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Societa' : ASSICURAZIONI GENERALI

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Oggetto : Announcement of Consent Solicitation by
Genertel S.p.A.

Testo del comunicato

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PRESS RELEASE

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Announcement of Consent Solicitation by Genertel S.p.A. for its €500,000,000 Fixed/Floating Rate Subordinated Notes due December 2047 callable December 2027 (ISIN: XS1733289406)

Milano - Assicurazioni Generali S.p.A. informs that Genertel S.p.A. ("**Genertel**", formerly, Società Cattolica di Assicurazione – Società Cooperativa, which became Società Cattolica di Assicurazione S.p.A. in April 2021 and changed its name to Genertel S.p.A. in July 2023) has today invited the Holders of its €500,000,000 Fixed/Floating Rate Subordinated Notes due December 2047 callable December 2027 (ISIN: XS1733289406) (the "**Notes**") (such invitation, the "**Consent Solicitation**") to consider and, if thought fit, approve the substitution of Assicurazioni Generali S.p.A. ("**Assicurazioni Generali**", ultimate parent company of Genertel) in place of Genertel as principal debtor and issuer in respect of the Notes (the "**Substitution**") and certain other modifications of the terms and conditions of the Notes (the "**Conditions**") and consequential and/or related amendments to the transaction documents of the Notes, by way of an extraordinary resolution of the Holders of the Notes (the "**Extraordinary Resolution**") to be proposed at a meeting of the Noteholders convened by Genertel and to be held in accordance with the Terms and Conditions and the Agency Agreement of the Notes, all as further described in the Consent Solicitation Memorandum dated 7 November 2024 prepared by Genertel (the "**Consent Solicitation Memorandum**").

Copy of the announcement of the Consent Solicitation by Genertel (the "**Announcement**") is available here <https://www.genertel.it/governance-e-investor-relations>.

HSBC has been appointed by Genertel as the Solicitation Agent, and Kroll Issuer Services Limited has been appointed by Genertel as the Tabulation Agent, in the context of the Consent Solicitation. A complete description of the terms and conditions of the Consent Solicitation is set out in the Consent Solicitation Memorandum. A copy of the Consent Solicitation Memorandum is available to Noteholders, subject to distribution restrictions, upon request from the Tabulation Agent. Contact details of the Solicitation Agent and the Tabulation Agent are available in the Announcement.



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