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CONNECT

Informazione Regolamentata n. 20034-79-2022	Data/Ora Ricezione 18 Ottobre 2022 21:27:49	Euronext Star Milan
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Informazione
Regolamentata
Nome utilizzatore : NETINSURANCEN01 - Pennisi
Tipologia : REGEM
Data/Ora Ricezione : 18 Ottobre 2022 21:27:49
Data/Ora Inizio : 18 Ottobre 2022 21:27:50
Diffusione presunta
Oggetto : Press release pursuant to Art. 102 of Italian
Legislative Decree 24 February 1998, No.
58 and Art. 37 of Consob Regulation

Testo del comunicato

Vedi allegato.

This is a translation into English of the original in Italian. The Italian text shall prevail over the English version.

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS NOT PERMITTED IN ANY COUNTRY WHERE SUCH COMMUNICATION WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

VOLUNTARY TENDER OFFER FOR ALL THE ORDINARY SHARES OF NET INSURANCE S.P.A.

AND

VOLUNTARY TENDER OFFER FOR ALL THE WARRANTS OF NET INSURANCE S.P.A.

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PRESS RELEASE

pursuant to Art. 102 of Italian Legislative Decree 24 February 1998, No. 58, as subsequently amended and supplemented (“CFA”), and Art. 37 of Consob Regulation approved with resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”).

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FILING OF THE OFFER DOCUMENT

Rome, October 18, 2022 – Net Holding S.p.A. (the “**Offeror**”), a company incorporated on October 12, 2022 with share capital entirely hold by Poste Vita S.p.A., announces that on the date hereof it has filed with Consob – pursuant to and for the purposes of Article 102, paragraph 3, of the CFA, as well as Article. 37-*ter* of the Implementing Issuers’ Regulation – the offer document (the “**Offer Document**”) related to:

- (i) the voluntary tender offer pursuant to Articles 102 *subsq.* of the CFA and Article 37 of the Issuers’ Regulation (the “**Offer on Shares**”) aimed at acquiring all of the ordinary shares (the “**Shares**”) of Net Insurance S.p.A. (“**Net Insurance**”, the “**Issuer**” or the “**Company**”), other than the No. 400.000 shares hold by Mr. Andrea Battista, CEO of the Issuer, with the consequent delisting the Shares from the Euronext Milan, STAR segment, organised and managed by Borsa Italiana S.p.A. (“**Borsa Italiana**”), and
- (ii) the voluntary tender offer pursuant to Article 102 of the CFA on the no. 1,826,004 warrants named as “*Warrant Net Insurance S.p.A.*” (the “**Warrants**”), representing all the Warrants issued by the Issuer and outstanding (the “**Offer on Warrants**” and, together with the Offer on Shares, the “**Offers**”), with the consequent delisting the Warrants from the Euronext Milan, STAR segment, organised and managed by Borsa Italiana.

It should be noted that:

- for each Share tendered to the Offer on Shares, the Offeror shall recognize a consideration of Euro 9.50;
- for each Warrant tendered to the Offer on Warrants, the Offeror will recognize a consideration of Euro 4.81.

Pursuant to and for the purposes of Article 102, par. 4 of the CFA and Article 37-*ter*, par. 1, letter b) of the Issuers’ Regulation, the Offeror hereby informs that on the date hereof the application was submitted to IVASS for prior authorization related to the acquisition of a direct controlling stake by BidCo in Net Insurance and, consequently, an indirect controlling stake in Net Insurance Life S.p.A., pursuant to and in accordance with Article 68 of the Legislative Decree No. 209 of September 7, 2005.

On the same date, the following notifications/communications were submitted:

- (i) notification to the Prime Minister’s Office pursuant to the so-called golden power regulations under Law Decree No. 21 of March 15, 2012 concerning the Offers and the prospective change of control of the Issuer as a result thereof;
- (ii) communication with the Antitrust Authority pursuant to Article 16 of Law No. 287/1990.

It should also be noted that, on the date hereof, IBL Banca S.p.A., as person acting in concert with the Offeror, filed an application with the Bank of Italy for the issuance of the authorization relating to the acquisition of a

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stake in the Offeror, pursuant to Article 53, paragraph 1, letter c), of Legislative Decree No. 385 of September 1, 1993, and the relevant provisions of the secondary regulations issued by the Bank of Italy.

The Offers will be addressed indiscriminately and on equal terms to all shareholders of the Issuer and to all holders of Warrants. The above being said, the Offers will be launched exclusively in Italy.

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.

The Offer Document will be published upon conclusion of CONSOB’s review carried out pursuant to Article 102, paragraph 4, of the CFA, is completed.

Pending publication of the Offer Document, unless otherwise specifically stated, please refer to the Offeror’s notice, issued pursuant to Article 102, paragraph 1, of the CFA, and Article 37 of the Issuers’ Regulation and published on the Issuer’s website at www.netinsurance.it, which indicates the legal basis, terms and key elements of the Offers.

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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*

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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.

Fine Comunicato n.20034-79

Numero di Pagine: 5