

Informazione Regolamentata n. 1928-118-2024	Data/Ora Inizio Diffusione 26 Novembre 2024 19:23:16	Euronext Milan
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Societa' : BANCO BPM

Identificativo Informazione
Regolamentata : 198707

Utenza - Referente : BANCOBPMN03 - Marconi

Tipologia : 3.1

Data/Ora Ricezione : 26 Novembre 2024 19:23:16

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Oggetto : BANCO BPM VITA: Notice pursuant to Article
102, paragraph 3, of TUF - filed today with
CONSOB 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 ANIMA HOLDING S.P.A. LAUNCHED BY BANCO BPM VITA S.P.A.

Notice pursuant to Article 102, paragraph 3, of Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented ("TUF"), and Article 37-ter, paragraph 3 of Consob Regulation approved with resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented ("Issuers' Regulations")

Milan, November 26, 2024 - pursuant to and in accordance with Article 102, paragraph 3, of the TUF and Article 37-ter of the Issuers' Regulations, Banco BPM Vita S.p.A. ("**BBPM Vita**" or the "**Offeror**") hereby announces that it has filed today with CONSOB the offer document (the "**Offer Document**"), intended for publication, relating to the voluntary tender offer pursuant to Articles 102 et seq. of the TUF (the "**Offer**"), concerning all the ordinary shares (the "**Shares**") of Anima Holding S.p.A. ("**Anima**" or the "**Issuer**"), a company whose shares are admitted to trading on Euronext Milan, a regulated market organized and managed by Borsa Italiana S.p.A.

The Offer is made on the entirety of the Anima Shares (i) less the Shares held, directly and indirectly, by the Offeror and by persons acting in concert with the Offeror, and (ii) including the treasury Shares held from time to time by the Issuer, as well as the Shares that may be issued - by the end of the acceptance period of the Offer - under the existing incentive plans based on financial instruments.

Furthermore, the Offeror has also filed with the competent Authorities (i) the applications to obtain the authorizations required by applicable law in relation to the Offer pursuant to and for the purposes of Article 102, paragraph 4 of the TUF and Article 37-ter, paragraph 1, letter b) of the Issuers' Regulations, and (ii) the notifications/communications on *antitrust* and so-called *golden power* matters.

The Offeror will pay a consideration of Euro 6.20 for each Anima share tendered to the Offer (*cum dividendo*, *i.e.*, including coupons relating to any dividends distributed by the Issuer).

The Offer Document will be published upon completion by CONSOB of its approval procedure pursuant to Article 102, paragraph 4 of the TUF.

Pending the publication of the Offer Document, reference should be made to the notice - prepared in accordance with Article 102, paragraph 1 of the TUF and Article 37 of the Issuers' Regulations, by which on November 6, 2024 the Offeror notified CONSOB and disclosed to the public of its decision to launch the Offer - published on the dedicated *web* page of the *website* of Banco BPM S.p.A. (<https://gruppo.bancobpm.it/investor-relations/opa-banco-bpm-vita-su-azioni-anima-holding/>), which sets out the legal requirements, terms, conditions and essential elements of the Offer.



The Offer is being launched exclusively in Italy, since the Shares are listed exclusively on Euronext Milan organized and managed by Borsa Italiana S.p.A., and is directed, indistinctly and on equal terms, to all shareholders of Anima.

*As of the date of this notice, the Offer is not launched nor disseminated, directly or indirectly in the United States of America, in Canada, Japan and Australia, nor in any other country where such an Offer is forbidden without authorization from competent authorities or such an Offer is in breach of rules or regulations (collectively, the “**Other Countries**”), nor using international communication or trade tools (including, by way of example, the postal system, telefax, e-mail, telephone and internet), of the United States of America, Australia, Canada, Japan or the Other Countries nor by way of any office of any of the financial intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, nor in any other manner.*

Copy of this notice, or any portion thereof, as well as copies of any documents relating to the Offer, are not and should not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the United States of America, Canada, Japan, and Australia or the Other Countries. Any person who receives the above documents shall not distribute, send, or dispatch them (either by mail or through any other means or instrument of communication or international commerce) in the United States of America, Canada, Japan, and Australia or the Other Countries.

This notice, as well as any other documents relating to the Offer do not constitute and may not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the United States of America, Canada, Japan, Australia or the Other Countries. No instrument may be offered or bought or sold in the United States of America, Australia, Canada, Japan or the Other Countries in the absence of specific authorization in accordance with the applicable provisions of the local laws of those States or the Other Countries or waiver from those provisions.

Acceptance of the Offer by parties which are resident in countries other than Italy may be subject to specific obligations or restrictions provided by law or regulatory provisions. Parties who wish to accept the Offer bear the exclusive responsibility to comply with those laws and therefore, prior to accepting the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors. Any acceptances of the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

Fine Comunicato n.1928-118-2024

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