



SPAFID
CONNECT

Informazione Regolamentata n. 0479-118-2021	Data/Ora Ricezione 28 Settembre 2021 20:56:06	MTA
---	---	-----

Societa' : CATTOLICA ASSICURAZIONI

Identificativo : 152313

Informazione
Regolamentata

Nome utilizzatore : CATTOLICAN03 - Pantarrotas

Tipologia : 3.1

Data/Ora Ricezione : 28 Settembre 2021 20:56:06

Data/Ora Inizio : 28 Settembre 2021 20:56:08

Diffusione presunta

Oggetto : Issuer's Statement pursuant to art. 103,
paragraphs 3 and 3-bis of Legislative
Decree no. 58/1998 in relation to Generali's
Tender Offer approved

Testo del comunicato

Vedi allegato.

PRESS RELEASE

NOT FOR DISTRIBUTION, COMMUNICATION OR PUBLICATION, IN FULL OR IN PART, IN OR TO PARTIES LOCATED OR RESIDENT IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN, OR IN ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION, COMMUNICATION OR PUBLICATION WOULD CONSTITUTE A VIOLATION OF THE APPLICABLE LAWS OF SUCH JURISDICTION.

- **THE ISSUER'S ANNOUNCEMENT RELATED TO THE VOLUNTARY PUBLIC TENDER OFFER LAUNCHED BY ASSICURAZIONI GENERALI S.P.A. WAS APPROVED**
- **CATTOLICA TENDERS ITS TREASURY SHARES TO THE VOLUNTARY PUBLIC TENDER OFFER LAUNCHED BY ASSICURAZIONI GENERALI S.P.A.**

Verona, 28 September 2021. The Board of Directors of Società Cattolica di Assicurazione S.p.A. ("**Cattolica**" o the "**Issuer**"), held today, resolved by a unanimous vote of those voting upon the approval of the announcement pursuant to Article 103, paragraph 3 of the Legislative Decree No. 58/1998 (the "**CFA**") and Article 39 of the Consob Regulation No. 11971/1999 (the "**Issuer's Announcement**"), expressing the evaluation of the Board of Directors on the voluntary public tender offer launched by Assicurazioni Generali S.p.A. ("**Generali**") pursuant to Articles 102 et seq. of the CFO, on the Cattolica ordinary shares (the "**Offer**").

At the end of the meeting the Board of Directors deemed fair, from a financial point of view, the consideration of Euro 6.75 for each Cattolica ordinary share tendered to the Offer.

For the purpose of the abovementioned assessment, the Board of Directors acknowledged the terms and conditions of the Offer as described in the notice by which Generali announced the decision to launch the Offer pursuant to Articles 102 and 106, Paragraph 4, of the CFA and the relevant offer document, approved by Consob on September 22, 2021 (the "**Offer Document**"), as well as the fairness opinions released by Citigroup Global Markets Europe AG and KPMG Corporate Finance, acting as financial advisors of the Board of Directors.

* * * * *

Today, the Board of Directors of Cattolica also resolved by a unanimous vote of those voting to tender all the treasury shares held by the Issuer to the Offer, deducted the treasury shares assigned in accordance with the Performance Shares Plans of the Issuer until the end of the acceptance period.

As Generali is a related party of Cattolica, considering that it holds No. 54,054,054 ordinary shares representing 23.672% of Cattolica's voting share capital, the acceptance of the Offer by Cattolica qualifies as a related party transaction of greater importance.

The Board of Directors adopted the abovementioned resolution after obtaining the approval of the Related Parties Committee of Cattolica (the "**Committee**"), released on the date hereof pursuant to Article 4.3.2 of the procedure related to related parties transactions adopted by Cattolica and Article 8 of the Regulation adopted by Consob resolution no. 17221 of 12 March 2010 ("**Related Party Regulation**"). With reference to the assessment of the fairness, from a financial point of view, of the consideration of the Offer, the Committee examined the fairness opinion released by Lazard S.r.l. as independent financial expert selected by the Committee.

* * * * *

For a complete description of the assessment carried out by the Board of Directors reference can be made to the Issuer's Announcement, which will be made public together with the Offer Document pursuant the applicable laws.

The Issuer's Announcement will include as attachments (i) the opinions released by the financial advisors of the Board of Directors and (ii) the opinion of the Committee, with the opinion of the independent financial advisor appointed by the Committee.

The information document prepared pursuant to Article 5 of the Related Party Regulation in relation to the acceptance of the Offer by Cattolica will be published in compliance to the terms provided for by this provision.

* * * * *

The tender offer (the "**Offer**") is made by Assicurazioni Generali S.p.A. exclusively in Italy, as Società Cattolica di Assicurazione S.p.A.'s shares are listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A.

The Offer has not been and will not be made in the United States of America, Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including United States of America, Canada, Japan and Australia are referred to as the "**Other Countries**"). The Offer has not been and will not be made by using national or international instruments of communication or commerce of the Other Countries (including, by way of illustration, the postal network, fax, telex,

e-mail, telephone and internet), through any structure of any of the Other Countries' financial intermediaries or in any other way.

This press release and the information contained do not constitute and are not part of an offer to buy or exchange, nor of a solicitation to offer to sell or exchange, any security in the Other Countries.

The Offer is made through the publication, by Assicurazioni Generali S.p.A., of the offer document previously approved by Consob. Before joining the Offer, the shareholders of Società Cattolica di Assicurazione S.p.A. should read the documents concerning the Offer pursuant to applicable law.

This press release and the information contained are being made available for information purposes only and accessible only to persons who are not currently domiciled or located in the Other Countries.

This press release and the information contained may only be accessed in or from the United Kingdom (i) by investment professionals with 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 high net worth companies and by such other persons falling within the scope of Article 49(2) paragraphs from (a) to (d) of the Order, or (iii) persons to whom the documents/information may otherwise be lawfully communicated (jointly, the "**Relevant Persons**").

Acceptance of the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the sole responsibility of the participants in the Offer to comply with these rules and, therefore, before accepting the Offer, to verify their existence and applicability, by contacting a consultant.

This press release and the information contained shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents/information 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 or to a person resident, domiciliated or located in the United Kingdom who is not a Relevant Person.

SOCIETÀ CATTOLICA DI ASSICURAZIONE

Cattolica Assicurazioni is one of the main players on the Italian insurance market, listed on the Milan Stock Exchange, where it has been present since November 2000. With around 3.5 million customers who rely on the insurance solutions and products it distributes, the Group has total premium income of €5.7 billion (2020). At the Group level, Cattolica has 1,348 agencies throughout Italy, covering both large cities and smaller towns, and a network of 1,839 agents. For further information: www.cattolica.it/profilo-societario

CONTACT INFORMATION

Chief Financial Officer

Atanasio Pantarrotas, CFA

Tel. +39 045 8391738

investor.relations@Catholicaassicurazioni.it

Comin & Partners

Giuseppe Stamegna

giuseppe.stamegna@cominandpartners.com

Tel +39 392 0240063

Media Relations Office

Erminia Frigerio – Media Relations

erminia.frigerio@Catholicaassicurazioni.it

Tel +39 337 1165255

Angelo Cipriani – Local Media

Tel. +39 347 5074052

angelo.cipriani@cattolicaassicurazioni.it

Fine Comunicato n.0479-118

Numero di Pagine: 6