



SPAFID
CONNECT

Informazione Regolamentata n. 1597-436-2021	Data/Ora Ricezione 22 Dicembre 2021 23:07:56	Euronext Milan
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Societa' : CERVED GROUP
Identificativo : 155687
Informazione
Regolamentata
Nome utilizzatore : CERVEDN02 - Cecere
Tipologia : REGEM
Data/Ora Ricezione : 22 Dicembre 2021 23:07:56
Data/Ora Inizio : 22 Dicembre 2021 23:08:00
Diffusione presunta
Oggetto : DETERMINATION OF THE
CONSIDERATION PURSUANT TO
ARTICLE 108, PARAGRAPH 4, OF
LEGISLATIVE DECREE 58/1998,

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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DETERMINATION OF THE CONSIDERATION PURSUANT TO ARTICLE 108, PARAGRAPH 4, OF LEGISLATIVE DECREE 58/1998, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "TUF") AND ARTICLE 50, PARAGRAPH 11, OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED ("ISSUERS' REGULATION") AND APPROVAL OF THE INFORMATION DOCUMENT RELATING TO THE PROCEDURE FOR THE FULFILMENT OF THE OBLIGATION TO PURCHASE PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE TUF PROMOTED BY CASTOR BIDCO S.P.A. ON THE ORDINARY SHARES OF CERVED GROUP S.P.A.

Milan, 22 December 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 announced as follows.

With resolution No. 22141 of 22 December 2021 (available to the public on Consob's website, www.consob.it), Consob, in compliance with Article 108, paragraph 4, of the TUF and Article 50, paragraphs 7 and 11, of the Issuers' Regulation, has determined the consideration for the fulfilment of the Obligation to Purchase in Euro 10.20 for each share of Cerved tendered in the Procedure (the "**Consideration**").

With resolution No. 22142 of 22 December 2021 (available to the public on Consob's website, www.consob.it), Consob has also approved the information document prepared by Castor Bidco pursuant to Article 50-quinquies, paragraph 4, of the Issuers' Regulation (the "**Information Document**"), which will be published prior to the commencement of the period for the submission of sale requests in the context of the Procedure.

The payment of the Consideration will take place on the fifth trading day following the end of the Period for the Submission of Sale Requests (as defined below), and, therefore, on 11 February 2022, subject to extensions, at the same time as the transfer to Castor Bidco of the ownership title of the shares tendered in the Procedure.

The abovementioned publication and the methods of distribution of the Information Document will be disclosed to the public by means of a press release.

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Finally, please note that, pursuant to Article 50-*quinquies*, paragraph 1, of the Issuers' Regulation, the period for the submission of sale requests in the context of the Procedure, agreed with Borsa Italiana S.p.A., will commence at 8:30 a.m. (Italian time) on 10 January 2022 (inclusive) and end at 5:30 p.m. on 4 February 2022 (inclusive), unless such period is extended (the "**Period for the Submission of Sale Requests**"). In the absence of any extension, 4 February 2022 will be, therefore, the closing date of the Procedure.

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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.

* * *

THIS DOCUMENT SHALL NOT BE DISCLOSED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN (OR OTHER EXCLUDED COUNTRIES, AS DEFINED BELOW)

*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

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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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