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Societa' : ASSICURAZIONI GENERALI

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Oggetto : Generali - PTO Cattolica: Final Results of  
the Offer

*Testo del comunicato*

Vedi allegato.



04/11/2021  
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.

\* \* \*

Press release pursuant to Article 41, paragraph 6, of the Regulation adopted by Consob with resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented (the "Issuers' Regulation") concerning the public global voluntary tender offer on all the ordinary shares of Società Cattolica di Assicurazione S.p.A. (the "Issuer") launched by Assicurazioni Generali S.p.A. (the "Offeror")

### FINAL RESULTS OF THE OFFER FULFILLMENT OF ALL THE CONDITIONS PRECEDENT PAYMENT OF THE CONSIDERATION OF THE OFFER ON NOVEMBER 5, 2021

\* \* \*

Trieste, 4 November 2021 – The Offeror announces, pursuant to Article 41, paragraph 6, of the Issuers' Regulation, the final results of the public global voluntary tender offer (the "**Offer**"), promoted pursuant to Article 102, paragraph 1, of the CFA, on all the ordinary shares of Società Cattolica di Assicurazione S.p.A. (the "**Shares**") listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A., whose Tender Period ended on October 29, 2021.

Unless otherwise defined in this press release, capitalized terms have the meaning given to them in the offer document approved by CONSOB by resolution No. 22006 of September 22, 2021 (the "**Offer Document**"), available on the Offeror's dedicated website (<https://www.generali.com/cattolica-pto#>), on the Issuer's website (<https://www.cattolica.it/en/home-corporate>) and on the website of the Global Information Agent for the Offer, Morrow Sodali S.p.A. (<https://morrow sodali.com/>).

#### Final results of the Offer

Based on the final results communicated by Equita, advisor and Intermediary Appointed to Coordinate the Collection of Acceptances, during the Tender Period no. 138,842,677 Shares, equal to approximately 79.660% of the Shares subject to the Offer and to 60.803% of the Issuer's share capital, have been tendered to the Offer.

The Offeror has not purchased any Issuer Shares outside of the Offer during the period between the Date of the Offer Document and the date hereof.

Therefore, taking into account the no. 138,842,677 Shares tendered to the Offer and the no. 54,054,054 Shares already held by the Offeror, as a result of the settlement of the Offer, the Offeror will hold a total of no. 192,896,731 Shares, equal to 84.475% of the Issuer's share capital.

### **Conditions Precedent of the Offer**

Please note that the Antitrust Condition Precedent, as communicated by the Offeror on October 21, 2021 has already been fulfilled. Furthermore, the Offeror confirms what already communicated on October 29, 2021 regarding the fulfilment of the Minimum Threshold Condition Precedent and the Treasury Shares Condition Precedent.

With reference to the other Conditions Precedent, the Offeror informs that the Material Acts Condition Precedent, the No Share Capital Increase in Option Condition Precedent, the Prior Authorisations Condition Precedent, the Defensive Measures Condition Precedent and the MAC Condition Precedent (as defined and described in the Offer Document in Section A, Paragraph A.1, to which reference should be made) have been fulfilled.

The Offer, therefore, is effective and will be completed.

### **Consideration and Payment Date**

Please note that the Consideration for each Share tendered to the Offer is equal to Eur 6.75 (*cum* dividend, *i.e.* including the coupons related to any dividend distributed by the Issuer).

The payment of the Consideration to the holders of the Shares tendered to the Offer simultaneously with the transfer to the Offeror of the ownership of such Shares, will be made in cash on the Payment Date, which will be the fifth Stock Market Trading Day following the end of the Tender Period, therefore on November 5, 2021.

As indicated in the Offer Document, the Consideration will be transferred by the Offeror to the account indicated by the Intermediary Appointed to Coordinate the Collection of Acceptances and transferred by the latter to the Appointed Intermediaries, which will transfer the funds to the Depository Intermediaries in order to credit the accounts of their respective clients, in accordance with the instructions provided by the Acceptors concerned in the Acceptance Form.

The Consideration is net of Italian income tax on financial transactions, stamp duty and registration tax, where due, and of fees, commissions and expenses, which shall be borne by the Offeror. Any income tax, deduction and substitute tax, where due in relation to any capital gain realized, will be borne by the Acceptors.

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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).

All the terms defined herein have the meaning ascribed to them in the offer document published on the Generali's website on 28 September 2021 (the "**Offer Document**").

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

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

As required by applicable regulations, the Offeror published the Offer Document which Cattolica shareholders shall carefully examine.

The Offer has been 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 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 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.

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