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CONNECT

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Societa' : ASSICURAZIONI GENERALI

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Regolamentata

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Oggetto : Generali-PTO Cattolica: Provisional results  
of the Offer

*Testo del comunicato*

Vedi allegato.



29/10/2021  
PRESS RELEASE

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.

\* \* \*

Notice pursuant to Article 36 of the Regulation adopted by Consob with resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”), 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”)

### PROVISIONAL RESULTS OF THE OFFER

\* \* \*

Trieste, 29 October 2021 – The Offeror hereby informs, pursuant to article 36 of the Issuers’ Regulation, that on the date hereof the Tender Period of the voluntary public tender offer (the “Offer”), launched by the Offeror, pursuant to article 102, paragraph 1, of the CFA on all the Società Cattolica di Assicurazione S.p.A. ordinary shares (the “Shares”), listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A., has ended.

Unless otherwise defined in this notice, the capitalized terms shall have the meaning attributed to them in the offer document approved by Consob with resolution no. 22006 of 22 September 2021 (the “Offer Document”), available on the dedicated Offeror’s website (<https://www.generali.com/cattolica-pt0>), on the Issuer’s website (<https://www.cattolica.it/en/home-corporate>) as well as on the Global Information Agent’s website, Morrow Sodali S.p.A. (<https://morrow sodali.com/>).

### Provisional results of the Offer

On the basis of the provisional results communicated by Equita, advisor and Intermediary Appointed for the Collection of the Acceptances, no. 138,842,677 Shares have been tendered to the Offer during the Tender Period, corresponding to approximately 79.660% of the Shares subject of the Offer and to 60.803% of the Issuer’s share capital.

The Offeror did not purchase Shares outside of the Offer in the period between the Date of the Offer Document and the date hereof.

The final results of the Offer will be communicated by means of a notice pursuant to article 41, paragraph 6, of the Issuers’ Regulation, which will be issued by the Offeror within 7:59 a.m. (Italian time) of the Stock Market Trading Day preceding the Payment Date, i.e., by 7:59 a.m. (Italian time) of 4 November 2021.

Therefore, taking into account the no. 138,842,677 Shares tendered to the Offer and the no. 54,054,054 Shares already owned by the Offeror, the latter will come to hold upon the settlement of the Offer, should the aforementioned provisional results be confirmed, no. 192,896,731 Shares in the aggregate, equal to 84.475% of the Issuer share capital.

### Conditions Precedent of the Offer

The Offeror also announces that the Treasury Shares Condition Precedent is fulfilled, as the Issuer has tendered to the Offer all the Treasury Shares held, except for those assigned in execution of compensation plans based on financial instruments.

It is also reminded that the Antitrust Condition Precedent, as communicated by the Offeror on 21 October 2021, as well as the Minimum Threshold Condition Precedent, as communicated today, have been fulfilled.

The Offeror will notify in the notification of the final results of the Offer – that, as indicated, will be published by 7:59 a.m. (Italian time) of 4 November 2021 – the fulfillment, non-fulfillment or waiver of each of the other Conditions Precedent, i.e. the Material Acts Condition Precedent, the No Share Capital Increase in Option Condition Precedent, the Prior Authorizations Condition Precedent, the Defensive Measures Condition Precedent and the MAC Condition Precedent.

\* \* \*

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.0018-141

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