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Diffusione presunta

Oggetto : Generali, Philippe Donnet: "The success of the transaction strengthens Generali's leadership in Italy and Europe"

Testo del comunicato

Vedi allegato.

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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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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")

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PHILIPPE DONNET: "THE SUCCESS OF THE TRANSACTION STRENGTHENS GENERALI'S LEADERSHIP IN ITALY AND EUROPE AND ALLOWS IT TO CREATE VALUE FOR ALL STAKEHOLDERS"

MARCO SESANA: "FULLY COMMITTED TO SERVING LOCAL COMMUNITIES TO DRIVE SUSTAINABLE ECONOMIC GROWTH"

The **Generali Group CEO, Philippe Donnet**, stated: *"The success of this transaction will further strengthen Generali's leadership in the Italian insurance market and its position among the largest European insurance groups, in line with the objectives of the 'Generali 2021' strategic plan. The overwhelmingly positive feedback that we have received from the market demonstrates the attractiveness of our offer, which has now successfully concluded in line with our terms and timeline. The transaction will make it possible to further integrate the business models of Generali and Cattolica, as has already transpired since the creation of the partnership signed in June 2020 and will deliver significant value creation for all stakeholders."*

The **Country Manager & CEO Generali Italia and Global Business Lines, Marco Sesana**, commented: *"The transaction with Cattolica will provide support for the real economy whilst generating benefits for all stakeholders, notably customers and employees. The transaction will make it possible to further enhance the distinctive capabilities of Cattolica, through the use of the technology and innovation of Generali Italia. I want to give a warm welcome to all Cattolica colleagues and agents: in the coming months it will be a priority for us to come together and share the benefits of belonging to a large international group. We also remain fully committed to serving local communities and promoting local excellence in addition to driving sustainable economic growth, with a particular focus on ESG criteria."*

Trieste, 4 November 2021 – Generali's successful tender offer in relation to the shares of Cattolica is fully aligned with the "Generali 2021" strategic plan, and reaffirms the Group's rigorous and disciplined approach to M&A. The transaction will allow Generali to continue to diversify its business, notably within the P&C segment, and confirms the Group's commitment to deliver profitable growth whilst creating value for customers, consistent with Generali's Lifetime Partner ambition.

A well-defined integration plan – with a set of specific milestones – has been established, and this is expected to benefit from the existing strategic partnership, as well as from Generali's proven track-record of delivering successful integrations. Generali expects to deliver significant synergies through operating cost savings, leveraging the Group's best-in-class technical capabilities and revenue improvement.

Generali was supported by BofA Securities, Equita, Mediobanca - Banca di Credito Finanziario and Rothschild & Co as financial advisors, and Gianni & Orioni as legal advisors.

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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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