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Societa' : ASSICURAZIONI GENERALI

Identificativo Informazione Regolamentata : 199188

Utenza - Referente : ASSGENERNO6 - Giuseppe

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Oggetto : 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): Announcement of results

*Testo del comunicato*

Vedi allegato


 9/12/2024  
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## 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): Announcement of results

Milano – Reference is made to the invitation by 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) to 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**"), all as further described in the Consent Solicitation Memorandum dated 7 November 2024 prepared by Genertel (the "**Consent Solicitation Memorandum**"). On 28 November 2024, Genertel announced extension of the Consent Fee Deadline and increase of the Consent Fee amount.

The Consent Solicitation expired on 5 December 2024, and Genertel has announced today that at the Meeting of the Noteholders held on 9 December 2024, the Extraordinary Resolution was duly passed by Noteholders holding 94.50% of the Notes represented at the Meeting. A copy of this announcement by Genertel (the "**Announcement**") is available here <https://www.genertel.it/governance-e-investor-relations>. As stated in the Announcement, the Substitution is expected to take effect from (and including) 14 December 2024, following execution of the Deed Poll and the Supplemental Agency Agreement.

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, copy of which 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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Fine Comunicato n.0018-144-2024

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