Paragraph 1, of the TUF and the Right to Purchase Under Article 111 of the TUF were not met.

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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)

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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.1597-229

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