



SPAFID
CONNECT

Informazione Regolamentata n. 1597-335-2021	Data/Ora Ricezione 24 Novembre 2021 07:56:47	Euronext Milan
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Societa' : CERVED GROUP
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Informazione
Regolamentata
Nome utilizzatore : CERVEDN02 - Masera
Tipologia : REGEM
Data/Ora Ricezione : 24 Novembre 2021 07:56:47
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Diffusione presunta
Oggetto : CERVED GROUP: Filing of the information
document relatig to the procedure for the
fulfilment of the obligation to purchase

Testo del comunicato

Vedi allegato.

Castor Bidco S.p.A. with sole shareholder
Registered office in Milan, via Alessandro Manzoni n. 38
Share Capital Euro 50,000.00
Fiscal code and VAT No. 11676310961
Milan Companies' Register
R.E.A. n. 2618368

Obligation to purchase the ordinary shares of Cerved Group S.p.A. pursuant to Article 108, paragraph 2, of the TUF to be carried out by Castor Bidco S.p.A.

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FILING OF THE INFORMATION DOCUMENT RELATING TO THE PROCEDURE FOR THE FULFILMENT OF THE OBLIGATION TO PURCHASE PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF LEGISLATIVE DECREE 58/1998, AS SUBSEQUENTELY AMENDED AND SUPPLEMENTED (THE "TUF") PROMOTED BY CASTOR BIDCO S.P.A. ON THE ORDINARY SHARES OF CERVED GROUP S.P.A.

Milan, 24 November 2021 – With reference to the procedure for the fulfilment of the obligation to purchase (the "**Obligation to Purchase**") pursuant to Article 108, paragraphs 2, of the TUF, as subsequently amended and supplement, to be carried out by Castor Bidco S.p.A. ("**Castor Bidco**") on the ordinary shares of Cerved Group S.p.A. ("**Cerved**") as a result of the passing by Castor Bidco of the threshold of 90% set forth in Article 108, Paragraph 2, of the TUF announced on 16 November 2021 (the "**Procedure**"), it is hereby made public as follows.

On November 18, 2021, Castor Bidco filed with Consob a request for the determination of the consideration for the fulfilment of the obligation to purchase Cerved shares pursuant to art. 108, paragraphs 2 and 4, of the TUF and art. 50, paragraph 10, and 50-quinquies, paragraph 4, of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended ("**Issuers' Regulation**"), related to the Procedure for the fulfilment of the Obligation to Purchase.

On the date hereof, Castor Bidco filed with the Consob the information document (the "**Information Document**"), prepared pursuant to Article 50-quinquies, paragraph 4, of the Issuers' Regulation, related to the Procedure for the fulfilment of the Obligation to Purchase and which will be made public once approved by Consob.

The Procedure is addressed, without distinction and on equal terms, to all owners of Cerved's ordinary shares and is exclusively promoted in Italy.

* * *

Press release issued by Castor Bidco S.p.A. and distributed by Cerved Group S.p.A. at the request of Castor Bidco S.p.A.

* * *

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*The procedure envisaged for the performance of the purchase obligation under Article 108, Paragraph 2, of Legislative Decree 58/1998 (the "**Procedure**") described in this press release will be launched by Castor Bidco S.p.A., with a sole shareholder, on the Cerved Group S.p.A.'s ordinary shares.*

Before the beginning of the Procedure, as required by applicable law, Castor Bidco S.p.A. will publish a Disclosure Document which Cerved Group S.p.A.'s shareholders shall carefully examine.

The Procedure is launched exclusively in Italy and is addressed, on equal terms, to all holders of Cerved Group S.p.A.'s shares. The Procedure is launched in Italy as Cerved Group S.p.A.'s shares are listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana and is subject to the obligations and procedural requirements of Italian law.

*The Procedure is not and will not be launched in the United States of America (i.e. it will not be addressed to U.S. Persons, as defined by the U.S. Securities Act of 1933 as amended), Canada, Japan and Australia or any other jurisdiction where launching the Procedure would not be allowed without the authorization of the competent authorities or without any other requirements to be complied with by Castor Bidco S.p.A. (such jurisdictions, including the United States of America, Canada, Japan and Australia, collectively the "**Excluded Countries**"), neither by using national or international communication or trade tools of the Excluded Countries (including, but not limited to, the postal network, fax, telefax, e-mail, telephone and internet), nor through any structure of any Excluded Countries' financial intermediaries nor in any other way.*

No document that Castor Bidco S.p.A. will issue in relation to the Procedure is and shall be, in whole or in part, sent, nor in any way distributed, directly or indirectly, in the Excluded Countries. Anyone receiving the above documents shall not distribute, send or mail them (neither by post nor by any other means or instrument of communication or commerce in the Excluded Countries).

Any proposals of sale resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

Acceptance of the Procedure by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by law or regulations. It is the sole responsibility of the recipients of the Procedure to comply with such rules and, therefore, before accepting the Procedure, to verify its existence and applicability by contacting their consultants. Castor Bidco S.p.A. shall not be held liable for the violation by any person of any of the aforesaid restrictions.

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