

<p>Informazione Regolamentata n. 20034-53-2023</p>	<p>Data/Ora Ricezione 20 Aprile 2023 09:59:05</p>	<p>Euronext Star Milan</p>
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Societa' : NET INSURANCE

Identificativo : 175550

Informazione
Regolamentata

Nome utilizzatore : NETINSURANCEN01 - Pennisi

Tipologia : 3.1

Data/Ora Ricezione : 20 Aprile 2023 09:59:05

Data/Ora Inizio : 20 Aprile 2023 09:59:06

Diffusione presunta

Oggetto : Net Holding S.p.A. has carried out the joint procedure pursuant to Article 111 of CFA and Delisting from trading of the shares and warrants of Net

Testo del comunicato

Vedi allegato.

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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

Net Holding S.p.A. has carried out the joint procedure for the exercise of the purchase right pursuant to Article 111 of CFA and for the fulfilment of the purchase obligation pursuant to Article 108, Paragraph 1, of the CFA

Delisting from trading of the shares and warrants of Net Insurance S.p.A. starting today

Rome, April 20, 2023 - With reference to the press release of April 12, 2023 relating to:

- (a) the final results of (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 the ordinary shares of Net Insurance S.p.A. (the “**Issuer**” or “**Net Insurance**”), 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 all of the warrants named as “*Warrant Net Insurance S.p.A.*”, issued by the Issuer and outstanding (the “**Offer on Warrants**”) and, together with the Offer on Shares, the “**Offers**”), promoted by Net Holding S.p.A. (the “**Offeror**” or “**Net Holding**”), and
- (b) the joint procedure for the exercise of the purchase right pursuant to Article 111 of CFA and for the fulfilment of the purchase obligation pursuant to Article 108, Paragraph 1, of the CFA (the “**Joint Procedure**”),

the Offeror announces to have confirmed on the date hereof to the Issuer, pursuant to and for the purposes of Article 111, Paragraph 3, of the CFA, to have deposited the amount of Euro 6,126,056.00, with BNP Paribas SA, Italy Branch, on the bank account opened in name of the Offeror (IBAN: IT2100347901600000802591701), allocated exclusively to the payment of the consideration of the residual No. 644,848 Issuer’s shares, corresponding to the overall Issuer’s ordinary shares outstanding not held by the Offeror, equal to 3.483% of the Issuer’s share capital (the “**Remaining Shares**”).

As already announced on April 12, 2023, the consideration of the Joint Procedure is equal to the consideration of the Offer on Shares, *i.e.* Euro 9.50 per each Remaining Share.

Therefore, the transfer to the Offeror of the ownership of the Remaining Shares will be effective on the date hereof, pursuant to Article 111, Paragraph 3, of the CFA and the Issuer will make the related entries in the shareholders’ register.

The holders of the Remaining Shares may obtain payment of the consideration of the Joint Procedure directly from their respective intermediaries. The obligation to pay the consideration of the Joint Procedure will be fulfilled when the relevant amounts are transferred to the intermediaries from which the Remaining Shares subject to the Joint Procedure originate.

Shareholders bear the sole risk that the appointed intermediaries may fail to transfer the amounts to the entitled parties or delay their transfer.

Pursuant to article 2949 of the Italian Civil Code, after the expiration of the five-year prescription period from the date of the deposit of the consideration for the exercise of the purchase right pursuant to Article 111 of

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CFA, the Offeror shall have the right to obtain the return of the amounts deposited as consideration for the purchase right pursuant to Article 111 of CFA and not collected by the entitled parties.

Finally, with resolution no. 8934 of April 13, 2023, Borsa Italiana S.p.A. provided for the shares and the warrants of Net Insurance to be suspended from listing on the Euronext STAR Milan, during 18 and 19 April 2023 sessions, and delisted from the Euronext STAR Milan starting from today.

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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 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,

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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.20034-53

Numero di Pagine: 5