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Informazione Regolamentata n. 20034-89-2022	Data/Ora Ricezione 02 Dicembre 2022 19:44:14	Euronext Star Milan
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Societa' : NET INSURANCE  
Identificativo : 170142  
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Regolamentata  
Nome utilizzatore : NETINSURANCEN01 - Pennisi  
Tipologia : 3.1  
Data/Ora Ricezione : 02 Dicembre 2022 19:44:14  
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Diffusione presunta  
Oggetto : Press release pursuant to art. 36 of the  
Issuers' 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.**

**\* \* \* \* \***

**PRESS RELEASE**

**Press release pursuant to art. 36 of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended (“Issuers’ Regulation”).**

**\* \* \* \* \***

**GOLDEN POWER DECISION**

**Rome, December 2, 2022 – With reference to:**

- (i) the voluntary tender offer pursuant to Articles 102 *subsq.* of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently amended (“CFA”) and Article 37 of the Issuers’ Regulation (the “Offer on Shares”) aimed at acquiring all of the ordinary shares of Net Insurance S.p.A. (“Net Insurance” or the “Issuer”), other than the No. 400.000 shares hold by Mr. Andrea Battista, CEO of the Issuer, 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.”, representing all the Warrants issued by the Issuer and outstanding (the “Offer on Warrants” and, together with the Offer on Shares, the “Offers”),

launched by Net Holding S.p.A. (the “Offeror” or “Net Holding”), the Offeror announces that, on the date hereof, the Office of the Italian Prime Minister has communicated to Net Holding and to the Issuer the decision to accept the proposal, submitted by the Ministry of Economy and Finance, as public administration responsible for the preliminary investigation, not to exercise the special powers under the Italian Decree Law no. 21/2012 (the so called “golden power” regulation).

Pending publication of the offer document, which was filed with Consob on October 18, 2022 pursuant to Article 102, par. 3, of the CFA and Article 37-*ter* of the Issuers’ Regulation, please refer to the notice pursuant to Article 102 CFA published on September 28, 2022 in which the legal grounds, the conditions, the terms and the essential elements of the Offers are indicated.

**\* \* \* \* \***

*Press release issued by Net Holding S.p.A. and distributed by Net Insurance S.p.A. at the request of Net Holding S.p.A*

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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*

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*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.*

Fine Comunicato n.20034-89

Numero di Pagine: 4