



SPAFID
CONNECT

Informazione Regolamentata n. 0018-107-2021	Data/Ora Ricezione 22 Settembre 2021 21:07:00	MTA
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Societa' : ASSICURAZIONI GENERALI

Identificativo : 152109

Informazione
Regolamentata

Nome utilizzatore : ASSGENERNO6 - AMENDOLAGINE

Tipologia : REGEM

Data/Ora Ricezione : 22 Settembre 2021 21:07:00

Data/Ora Inizio : 22 Settembre 2021 21:07:01

Diffusione presunta

Oggetto : Consob approved the offer document concerning the voluntary PTO on the totality of the ordinary shares of Cattolica

Testo del comunicato

Vedi allegato.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION, INCLUDING UNITED STATES OF AMERICA, CANADA, AUSTRALIA AND JAPAN.

VOLUNTARY TENDER OFFER LAUNCHED BY ASSICURAZIONI GENERALI S.P.A. ON ALL OF THE SHARES OF SOCIETÀ CATTOLICA DI ASSICURAZIONE S.P.A.

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Consob approved the offer document concerning the voluntary public tender offer on the totality of the ordinary shares of Società Cattolica di Assicurazione S.p.A. (the “Issuer”) launched by Assicurazioni Generali S.p.A. (the “Offeror”)

The acceptance period will be from 4 October 2021 until 29 October 2021 (first and last days included).

* * *

Trieste, 22 September 2021 – The Offeror announces that, with reference to the offer document (the “Offer Document”) filed on 18 June 2018 with Consob and relating to the voluntary public tender offer (the “Offer”), pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree 24 February 1998 no. 58, as subsequently amended and supplemented (the “CFA”), concerning all the ordinary shares of the Issuer (the “Shares”), listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A., and following the press releases of 18 June 2021 and 17 September 2021, today Consob, with resolution no. 22006 of 22 September 2021, approved, pursuant to Article 102, paragraph 4, of the CFA, the Offer Document.

Acceptance period

The acceptance period, agreed with Borsa Italiana S.p.A., pursuant to Article 40 of Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”), will start at 8:30 (Italian time) of 4 October 2021 and close at 17:30 (Italian time) of 29 October 2021 (first and last days included), unless otherwise extended.

Therefore, The 29 October 2021 will be the closing date of the acceptance period of the Offer, unless extensions in compliance with applicable law, and the payment date of the Shares tendered to the Offer will be the fifth stock market trading day following the closing of the acceptance period, *i.e.* 5 November 2021 (the “Payment Date”).

Consideration

The Offeror will pay to each Issuer’s shareholder tendering to the Offer a consideration equal to Eur 6.75 (*cum* dividend, *i.e.* including coupons relating to any eventual dividends distributed by the Issuer) for each Share tendered to the Offer (the “Consideration”).

The Consideration is understood as *cum* dividend and was therefore determined on the assumption that the Issuer will not approve and implement any ordinary or extraordinary distribution of dividends from profits or reserves before the Payment Date. If, before such date, the Issuer should pay a dividend to its shareholders, the Consideration shall be automatically reduced, for each Share, by an amount equal to that of such dividend.

* * *

The Offer Document will be filed at Consob and will be made available to the public for consultation at:

- (i) the registered office of the Offeror, in Trieste, Piazza Duca degli Abruzzi, no. 2;
- (ii) the registered office of the Issuer, in Verona, Lungadige Cangrande, no. 16;
- (iii) the registered office of the intermediary appointed to coordinate the collection of acceptances, Equita SIM S.p.A., in Milan, Via Turati no. 9;
- (iv) the registered offices of the appointed intermediaries (Equita SIM S.p.A., Banca Akros S.p.A., Banca Monte dei Paschi di Siena S.p.A., BNP Paribas Securities Services – Milan branch, BPER Banca S.p.A., Cassa Centrale Banca – Credito Cooperativo Italiano, Intesa Sanpaolo S.p.A. e UniCredit Bank AG, Milan branch);
- (v) the dedicated website of the Offeror, www.generali.com/it/cattolica-pto;
- (vi) the website of the Issuer, www.cattolica.it;
- (vii) the website of the global information agent of the Offer, Morrow Sodali S.p.A., www.morrowsodali-transactions.com.

Generali will announce the availability of the Offer Document to the public by issuing an appropriate press release.

Pending the publication of the Offer Document, for anything not expressly indicated, please refer to the notice pursuant to Article 102, paragraph 1, of the CFA made available on 31 May 2021, published on the Offeror's dedicated website at www.generali.com/it/cattolica-pto, which sets out the legal assumptions and essential elements of the Offer.

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NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN ANY COUNTRY WHERE THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS NOTICE MAY CONSTITUTE A VIOLATION TO THE LAWS OR REGULATIONS APPLICABLE IN SUCH JURISDICTION (INCLUDING UNITED STATES OF AMERICA, CANADA, AUSTRALIA AND JAPAN).

The public global voluntary tender Offer described in this Notice will be promoted by Generali over the totality of the ordinary shares of Cattolica.

This Notice does not constitute an offer to buy or sell Cattolica's shares.

Before the beginning of the Acceptance Period of the Offer, as required by applicable regulations, the Offeror will publish the Offer Document which Cattolica's shareholders shall carefully examine.

The Offer will be promoted exclusively in Italy and will be addressed on equal terms to all shareholders of Cattolica. The Offer will be promoted in Italy as Cattolica's shares are listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not and will not be made in United States of America, Canada, Japan, Australia and any other jurisdictions where making the Offer would not be allowed without the approval by competent authorities or without other requirements to be complied with by the Offeror (such jurisdictions, including United States of America, Canada, Japan and Australia, jointly, the "**Other Countries**"), neither by using national or international instruments of communication or commerce of the Other Countries (including, for example, postal network, fax, telex, e-mail, telephone and internet), nor through any structure of any of the Other Countries' financial intermediaries or in any other way.

Copies of any document that the Offeror will issue in relation to the Offer, or portions thereof, are not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries.

Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This Notice, as well as any other document issued by the Offeror in relation to the Offer, does not constitute and is not part of an offer to buy, nor of a solicitation of an offer to sell, financial instruments in the Other Countries. The Offeror and its affiliates reserve the right to purchase Shares outside of the Offer, to the extent permitted by applicable law.

No financial instrument can be offered or transferred in the Other Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

This Notice may be accessed in or from the United Kingdom exclusively: (i) by persons having professional experience in matters relating to investments falling within the scope of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the “**Order**”), or (ii) by companies having significant net equity and by persons to whom the Notice can be legitimately transmitted as they fall within the scope of Article 49(2), paragraphs from (a) to (d), of the Order (all these persons are jointly defined “**Relevant Persons**”). Financial instruments described in this Notice are made available only to Relevant Persons (and any solicitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments will be addressed exclusively to such persons). Any person who is not a Relevant Person should not act or rely on this document nor on any of its contents.

Tendering in the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions of such jurisdictions. Recipients of the Offer are solely responsible for complying with such laws and regulations and, therefore, before tendering in the Offer, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

THE GENERALI GROUP

Generali is one of the largest global insurance and asset management providers. Established in 1831, it is present in 50 countries in the world, with a total premium income of € 70.7 billion in 2020. With more than 72,000 employees serving 65.9 million customers, the Group has a leading position in Europe and a growing presence in Asia and Latin America. Commitment to sustainability is one of the enablers of Generali’s strategy, inspired by the ambition to be the Lifetime Partner to its customers, offering innovative and personalized solutions thanks to an unmatched distribution network.

Fine Comunicato n.0018-107

Numero di Pagine: 5