

Informazione Regolamentata n. 20034-13-2023	Data/Ora Ricezione 24 Febbraio 2023 13:30:20	Euronext Star Milan
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Societa' : NET INSURANCE

Identificativo : 172750

Informazione
Regolamentata

Nome utilizzatore : NETINSURANCEN01 - Pennisi

Tipologia : 3.1

Data/Ora Ricezione : 24 Febbraio 2023 13:30:20

Data/Ora Inizio : 24 Febbraio 2023 13:30:27

Diffusione presunta

Oggetto : Publication of the Offer Document

Testo del comunicato

Vedi allegato.

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 Article 38, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented ("Issuers' Regulation").

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Publication of the Offer Document

Rome, February 24, 2023 – Net Holding S.p.A. (the "**Offeror**") announces, pursuant to art. 38, paragraph 2, of the Issuers' Regulation, that the offer document, approved by Consob with resolution No. 22604, of February 15, 2023 (the "**Offer Document**") has been published today relating 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. (the "**Issuer**"), other than the No. 400.000 shares held 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**").

The Offer Document containing a description of the Offers and the procedures to tender to them as been filed with Consob and has been made available to the public for consultation:

- (i) the registered office of the Offeror in Rome, viale Europa, No. 190;
- (ii) the registered office of the Issuer in Rome, Via Giuseppe Antonio Guattani, n. 4;
- (iii) the registered office of Equita SIM S.p.A. as intermediary appointed to coordinate the collection of acceptances in Milan, Via Filippo Turati, No. 9;
- (iv) the registered office of the appointed intermediaries;
- (v) the Issuer's website www.netinsurance.it;
- (vi) the Poste Vita's website postevita.poste.it;
- (vii) the website of the Global Information Agent of the Offers, Morrow Sodali S.p.A., www.morrowsodali-transactions.com.

The Issuer's notice, prepared in accordance with Article 103, paragraph 3, of the CFA and Article 39 of the Issuers' Regulation, approved by the Issuer's board of directors on February 23, 2023, with the relevant annexes, including the opinion of the Issuer's independent directors, adopted in accordance with Article 39-*bis* of the Issuers' Regulation, is attached to the Offer Document.

The acceptance period of the Offers (the "**Acceptance Period**"), agreed upon with Borsa Italiana, will start at 8:30 am (Italian time) on February 27, 2023 and will end at 17:30 (Italian time) on 6 April, 2023.

The consideration of the Offer on Shares, equal to Euro 9.50 per each share tendered to the Offer on Shares (the "**Consideration per Share**"), and the consideration of the Offer on Warrants, equal to Euro 4.81 per each

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warrant tendered to the Offer on Warrants (the “**Consideration per Warrant**” and, jointly with the Consideration per Share, the “**Considerations**”), will be paid to the tendering shareholders on April 14, 2023 (the “**Payment Date**”).

If the conditions are met, the Acceptance Period will be reopened for five consecutive trading days starting from the trading day following the Payment Date, and therefore, for the sessions of 17, 18, 19, 20 and 21 April 2023 (the “**Reopening of Terms**”).

In case of the Reopening of Terms, the payment of the Considerations in respect of the shares and the warrants that have been the object of acceptance during the Reopening of Terms period will take place on April 27, 2023.

For additional information on the terms and conditions of the Offers please refer to the Offer Document.

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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.*

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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.

