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Oggetto : Generali - Cattolica: determination of the price and approval of the information document by Consob

Testo del comunicato

Vedi allegato.

06/07/2022
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.

Determination of the price for the obligation to purchase shares of Cattolica and the approval of the information document by Consob

OBLIGATION TO PURCHASE THE ORDINARY SHARES OF SOCIETÀ CATTOLICA DI ASSICURAZIONE S.P.A. PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE LEGISLATIVE DECREE 58/1998, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "TUF") TO BE CARRIED OUT BY ASSICURAZIONI GENERALI S.P.A.

DETERMINATION OF THE CONSIDERATION PURSUANT TO ARTICLE 108, PARAGRAPH 4, OF 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 BY ASSICURAZIONI GENERALI S.P.A. ON THE ORDINARY SHARES OF SOCIETÀ CATTOLICA DI ASSICURAZIONE S.P.A.

Trieste – With reference to the procedure (the "**Procedure**") for the fulfilment of the obligation to purchase (the "**Obligation to Purchase**") pursuant to Article 108, paragraph 2, of the TUF, to be carried out 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 TUF announced to the market on May 24, 2022 pursuant to Article 50, paragraph 1, of the Issuers' Regulation, it is hereby announced as follows.

With resolution No. 22388 of July 6, 2022 (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, determined the consideration for the fulfilment of the Obligation to Purchase in Euro 6.75 for each share of Cattolica tendered in the Procedure (the "**Consideration**").

With resolution No. 22389 of July 6, 2022 (available to the public on Consob's website, www.consob.it), Consob also approved the information document drawn up by Assicurazioni Generali 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 abovementioned publication and the methods of distribution of the Information Document will be disclosed to the public by means of a press release pursuant to Article 38, paragraph 2, of the Issuers' Regulation.

The Consideration will be paid on the fifth trading day following the end of the Period for the Submission of Sale Requests (as defined below), *i.e.* on August 5, 2022, unless extended, in exchange for the simultaneous transfer to Assicurazioni Generali of the ownership title of the shares tendered in the Procedure.

The total maximum amount that will be paid by Assicurazioni Generali, in case all of the shares of Cattolica subject to the Procedure are tendered, is equal to Euro 84,693,168.00.

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 July 11, 2022 (inclusive) and end at 5:30 p.m. on July 29, 2022 (inclusive), unless extended (the "**Period for the Submission of Sale Requests**"). Therefore, July 29, 2022 will represent, unless extended, the closing date of the Procedure.

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With respect to the procedure of the obligation to purchase (the "**Procedure**") pursuant to Art. 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. (the "**Offeror**" or "**Generali**"), please consider the following. The Procedure described in this Notice will be 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.

Before the starting of the period for the presentation of the requests to sell related to the Procedure, the Offeror published 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 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 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 the Offeror 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. 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.

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. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

THE GENERALI GROUP

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