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Informazione Regolamentata n. 0018-206-2022	Data/Ora Ricezione 12 Agosto 2022 17:59:46	Euronext Milan
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Societa' : ASSICURAZIONI GENERALI

Identificativo : 166168

Informazione
Regolamentata

Nome utilizzatore : ASSGENERN10 - AMENDOLAGINE

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 12 Agosto 2022 17:59:46

Data/Ora Inizio : 12 Agosto 2022 17:59:47

Diffusione presunta

Oggetto : Generali - Cattolica: Revocation from listing
and trading of the ordinary shares

Testo del comunicato

Vedi allegato.

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Revocation from listing and trading of the ordinary shares of Cattolica as of the current date

OBLIGATION TO PURCHASE OF ASSICURAZIONI GENERALI S.P.A. (“ASSICURAZIONI GENERALI”) PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF LEGISLATIVE DECREE 58/1998, AS AMENDED AND SUPPLEMENTED (“CONSOLIDATED LAW ON FINANCE”) REFERRED TO THE ORDINARY SHARES (THE “OBLIGATION TO PURCHASE”) OF SOCIETÀ CATTOLICA DI ASSICURAZIONE S.P.A. (“CATTOLICA”)

REGULATION OF THE JOINT PROCEDURE FOR EXERCISING THE SQUEEZE-OUT RIGHT PURSUANT TO ARTICLE 111 OF THE CONSOLIDATED LAW ON FINANCE AND FOR FULFILLING THE OBLIGATION TO PURCHASE PURSUANT TO ARTICLE 108, PARAGRAPH 1 OF THE CONSOLIDATED LAW ON FINANCE (THE “JOINT PROCEDURE”)

REVOCAZIONE DALLA LISTAZIONE E DALLA TRADING DELLE AZIONI ORDINARIE DI CATTOLICA AS OF THE CURRENT DATE

Trieste – Subsequent to the press releases issued on July 29 and August 3, 2022, respectively relating to the provisional results and the final results of the procedure for fulfilling the Obligation to Purchase pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance (the “**Procedure**”), carried out by Assicurazioni Generali on the ordinary shares of Cattolica (ISIN: IT0000784154) and to the subsequent execution of the procedure for exercising the Squeeze-out Right pursuant to Article 111 of the Consolidated Law on Finance and for fulfilling the obligation to purchase pursuant to Article 108, Paragraph 1 of the Consolidated Law on Finance (the “**Joint Procedure**”), concerning No. 6,031,657 remaining Cattolica ordinary shares still owned by minority investors as of the date of the conclusion of the Sale Requests Submission Period (the “**Remaining Shares**”), Assicurazioni Generali hereby announces that it has carried out the notice to Cattolica, pursuant to and for the purposes of Article 111, Paragraph 3, of the Consolidated Law on Finance.

Therefore, as of today, the transfer of ownership of the Remaining Shares to Assicurazioni Generali is effective, with subsequent annotation in the shareholders’ register by Cattolica, pursuant to Article 111, paragraph 3, of the Consolidated Law on Finance.

The holders of any non-dematerialized Remaining Shares shall request payment of the consideration of the Joint Procedure upon submission of the original form of the relevant share certificates duly registered in their name at Cattolica’s registered office and Cattolica shall verify the abovementioned share certificates and issue to those involved appropriate certification through which they will be able to request payment of the consideration for the Joint Procedure. Following the expiration of the statutory five-year statutes of limitation set forth under Article 2949 of the Italian Civil Code, and subject to the provisions of Articles 2941 et seq. of the Italian Civil Code, the owners of the Remaining Shares who have not requested payment shall lose the right to obtain payment of the consideration for the Joint Procedure.



Please note that, in accordance with the provisions of Article 2.5.1, Paragraph 6, of the Stock Exchange Rules, with resolution no. 8872 as of August 1st, 2022, Borsa Italiana resolved that Cattolica's shares be delisted as of today's trading session.

All capitalized terms not otherwise defined in this press-release have the same meaning as in the information document relating to the Procedure approved by Consob with resolution No. 22389 of July 6, 2022 and published on July 8, 2022 (the "**Information Document**").

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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 "**Consolidated Law on Finance**"), 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.0018-206

Numero di Pagine: 5