



SPAFID  
CONNECT

Informazione Regolamentata n. 0018-183-2022	Data/Ora Ricezione 12 Luglio 2022 19:56:20	Euronext Milan
---	--	----------------

Societa' : ASSICURAZIONI GENERALI  
Identificativo : 164795  
Informazione  
Regolamentata  
Nome utilizzatore : ASSGENERN10 - AMENDOLAGINE  
Tipologia : REGEM; 3.1  
Data/Ora Ricezione : 12 Luglio 2022 19:56:20  
Data/Ora Inizio : 12 Luglio 2022 19:56:21  
Diffusione presunta  
Oggetto : Generali - Cattolica: Achievement of the  
threshold of 95%

*Testo del comunicato*

Vedi allegato.

12/07/2022  
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.

## Achievement of the threshold of 95% of the share capital of Società Cattolica di Assicurazione S.p.A.

### OBLIGATION TO PURCHASE THE ORDINARY SHARES OF SOCIETÀ CATTOLICA DI ASSICURAZIONE S.P.A. PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF LEGISLATIVE DECREE NO. 58 OF FEBRUARY 24, 1998, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE “TUF”) TO BE CARRIED OUT BY ASSICURAZIONI GENERALI S.P.A.

Trieste – With respect to the procedure for the fulfilment of the obligation to purchase (the “**Procedure**”) 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**” or the “**Issuer**” - ISIN: IT0000784154), Assicurazioni Generali announces that, as a result of the adherences to the Procedure and the ordinary shares of Cattolica purchased by Assicurazioni Generali outside the Procedure in compliance with applicable laws, the threshold of 95% of the share capital of the Issuer has been reached. In particular, Assicurazioni Generali has come to hold, as of today, a total of 217,185,750 ordinary shares of Cattolica, equal to 95.112% of the share capital of the Issuer (considering in such shareholding, pursuant to Article 44-*bis*, paragraph 5, of the Regulation no. 11971 of 14 May 1999, as subsequently amended and supplemented, also the treasury shares held, at the date of this press release, by the same Cattolica, *i.e.* no. 1,504 ordinary shares equal to 0.001% of the share capital).

All capitalized terms not otherwise defined in this press release have the same meaning given to them in the information document related to the Procedure approved by Consob with resolution no. 22389 of July 6, 2022, and published on July 8, 2022 (the “**Information Document**”).

As already indicated in the Information Document, considering the achievement of the threshold of 95%, and, in any case, following the Payment Date, Assicurazioni Generali will exercise the Right to Purchase the outstanding ordinary shares of Cattolica pursuant to Article 111 of the TUF, and at the same time will comply with the Obligation to Purchase pursuant to Article 108, paragraph 1, of the TUF, carrying out a joint procedure agreed with Consob and Borsa Italiana (the “**Joint Procedure**”).

As indicated in the Information Document, the consideration that will be paid by Assicurazioni Generali in the context of the Joint Procedure will be equal to the Consideration of the Procedure (established by Consob with resolution no. 22388 of July 6, 2022), *i.e.*, Euro 6.75 for each ordinary share of Cattolica, pursuant to Article 108, paragraph 3, of the TUF, as referred to in Article 111 of the TUF.

As indicated in the Information Document, the information on the modalities for carrying out the Joint Procedure, as well as the modalities and timing for the revocation from listing and trading of the ordinary shares of the Issuer, will be disclosed in the Announcement on the Provisional Results of the Procedure, which will be published by 7:59 a.m. (Italian time) of the first Stock Market Trading Day following the completion of the Sale Requests Submission Period, *i.e.*, (unless extended) on August 1<sup>st</sup>, 2022, and confirmed in the Announcement on the Results of the Procedure.

It is noted that the Sale Requests Submission Period will end at 5:30 p.m. (Italian time) on July 29, 2022, unless extended, and that the Consideration due to the holders of the ordinary shares of the Issuer tendered to the Procedure, equal to Euro 6.75 per share, will be paid to the adherents to the Procedure on August 5, 2022, against the simultaneous transfer of ownership rights over such shares to Assicurazioni Generali.

\* \* \*

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.

With respect to the procedure of the obligation to purchase (the "**Procedure**") pursuant to Article 108, paragraph 2, of Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented (the "**TUF**"), concerning ordinary shares of Società Cattolica di Assicurazione S.p.A. ("**Cattolica**"), promoted by Assicurazioni Generali S.p.A. ("**Generali**"), please consider the following. The Procedure referred to 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, Generali will publish an information document related to the Procedure which the shareholders of Cattolica shall carefully examine.

The publication of documents concerning 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 the shares of Cattolica are listed on 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 promoted in United States of America, Canada, Japan, Australia and any other jurisdictions where the Procedure would not be allowed without the approval by the competent authorities or other requirements to be complied with by Generali (such countries, including the 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 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 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. Generali reserves the right to purchase Shares outside of the Offer, to the extent permitted by applicable law. Generali may, in any case, purchase Shares outside of the Offer in compliance with applicable laws. No financial instrument can be offered or transferred in Other Countries in the absence of specific authorization in compliance with the applicable provisions of the local laws of said countries or of an exemption from those 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. Recipients of the Procedure are solely responsible for complying with such laws and regulations and, therefore, before tendering in the Procedure, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. 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 around 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.

Fine Comunicato n.0018-183

Numero di Pagine: 5