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| Informazione Regolamentata n. 0018-131-2022 | Data/Ora Ricezione 07 Giugno 2022 23:09:10 | Euronext Milan |
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Societa' : ASSICURAZIONI GENERALI

Identificativo : 163367

Informazione
Regolamentata

Nome utilizzatore : ASSGENERN10 - AMENDOLAGINE

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Data/Ora Ricezione : 07 Giugno 2022 23:09:10

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Diffusione presunta

Oggetto : Purchase of shares of Società Cattolica di
Assicurazione S.p.A.

Testo del comunicato

Vedi allegato.

07/06/2022
PRESS RELEASE

THIS DOCUMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTIONS, AMONG OTHERS THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA AND JAPAN.

Purchase of shares of Società Cattolica di Assicurazione S.p.A.

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 SUBSEQUENTLY AMENDED AND SUPPLEMENTED PROMOTED BY ASSICURAZIONI GENERALI S.P.A. ON THE ORDINARY SHARES OF SOCIETÀ CATTOLICA DI ASSICURAZIONE S.P.A.

Trieste – With reference to the obligation to purchase (the “**Obligation to Purchase**”) pursuant to Article 108, paragraph 2, of Legislative Decree of 24 February 1998, no. 58, as subsequently amended and supplement (the “**CFA**”), to be fulfilled by Assicurazioni Generali S.p.A. (“**Assicurazioni Generali**”) on the ordinary shares of Società Cattolica di Assicurazione S.p.A. (“**Cattolica**” - ISIN: IT0000784154) as a result of the exceeding by Assicurazioni Generali of the threshold of 90% set forth in Article 108, paragraph 2, of the CFA announced on 24 May 2022, it is hereby made public as follows.

On the date hereof, Assicurazioni Generali filed with Consob the information document (the “**Information Document**”), prepared pursuant to Article 50-quinquies, paragraph 4, of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulation**”), related to the procedure for the fulfilment of the Obligation to Purchase (the “**Procedure**”) and which will be made public once approved by Consob.

Please also note that, on May 25, 2022, Assicurazioni Generali filed with Consob a request for the determination of the consideration for the fulfilment of the obligation to purchase Cattolica shares pursuant to Article 108, paragraphs 2 and 4, of the CFA and Articles 50, paragraph 10, and 50-quinquies, paragraph 4, of Issuers’ Regulation, related to the Procedure for the fulfilment of the Obligation to Purchase.

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

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With respect to the procedure of the obligation to purchase (the “**Procedure**”) pursuant to Article 108, paragraph 2, of the Legislative Decree of 24 February 1998, no. 58, as subsequently amended and supplemented (the “**CFA**”), concerning the ordinary shares of Società Cattolica **di Assicurazione** S.p.A. (“**Cattolica**”), promoted by Assicurazioni Generali S.p.A. (“**Assicurazioni Generali**”), please consider the following. The Procedure described in this notice will be promoted by Generali over the ordinary shares of Cattolica.

Before the starting of the period for the presentation of the requests to sell related to the Procedure, as required by applicable law, Assicurazioni Generali will publish the information document which Cattolica shareholders shall carefully examine.



The publication of documents related to the Procedure (including the information document) is for informative purposes only and does not constitute a solicitation to adhere to the Procedure.

The Procedure will be promoted exclusively in Italy and will be addressed on equal terms to all shareholders of Cattolica. The Procedure will be promoted in Italy as Cattolica shares are listed on the Euronext Milan organised and managed by Borsa Italiana S.p.A. and, except for what is indicated below, will be subject to the obligations and procedural requirements provided for by Italian law.

The Procedure 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 Assicurazioni (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 Assicurazioni Generali will issue in relation to the Procedure, 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 Procedure 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 Assicurazioni Generali in relation to the Procedure, 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. Assicurazioni Generali and its affiliates reserve the right to purchase shares outside of the Procedure, 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.

The adherence to the Procedure 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 Procedure are solely responsible for complying with such laws and regulations and, therefore, before adhering to the Procedure, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. Assicurazioni Generali 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 € 75.8 billion in 2021. With more than 75,000 employees serving 67 million customers, the Group has a leading position in Europe and a growing presence in Asia and Latin America. At the heart of Generali’s strategy is its Lifetime Partner commitment to customers, achieved through innovative and personalised solutions, best-in-class customer experience and its digitalised global distribution capabilities. The Group has fully embedded sustainability into all strategic choices, with the aim to create value for all stakeholders while building a fairer and more resilient society.

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