



SPAFID
CONNECT

Informazione Regolamentata n. 20034-63-2022	Data/Ora Ricezione 28 Settembre 2022 23:40:12	Euronext Star Milan
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Informazione
Regolamentata
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Diffusione presunta
Oggetto : Full Voluntary Takeover Bid on all the Net
Insurance ordinary shares And Full
Voluntary Takeover Bid on all the Net
Insurance warrants

Testo del comunicato

Vedi allegato.



**Net Insurance:
Full Voluntary Takeover Bid on all the Net
Insurance ordinary shares
And
Full Voluntary Takeover Bid on all the Net
Insurance warrants**

Rome, 28 September 2022- Net Insurance SpA, listed on Euronext STAR Milan, informs that it has been notified that as of today Poste Vita and IBL have made the decision to establish a joint stock company under Italian law and which will be directly controlled by Poste Vita itself. Poste Vita has decided to proceed as follows, namely though:

- (i) a full voluntary takeover bid pursuant to artt. 102 and following articles of TUF (Consolidated Finance Law) and art. 37 of the Issuers' Regulation aimed at acquiring all the ordinary shares of Net Insurance,
- (ii) a full voluntary takeover bid, pursuant to art. 102 of the TUF (Consolidated Finance Law), concerning all the Net Insurance outstanding denominated warrants.

The takeover bids are aimed at acquiring the entire share capital of Net Insurance and, therefore, obtaining the revocation of the shares and warrants from trading on the STAR segment, Euronext Milan.

The terms and conditions of the above takeover bids are set out in the communication pursuant to art. 102, paragraph 1, of the TUF (Consolidated Finance Law), and art. 37 of the Issuers' Regulation, available at the following link for reference to be made in full:

<https://www.netinsurance.it/investor-relations/market-communications/>

This notice does not represent nor is it intended to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments of Net Insurance S.p.A. will be made in any country in breach of the laws and regulations applicable therein. The Offers will be launched through the publication of the relevant offer document, subject to the approval of CONSOB. The offer document will contain the full description of the terms and conditions of the Offers, including the manner in which it can be accepted.

The Offers have not been and will not be launched in the United States, Canada, Japan, Australia, as well as in any other country in which the launch of the Offers and the acceptance thereof would not be in compliance with financial market or other local laws and regulations, or would otherwise not be permitted without the prior registration, approval, or filing with the respective regulatory authorities (such countries, including the United States, Canada, Japan, and Australia, are referred to herein as the “**Excluded Countries**”), neither by using national or international communication or trading tools of the Excluded Countries (including, by way of example, the postal network, facsimile, telex, electronic mail, telephone, and the internet), nor through any structure of any financial intermediary of the Excluded Countries, nor in any other way.

Any failure to comply with such restrictions could constitute a violation of the applicable legislation of the relevant country. To the fullest extent permitted by the applicable legislation, the persons involved in the Offers shall be understood as exempted from any liability or detrimental consequences that may arise from the violation of the above restrictions by the aforementioned persons involved. This Notice has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed had the Notice been prepared in accordance with the laws of countries other than Italy.

This Notice is accessible in or from the United Kingdom only: (i) by persons who have professional investment experience falling within Section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the “**Order**”) or (ii) by high net worth companies and other persons to whom the Communication may lawfully be transmitted to, as they fall within Section 49(2), subparagraphs (a) through (d), of the Order (all such persons are jointly referred to as “**Relevant Persons**”). The financial instruments referred to in this Notice are available only to the Relevant Persons (and any invitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments shall be addressed only to such Relevant Persons). Any person who is not a Relevant Person should not act or rely on this document or its contents.

No copy of this Notice or of any other document relating to the Offers will be, nor may be, sent by post or otherwise forwarded or distributed in or from any country where the provisions of local laws and regulations may give rise to civil, criminal or regulatory risks to the extent that information concerning the Offers is transmitted or made available to shareholders and the holders of Warrants of Net Insurance S.p.A. in such country or in any other country where such conduct would constitute a violation of the laws of such country, and any person receiving such documents (including as custodian, trustee or trustee is required not to post or otherwise transmit or distribute them to or from such country.

Any possible tenders to the Offers resulting from solicitation activities put in place in violation of the above limitations.

***Net Insurance** is an insurance company that aims to offer protection solutions dedicated to individuals, households and small and medium-sized businesses. The history, financial strength, agility and the offer of innovative products and approaches make Net Insurance a unique player in the Italian insurance market. An evolving company with an eye to the future.*

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